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Chaoju Eye Care Holdings Limited

朝聚眼科醫療控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2219)

CONNECTED TRANSACTIONS IN RESPECT OF THE TENANCY AGREEMENTS

THE TENANCY AGREEMENTS

The Board hereby announces that on May 6, 2026, a series of Tenancy Agreements were entered into between the Group and certain connected persons of the Company, the details of which are set out below:

- (i) Chifeng Hospital, a subsidiary of the Company, entered into the Tenancy Agreement I with Haohui to lease the Premises I for a term commencing from May 6, 2026 to May 5, 2031.
- (ii) Chifeng Hospital, a subsidiary of the Company, entered into the Tenancy Agreement II with Tongde to lease the Premises II for a term commencing from May 6, 2026 to May 5, 2031.
- (iii) Chifeng Optical, a subsidiary of the Company, entered into the Tenancy Agreement III with Haohui to lease the Premises III for a term commencing from May 6, 2026 to May 5, 2031.

IMPLICATIONS UNDER THE LISTING RULES

In accordance with IFRS 16, the Group will recognize the right-of-use assets in its consolidated statement of financial position in respect to the lease of the Premises under the Tenancy Agreements. Accordingly, the transactions under the Tenancy Agreements will be regarded as acquisitions of assets by the Group for the purpose of the Listing Rules.

Given that as at the date of this announcement, Haohui is ultimately owned by the brother-in-law of the spouse of Mr. Zhang Junfeng (張俊峰), one of the Controlling Shareholders and an executive Director, while Tongde is ultimately owned by the cousin of the spouse of Mr. Zhang Junfeng, Haohui and Tongde are associates of a connected person of the Company and therefore connected persons of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions under the Tenancy Agreements constitute one-off connected transactions of the Company under Chapter 14A of the Listing Rules.

The transactions under the Tenancy Agreements would, in each case, be aggregated and treated as if the relevant transactions were one transaction for the purpose of computing the relevant percentage ratios pursuant to Rule 14A.81 of the Listing Rules. As the highest applicable percentage ratio in respect to the total value of the right-of-use assets subject to the Tenancy Agreements exceed 0.1% but is less than 5%, the transactions under the Tenancy Agreements are subject to the reporting and announcement requirements but are exempted from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

INTRODUCTION

The Board hereby announces that on May 6, 2026, a series of transactions were entered into between the Group and certain connected persons of the Company, the details of which are set out below:

- (i) Chifeng Hospital, a subsidiary of the Company, entered into the Tenancy Agreement I with Haohui to lease the Premises I for a term commencing from May 6, 2026 to May 5, 2031.
- (ii) Chifeng Hospital, a subsidiary of the Company, entered into the Tenancy Agreement II with Tongde to lease the Premises II for a term commencing from May 6, 2026 to May 5, 2031.

(iii) Chifeng Optical Co., Ltd., a subsidiary of the Company, entered into the Tenancy Agreement III with Haohui to lease the Premises III for a term commencing from May 6, 2026 to May 5, 2031.

THE TENANCY AGREEMENTS

(I) Tenancy Agreement I

Parties:	(1) Chifeng Hospital (as lessee); and (2) Haohui (as lessor)
Date:	May 6, 2026
Premises:	Building No. 5, No. 96, middle section of Hada Street, Hongshan District, Chifeng City, Inner Mongolia, the PRC, comprising the first floor, partial second floor and third to sixth floors, with a total gross floor area of approximately 7,766.44 square meters
Term:	From May 6, 2026 to May 5, 2031
Usage:	For operation of eye hospital
Rent:	The semi-annual rent payable for leasing the Premises I is RMB1,433,810 (tax included), and the total consideration payable under the Tenancy Agreement I is RMB14,338,100 (tax included) The rent paid by Chifeng Hospital to Haohui under the Tenancy Agreement I is determined after arm's length negotiations between parties after taking into consideration the prevailing market rental for comparable premises in the vicinity of Premises I, and will be funded by the working capital of the Company

Payment arrangement:

The rent shall be payable by bank transfer or in cash, and shall be settled on a semi-annual basis, payable in advance (with the rent for the final installment to be calculated and paid on a pro rata basis according to the actual period of use). Upon receipt of the rental payment from lessee, the lessor shall issue to the lessee the corresponding official invoice(s) on a monthly basis. The specific payment schedule is as follows:

