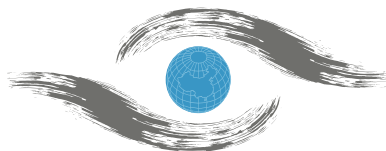


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**C-MER 希瑪**

**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)**

**DISCLOSEABLE TRANSACTION  
ACQUISITION OF LAND USE RIGHTS IN SHENZHEN**

**ACQUISITION OF LAND USE RIGHTS**

The Board refers to the announcement of the Company dated 20 December 2019 and is pleased to announce that on 27 December 2019, Shenzhen C-MER signed the Confirmation Letter received from Shenzhen Land & Real Estate Exchange Center on the same day, pursuant to which the Tender was accepted. Shenzhen C-MER would be entitled to acquire the land use rights of the Land for the purchase price of RMB209,000,000 (equivalent to HK\$232,658,800). Pursuant to the Auction Notice and the Confirmation Letter, Shenzhen C-MER will enter into the Land Use Rights Transfer Agreement with Pingshan Land Bureau after the signing of the Confirmation Letter.

**IMPLICATIONS UNDER THE LISTING RULES**

As one or more applicable percentage ratios calculated in accordance with the Listing Rules in respect of the Acquisition exceed 5%, but are less than 25%, the Acquisition constitutes a discloseable transaction for the Company which is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules but is exempt from the circular and Shareholders' approval requirements.

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The Land with lot no. G11339-8023 to be acquired by Shenzhen C-MER is located in Pingshan Road (which is north-west to the intersection of Pingshan Avenue and Biyadi Road), Pingshan District, Shenzhen, the PRC with a total site area of 4,958.41 sq.m. and a total planned gross floor area of 20,000 sq.m.. The Land shall be used for commercial purposes. The term of the land use rights of the Land shall be 40 years.

The purchase price of the Land is RMB209,000,000 (equivalent to HK\$232,658,800) which was the bidding price submitted by Shenzhen C-MER under the Tender. The purchase price was determined by Shenzhen C-MER with reference to reserve price of the Land and the comparable recent transactions in Pingshan District, Shenzhen, the PRC. Pursuant to the terms of the Auction Notice, Shenzhen C-MER shall settle the purchase price within five business days from the date of the Land Use Rights Transfer Agreement. Part of the purchase price has been satisfied by the deposit of RMB41,800,000 (equivalent to HK\$46,531,760) paid by Shenzhen C-MER at the time of submission of the Tender and funded by the internal resources of the Group. RMB80,000,000 (equivalent to HK\$89,056,000) of the remaining balance of the purchase price will be funded by the internal resources of the Group, whereas the rest of the purchase price will be funded using the net proceeds from the Global Offering which was allocated for the purpose of establishing new eye hospitals in the PRC.

## **REASONS FOR AND BENEFITS OF THE ACQUISITION**

The Land is located in Pingshan District of Shenzhen, the PRC. Pingshan District will be a new core development area of Shenzhen. The Land is located near the high speed train station of Pingshan and adjacent to the Shahu station on the planned Line 14 of Shenzhen Metro. Located at an important transportation hub of the eastern Shenzhen, the Land is conveniently connected to the Futian District of Shenzhen, and nearby major cities, including Hong Kong, Shanghai, Changsha and Nanjing by the high speed trains.

The Group intends to use the Land for the establishment of a new eye hospital in Pingshan District in Shenzhen which is an ideal place in terms of the convenience of the location for the patients and the increasing population in the eastern part of Shenzhen, and as the headquarters of the Group in Guangdong-Hong Kong-Macau Greater Bay Area.

The Directors consider that the Acquisition is a good development opportunity for the Group to continue its PRC strategies, further expand its service network in Shenzhen which is beneficial for the continuous and stable growth of the Group's operations of eye hospitals, and allows the Group to save rental expenses for the eye hospital and the headquarters.

Based on the above, the Directors (including the independent non-executive Directors) are of the view that the terms of the Acquisition and the transactions contemplated thereunder are fair and reasonable and is in the interest of the Company and the Shareholders as a whole.

## **INFORMATION ON SHENZHEN C-MER AND THE GROUP**

Shenzhen C-MER is a wholly-owned subsidiary of the Company in the PRC established on 2 September 2019 and is engaged in investment holding.

The Company has been listed on the Stock Exchange since 15 January 2018. As of the date of this announcement, the Group operates two day surgery centres and four satellite clinics in Hong Kong and four eye hospitals in PRC cities of Shenzhen, Beijing, Kunming and Shanghai. The Group is specialised in offering treatment and therapy services for ophthalmic diseases which include, amongst others, cataract, corneal and external eye diseases, glaucoma, vitreoretinal and macular diseases, as well as ancillary treatment by way of acupuncture and traditional Chinese medicine.

