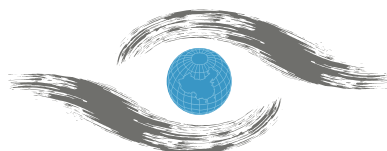


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C-MER 希瑪

C-MER EYE CARE HOLDINGS LIMITED

希瑪眼科醫療控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3309)

**PROPOSED REPURCHASE OF SHARES
AND
PROPOSED PURCHASE OF SHARES UNDER
THE 2022 SHARE AWARD SCHEME**

The Board wishes to announce that the board of directors of the Company (the “**Board**”) may, subject to suitable market conditions, apply up to a total of HK\$100 million to (1) conduct open-market share repurchase(s) of the Company’s issued ordinary shares (the “**Shares**”) up to HK\$50 million under the repurchase mandate (the “**Repurchase Mandate**”) that was granted by the shareholders in the Company’s annual general meeting held on 30 May 2023 (the “**2023 AGM**”), and (2) pay to the Trust Contributed Amounts up to HK\$50 million in accordance with the terms of the 2022 Share Award Scheme for the purchase of Shares in the market by the Trustee.

Reference is also made to the announcement of the Company dated 7 November 2022 (the “**7 November 2022 Announcement**”) in relation to the adoption of the 2022 Share Award Scheme. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the 7 November 2022 Announcement.

PROPOSED SHARE REPURCHASE

While acknowledging the recent market conditions and macroeconomic performance indicators, taking into account the recent trading prices of the Shares, the Board considers their current trading prices are at values that do not reflect the Group’s current operational growth outlook and financial position. Therefore subject to market conditions, the Board is actively considering to conduct on-market share repurchase (the “**Proposed Share Repurchase**”) with funds up to HK\$50 million in aggregate of the Shares in the open market during the period (the “**Relevant Period**”) commencing from the date of this announcement up to the date on which the next annual general meeting of the Company will be held. The Proposed Share Repurchase will be carried out in accordance with and subject to the Repurchase Mandate given to the Directors at the 2023 AGM.

The Proposed Share Repurchase will be funded by the internal cash resources of the Company. Any Shares repurchased will be cancelled, and once cancelled will result in a reduction of the total issue Shares and leading to an enhancement of the net asset value of and earnings per each Share.

The Directors believe that through carrying out the Proposed Share Repurchase, the Company is demonstrating its confidence in the intrinsic value of the Shares, the future prospects of the Group and its businesses.

PROPOSED PURCHASE OF SHARES UNDER THE 2022 SHARE AWARD SCHEME

With reference to the same reasons as mentioned in “Proposed Share Repurchase”, the Board considers that the current trading prices of the Shares represent a good opportunity for the 2022 Share Award Scheme to acquire Shares for future grants to Selected Participants. The Board considers that having an available pool of Shares within the Trust, the Shares of which are acquired at reasonable market prices, would allow the Group additional flexibility in devising its compensation and remuneration packages for the Eligible Participants, and to incentivize and attract talents to contribute to the growth and further development of the Group.

On this, the Board is also actively considering to pay to the Trustee Contributed Amounts up to HK\$50 million in aggregate in accordance with the terms of the 2022 Share Award Scheme (as set out in the 7 November 2022 Announcement) for the purchase of Shares by the Trustee. The purchase of such Shares, which will be subject to market conditions and the latest trading prices of the Shares, will not reduce the total number of issued Shares, and any Shares purchased by the Trustee will be held by it for the purposes as set out in the Trust Deed and in accordance with the Scheme Rules.

The payment of the Contributed Amounts and any purchase of the Shares by the Trustee will be carried out only within the Relevant Period. The payment of the Contributed Amounts, if any, will be funded by the internal cash resources of the Company.

Shareholders and prospective investors of the Company should note that the Proposed Share Repurchase and the proposed payment of Contributed Amount to the Trustee for the purchase of Shares under the 2022 Share Award Scheme will be subject to market conditions and will be at the absolute discretion of the Board. There is no assurance implied or given that as to the timing, quantity or prices of (1) the implementation of the Proposed Share Repurchase, or (2) any payment of Contributed Amounts to the Trustee for the purchase of Shares on-market. Shareholders and potential investors are therefore advised to exercise caution when dealing in the Shares.

By order of the Board
C-MER Eye Care Holdings Limited
Dr. LAM Shun Chiu Dennis
Chairman and Chief Executive Officer and Executive Director

Hong Kong, 7 September 2023

As of the date of this announcement, the Board comprises three executive Directors, namely Dr. LAM Shun Chiu Dennis, Ms. LI Xiaoting and Dr. LEE Yau Wing Vincent; and four independent non-executive Directors, namely, Dr. Rex AU YEUNG Pak-kuen, Mr. MA Andrew Chiu Cheung, Mr. IP Shu Kwan Stephen and Mr. YIN Ke.