Lease Period	Time of Payment	Payment Amount (RMB)
May 6, 2026 to December 31, 2026	By May 20, 2026	1,877,050
January 1, 2027 to June 30, 2027	By January 10, 2027	1,433,810
July 1, 2027 to December 31, 2027	By June 30, 2027	1,433,810
January 1, 2028 to June 30, 2028	By January 10, 2028	1,433,810
July 1, 2028 to December 31, 2028	By June 30, 2028	1,433,810
January 1, 2029 to June 30, 2029	By January 10, 2029	1,433,810
July 1, 2029 to December 31, 2029	By June 30, 2029	1,433,810
January 1, 2030 to June 30, 2030	By January 10, 2030	1,433,810
July 1, 2030 to December 31, 2030	By June 30, 2030	1,433,810
January 1, 2031 to May 5, 2031	By January 10, 2031	990,570
Total		<u>14,338,100</u>

Renewal:

The lessee shall give a written notice to the lessor of any intention to renew the lease no later than two months prior to the expiry thereof, and the lease may be renewed upon negotiation between the parties. The lessee is entitled to the right of first refusal under the same conditions.

(II) Tenancy Agreement II

Parties: (1) Chifeng Hospital (as lessee); and
(2) Tongde (as lessor)

Date: May 6, 2026

Premises: The first floor of the buildings No. 7, 8 and 10, No. 96, middle section of Hada Street, Hongshan District, Chifeng City, Inner Mongolia, the PRC, with a total gross floor area of approximately 360.68 square meters

Term: From May 6, 2026 to May 5, 2031

Usage: For operation of eye hospital

Rent: The semi-annual rent payable for leasing the Premises II is RMB66,810 (tax included), and the total consideration payable under the Tenancy Agreement II is RMB668,100 (tax included)

The rent paid by Chifeng Hospital to Tongde under the Tenancy Agreement II is determined after arm's length negotiations between the parties after taking into consideration the prevailing market rental for comparable premises in the vicinity of the Premises II, and will be funded by the working capital of the Company

Payment arrangement:

The rent shall be payable by bank transfer or in cash, and shall be settled on a semi-annual basis, payable in advance (with the rent for the final installment to be calculated and paid on a pro rata basis according to the actual period of use). Upon receipt of the rental payment from lessee, the lessor shall issue to the lessee the corresponding official invoice(s) on a monthly basis. The specific payment schedule is as follows:

Lease Period	Time of Payment	Payment Amount (RMB)
May 6, 2026 to December 31, 2026	By May 20, 2026	87,224
January 1, 2027 to June 30, 2027	By January 10, 2027	66,810
July 1, 2027 to December 31, 2027	By June 30, 2027	66,810
January 1, 2028 to June 30, 2028	By January 10, 2028	66,810
July 1, 2028 to December 31, 2028	By June 30, 2028	66,810
January 1, 2029 to June 30, 2029	By January 10, 2029	66,810
July 1, 2029 to December 31, 2029	By June 30, 2029	66,810
January 1, 2030 to June 30, 2030	By January 10, 2030	66,810
July 1, 2030 to December 31, 2030	By June 30, 2030	66,810
January 1, 2031 to May 5, 2031	By January 10, 2031	46,396
Total		<u><u>668,100</u></u>

Renewal:

The lessee shall give a written notice to the lessor of any intention to renew the lease no later than two months prior to the expiry thereof, and the lease may be renewed upon negotiation between the parties. The lessee is entitled to the right of first refusal under the same conditions.

(III) Tenancy Agreement III

Parties: (1) Chifeng Optical (as lessee); and
(2) Haohui (as lessor)

Date: May 6, 2026

Premises: Second floor of Building No. 5, No. 96, middle section of Hada Street, Hongshan District, Chifeng City, Inner Mongolia, the PRC, with a total gross floor area of approximately 185 square meters

Term: From May 6, 2026 to May 5, 2031

Usage: For operation of optical centre

Rent: The semi-annual rent payable for leasing the Premises III is RMB50,980 (tax included), and the total consideration payable under the Tenancy Agreement III is RMB509,800 (tax included)

The rent paid by Chifeng Optical to Haohui under the Tenancy Agreement III is determined after arm's length negotiations between the parties after taking into consideration the prevailing market rental for comparable premises in the vicinity of the Premises III, and will be funded by the working capital of the Company.