## **INFORMATION ON PINGSHAN LAND BUREAU**

Pingshan Land Bureau is an institution under Urban Planning, Land & Resources Commission of Shenzhen Municipality (深圳市規劃和國土資源委員會) and is responsible for urban planning and management of land and resources of Pingshan District, Shenzhen, the PRC.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of Pingshan Land Bureau, Shenzhen Land of Real Estate Exchange Centre and their ultimate beneficial owner (if any) is an Independent Third Party.

## **IMPLICATIONS UNDER THE LISTING RULES**

As one or more applicable percentage ratios calculated in accordance with the Listing Rules in respect of the Acquisition exceed 5%, but are less than 25%, the Acquisition constitutes a discloseable transaction for the Company which is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules but is exempt from the circular and Shareholders' approval requirements.

## DEFINITIONS USED IN THIS ANNOUNCEMENT

Unless the context requires otherwise, the capitalised terms used herein shall have the following meanings:

“Acquisition”	the acquisition of land use rights of the Land in the Auction by Shenzhen C-MER;
“associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Auction”	the public auction held by Pingshan Land Bureau at the online platform provided by Shenzhen Land & Real Estate Exchange Center;
“Auction Notice”	Notice in Relation to the Assignment of Land Use Rights in Shenzhen (深圳市土地使用權出讓公告) dated 28 November 2019 published by Shenzhen Land & Real Estate Exchange Center;
“Board”	the board of Directors;
“Company”	C-MER Eye Care Holdings Limited (希瑪眼科醫療控股有限公司), a company incorporated in the Cayman Islands on 1 February 2016 with all of its shares in issue are listed on the Stock Exchange (Stock code: 03309);
“Confirmation Letter”	the confirmation letter (成交確認書) received from Shenzhen Land & Real Estate Exchange Center and signed by Shenzhen C-MER on 27 December 2019 confirming the acceptance of the Tender;
“Director(s)”	director(s) of the Company;
“Global Offering”	the global offering of the Shares as stipulated in the Prospectus;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;

“Independent Third Party(ies)”	person(s) or entity(ies) which is or are not considered a connected person (as such term is defined under the Listing Rules) of the Company;
“Land”	the parcel of land with lot no. G11339-8023 located in Pingshan Road, Pingshan District, Shenzhen, the PRC with a total site area of 4,958.41 sq.m. and a total planned gross floor area of 20,000 sq.m.;
“Land Use Rights Transfer Agreement”	the agreement to be entered into between Shenzhen C-MER and Pingshan Land Bureau for transfer of the land use rights of the Land in respect of the Acquisition;
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange;
“Pingshan Land Bureau”	Pingshan Office of Planning and Natural Resources Bureau of Shenzhen Municipality (深圳市規劃和自然資源局坪山管理局), an Independent Third Party;
“PRC”	the People’s Republic of China which for the purpose of this announcement, does not include Hong Kong, The Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“Prospectus”	the prospectus dated 29 December 2017 issued by the Company for the Global Offering;
“RMB”	Renminbi, the lawful currency of the PRC;
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.1 each in the share capital of the Company;
“Shareholder(s)”	holders of the Shares;
“Shenzhen C-MER”	Shenzhen C-MER Management Group Co., Ltd. (深圳希瑪管理集團有限公司), a company incorporated in the PRC with limited liability, an indirect wholly-owned subsidiary of the Company;
“Shenzhen Land & Real Estate Exchange Center”	Shenzhen Land & Real Estate Exchange Center (深圳市土地房產交易中心);
“sq.m.”	square meters;

“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Tender”	the tender submitted in the Auction by Shenzhen C-MER for the Acquisition; and
“%”	per cent.

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, 27 December 2019

*In this announcement, translation of RMB into HK\$ is based on the exchange rate of RMB1:HK\$1.1132. Such exchange rate has been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amounts were, may have been or will be exchanged at such rate or any other rates or at all.*

R2.14

*As of the date of this announcement, the Board comprises four executive Directors, namely Dr. LAM Shun Chiu Dennis, Ms. LI Xiaoting, Dr. LEE Yau Wing Vincent and Mr. LI Chunshan and four independent non-executive Directors, namely Dr. LI Kwok Tung Donald, Mr. MA Andrew Chiu Cheung, Mr. CHAN Chi Leong and Ms. BENTLEY Annie Liang.*