Payment arrangement:

The rent shall be payable by bank transfer or in cash, and shall be settled on a semi-annual basis, payable in advance (with the rent for the final installment to be calculated and paid on a pro rata basis according to the actual period of use). Upon receipt of the rental payment from lessee, the lessor shall issue to the lessee the corresponding official invoice in respect of such rental payment within ten (10) business days. The specific payment schedule is as follows:

Lease Period	Time of Payment	Payment Amount (RMB)
May 6, 2026 to December 31, 2026	By May 20, 2026	66,700
January 1, 2027 to June 30, 2027	By January 10, 2027	50,980
July 1, 2027 to December 31, 2027	By June 30, 2027	50,980
January 1, 2028 to June 30, 2028	By January 10, 2028	50,980
July 1, 2028 to December 31, 2028	By June 30, 2028	50,980
January 1, 2029 to June 30, 2029	By January 10, 2029	50,980
July 1, 2029 to December 31, 2029	By June 30, 2029	50,980
January 1, 2030 to June 30, 2030	By January 10, 2030	50,980
July 1, 2030 to December 31, 2030	By June 30, 2030	50,980
January 1, 2031 to May 5, 2031	By January 10, 2031	35,260
Total		<u>509,800</u>

Renewal:

The lessee shall give a written notice to the lessor of any intention to renew the lease no later than two months prior to the expiry thereof, and the lease may be renewed upon negotiation between the parties. The lessee is entitled to the right of first refusal under the same conditions.

VALUE OF THE RIGHT-OF-USE ASSETS

In accordance with IFRS 16, the value of the right-of-use assets to be recognized by the Group (i) in respect of the lease of the Premises I is approximately RMB13,362,091.31; (ii) in respect of the lease of Premises II is approximately RMB620,489.36; (iii) in respect of the lease of Premises III is approximately RMB473,491.10.

REASONS FOR AND BENEFITS OF ENTERING INTO THE TENANCY AGREEMENTS

The Premises I and the Premises II will be used for the operation of Chifeng Hospital, while the Premises III will be used for the operation of optical centre. Entering into the Tenancy Agreements will enable the Group to maintain stable operations at its existing business premises, avoid unnecessary relocation and renovation costs, preserve existing customer traffic and operational efficiency, and support the continued development of the Group's ophthalmic medical services and optical business in Chifeng.

Given that the rents payable under the Tenancy Agreements are equivalent to or lower than the prevailing market rent for comparable premises in the vicinity, the Board is of the view that entering into the Tenancy Agreements is a commercially feasible and beneficial business decision.

Apart from Mr. Zhang Junfeng, who is considered to have a material interest in the transactions contemplated under the Tenancy Agreements and has abstained from voting on the relevant Board resolutions approving the transactions under the Tenancy Agreements, none of the Directors has any material interest in such transactions or is required to abstain from voting on such Board resolutions.

The Board (including the independent non-executive Directors) is of the view that the transactions under the Tenancy Agreements are conducted in the ordinary and usual course of business of the Group and on normal commercial terms or better, and the terms of the Tenancy Agreements are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

INFORMATION ABOUT THE PARTIES

The Group

The Group is a leading ophthalmic medical service group in North China with a strong reputation nationwide. As of the date of this announcement, the Group operated a network of 31 ophthalmic hospitals and 32 optical centers spanning across 7 provinces, cities and autonomous regions in China. The ophthalmic hospitals are specialized in providing ophthalmic services and the optical centers provide a series of optical products and services to satisfy a wide array of requests from customers.

Chifeng Hospital

Chifeng Hospital is a limited liability company established in the PRC and a wholly-owned subsidiary of the Company. Chifeng Hospital is primarily engaged in the provision of ophthalmic medical services in Chifeng, Inner Mongolia, the PRC.

Chifeng Optical

Chifeng Optical is a limited liability company established in the PRC and a wholly-owned subsidiary of the Company. Chifeng Optical is primarily engaged in the sale of optical products and provision of related optical services in Chifeng, Inner Mongolia, the PRC.

Haohui and Tongde

Each of Haohui and Tongde is a sole proprietorship established in the PRC, while Tongde focuses on provision of resident services, and Haohui focuses on provision of commercial services.

IMPLICATION UNDER THE LISTING RULES

In accordance with IFRS 16, the Group will recognize the right-of-use assets in its consolidated statement of financial position in respect to the lease of the Premises under the Tenancy Agreements. Accordingly, the transactions under the Tenancy Agreements will be regarded as acquisitions of assets by the Group for the purpose of the Listing Rules.

Given that as at the date of this announcement, Haohui is ultimately owned by the brother-in-law of the spouse of Mr. Zhang Junfeng, one of the Controlling Shareholders and an executive Director, while Tongde is ultimately owned by the cousin of the spouse of Mr. Zhang Junfeng, Haohui and Tongde are associates of a connected person of the Company and therefore connected persons of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions under the Tenancy Agreements constitute one-off connected transactions of the Company under Chapter 14A of the Listing Rules.

The transactions under the Tenancy Agreements would, in each case, be aggregated and treated as if the relevant transactions were one transaction for the purpose of computing the relevant percentage ratios pursuant to Rule 14A.81 of the Listing Rules. As the highest applicable percentage ratio in respect to the total value of the right-of-use assets subject to the Tenancy Agreements exceed 0.1% but is less than 5%, the transactions under the Tenancy Agreements are subject to the reporting and announcement requirements but are exempted from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the meaning ascribed to them below:

“Board”	the board of Directors
“Chifeng Hospital”	Chaoju (Chifeng) Eye Hospital Co., Ltd.* (朝聚(赤峰)眼科醫院有限公司), a limited liability company established in the PRC on December 19, 2016 and a wholly-owned subsidiary of the Company
“Chifeng Optical”	Chifeng Chaoju Eyeglasses Co., Ltd. (赤峰朝聚眼鏡有限責任公司), a limited liability company established in the PRC on 29 October 2007 and a wholly-owned subsidiary of the Company
“China” or the “PRC”	the People’s Republic of China, but for the purpose of this announcement and for geographical reference only, references herein to “China” and the “PRC” do not apply to Hong Kong, Macau and Taiwan
“close associate”	has the meaning ascribed thereto under the Listing Rules
“Company”	Chaoju Eye Care Holdings Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands on May 19, 2020
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company together with its subsidiaries

“Haohui”	Hongshan District Haohui Information Consultancy Centre* (紅山區浩輝信息諮詢中心), a sole proprietorship established in the PRC
“IFRS”	the International Financial Reporting Standards
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
“Premises”	Collectively, Premises I, Premises II and Premises III
“Premises I”	Building No. 5, No. 96, middle section of Hada Street, Hongshan District, Chifeng City, Inner Mongolia, the PRC, comprising the first floor, partial second floor and third to sixth floors, with a total gross floor area of approximately 7,766.44 square meters
“Premises II”	The first floor of Buildings No. 7, 8 and 10, No. 96, middle section of Hada Street, Hongshan District, Chifeng City, Inner Mongolia, the PRC, with a total gross floor area of approximately 360.68 square meters
“Premises III”	Second floor of Building No. 5, No. 96, middle section of Hada Street, Hongshan District, Chifeng City, Inner Mongolia, the PRC, with a total gross floor area of approximately 185 square meters
“RMB”	the lawful currency of the PRC
“Shareholders”	holders of the Shares
“Shares”	ordinary shares in the share capital of the Company with nominal value of HK\$0.00025 each
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tenancy Agreement I”	the tenancy agreement dated May 6, 2026 entered into between Chifeng Hospital and Haohui for lease of Premises I
“Tenancy Agreement II”	the tenancy agreement dated May 6, 2026 entered into between Chifeng Hospital and Tongde for lease of Premises II

“Tenancy Agreement III”	the tenancy agreement dated May 6, 2026 entered into between Chifeng Optical and Haohui for lease of Premises III
“Tenancy Agreements”	Collectively, Tenancy Agreement I, Tenancy Agreement II, Tenancy Agreement III
“Tongde”	Hongshan District Tongde Domestic Services Department* (紅山區同得家政服務部), a sole proprietorship established in the PRC
“%”	per cent

By order of the Board
Chaoju Eye Care Holdings Limited
ZHANG Bozhou
Chairman

Hong Kong, May 6, 2026

As of the date of this announcement, the board of directors of the Company comprises Mr. ZHANG Bozhou as Chairman and executive Director; Ms. ZHANG Xiaoli, Mr. ZHANG Junfeng and Mr. ZHANG Guangdi as executive Directors; Mr. Richard Chen MAO, Mr. LI Zhen and Ms. ZHANG Li as non-executive Directors; and Mr. HE Mingguang, Ms. GUO Hongyan, Mr. LI Jianbin and Mr. BAO Shan as independent non-executive Directors.

* *The English translation of the Chinese names denoted in this announcement is for illustration purposes only. Should there be any inconsistencies, the Chinese name shall prevail.*