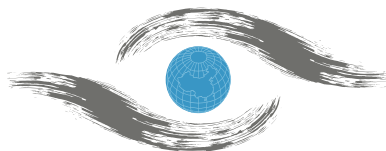


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C-MER 希瑪

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)

**APPOINTMENT OF ADVISOR AND CONSULTANT
AND
GRANT OF SHARE AWARDS PURSUANT
TO THE 2022 SHARE AWARD SCHEME**

1. APPOINTMENT OF ADVISOR AND CONSULTANT

The Board is pleased to announce that our Group has appointed Dr. KO Wing Man as an advisor to our Group, and Ms. BENTLEY Annie Liang, Dr. LI Kwok Tung Donald, Dr. YIU Bun Ka and Dr. LAM Chi Kit Lawrence (“**Dr. Lawrence LAM**”) as consultants of our Group. Ms. BENTLEY Annie Liang and Dr. LI Kwok Tung Donald are our former independent non-executive Directors who recently retired from our Company.

The Board would like to extend its warmest welcome to Ms. BENTLEY Annie Liang, Dr. LI Kwok Tung Donald, Dr. KO Wing Man, Dr. YIU Bun Ka and Dr. Lawrence LAM in their appointments.

2. GRANT OF SHARE AWARDS

The Company refers to the announcement of the Company dated 7 November 2022 on the adoption of the 2022 Share Award Scheme.

On 28 June 2023, the Company granted a total of 80,000 Awards under the 2022 Share Award Scheme. The grantees included four Service Provider Participants which provides consultancy services to the Company, which include:

- (1) Ms. BENTLEY Annie Liang and Dr. LI Kwok Tung Donald, both are our newly appointed consultants and are also our former independent non-executive Directors who recently retired from our Company;

- (2) Dr. YIU Bun Ka, a director of certain subsidiaries of the Company, who is also our dentist partner and our newly appointed consultant of our Group; and
- (3) Dr. Lawrence LAM, our newly appointed consultant of our Group.

A total of 80,000 Awards were granted on the date of this announcement. Subsequent to the grants of the Awards as set out in this Announcement, the number of Awards available for future grant(s) under the scheme mandate of the 2022 Share Award Scheme is 123,570,287 Shares. Further details of the grants are set out in the table below.

Date of grant	: 28 June 2023
Grantees	: Four Service Provider Participants, which include: (1) two consultants who are our former independent non-executive Directors as mentioned above; (2) Dr. Lawrence LAM; and (3) Dr. YIU.
Aggregate number of Awards granted	: 80,000 Awarded Shares in total (or 20,000 Awarded Shares for each grantee), the underlying Shares of which are directly held by the Trustee, which were purchased using Contributed Amount paid. Accordingly, the aforesaid grant of the Awards will not result in any dilution effect to the number of total issued Shares as a result of the Award.
Purchase Price of Awards granted	: Nil
Closing price of the Shares on the date of grant	: HK\$3.79 per Award.
Vesting dates of Awards Granted	: The Awards granted shall be vested over a period of two years from the date of grant, with first batch of 40,000 Awards to be vested on 2 July 2024, and the second batch of 40,000 Awards to be vested on 2 July 2025.
Performance targets	: There is no performance target attached to the Awards granted.

- Clawback mechanism : In any of the following circumstances, the Board may, at its sole and absolute discretion, require the Selected Participants to return the gains from the vested Awarded Interests:
- (a) when the Selected Participant is an Eligible Participant, the Selected Participant has committed any act of fraud or dishonesty or serious misconduct in connection with his employment or engagement by any member of the Group;
 - (b) when the Selected Participant is an Eligible Participant, the Selected Participant has engaged in any act or omission to perform any of his duties that has had or will have a material adverse effect on the reputation or interests of any member of the Group;
 - (c) when the Selected Participant has engaged in any act that has had or will have a material adverse effect on the reputation or interests of any member of the Group within the period of two (2) years after the Selected Participant ceases to be an Eligible Participant.

None of the grants will be subject to approval by the Shareholders.

3. REASONS FOR AND BENEFITS OF THE GRANTS

The grant of Awards is to align the interests of the eligible participants with those of the Group through ownership of Shares and/or the increase in value of the Shares, and to encourage and retain the grantees to make contributions to the strategic development of the Group. To the best knowledge of the Directors, as at the date of this announcement, (i) none of the mentioned grantees is a Director, chief executive or substantial shareholder of the Company or an associate (as defined under the Listing Rules) of any of them; (ii) none of the mentioned grantees is a participant with awards granted and to be granted exceeding the 1% individual limit under the Listing Rules; (iii) the grants to the mentioned grantees do not constitute grants to a related party participant or service provider with options and awards granted and to be granted in any 12-month period exceeding 0.10% of the relevant class of shares in issue; and (iv) no financial assistance has been provided by the Group to the mentioned grantees for the purchase of Shares under the 2022 Share Award Scheme.

DEFINITIONS

“2022 Share Award Scheme”	the C-MER Eye Care Holdings Limited Share Award (Existing Shares) Scheme adopted by the Company on 7 November 2022;
“Award”	an award by the Board to a Selected Participant entitling the Selected Participant to receive the Awarded Interests in accordance with the Scheme Rules;
“Awarded Interests”	in respect of an Award, the (i) Awarded Shares and/or (ii) such amount of cash from the sale of Shares awarded to him after deduction or withholding of any tax, fees and other charges in connection with the sale of Shares, and the related income (if any) as awarded under the Award;
“Awarded Shares”	in respect of a Selected Participant, such number of Shares as awarded to him by the Board;
“Board”	the board of Directors, and in relation to the Scheme Rules, if the context so permits, it shall include such committee or sub-committee or person(s) as from time to time delegated with the power and authority by the board of Directors to administer the 2022 Share Award Scheme and/or to deal with the trust/trustee in any manner as authorised by the board of Directors;
“Company”	C-MER Eye Care Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange;
“Contributed Amount”	cash paid or made available to the Trust by way of settlement or otherwise contributed by the Company, any subsidiary, any significant shareholder, and/or any party designated by the Company as permitted under the 2022 Share Award Scheme to the Trust as determined by the Board from time to time;
“Director(s)”	the director(s) of the Company;
“Eligible Participant”	any individual being an Employee Participant, a Related Entity Participant or a Service Provider at any time during the trust period;

“Employee Participant”	directors and employees of the Company or its Subsidiaries (including persons who are granted shares or options under the scheme as an inducement to enter into employment contracts with these companies), but shall include (for the avoidance of doubt), both full time and part time employees;
“Group”	the Company and its Subsidiaries from time to time, and “member of the Group” means any or a specific one of them;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Purchase Price”	the consideration, if any, as determined at the sole and absolute discretion of the Board taking into consideration matters that may include the Selected Participant’s position, experience, years of service, performance and contribution to the Group and the market price of the Shares, payable by a Selected Participant to the Company for acceptance of an Award. For the avoidance of doubt, “nil” is an acceptable Purchase Price for the purpose of the Scheme Rules;
“Related Entity Participant”	directors and employees of the holding companies, fellow Subsidiaries or associated companies of the Company;
“Scheme Rules”	the rules of the 2022 Share Award Scheme, as may be amended from time to time;
“Selected Participant”	Eligible Participant(s) selected by the Board pursuant to the Scheme Rules for participation in the 2022 Share Award Scheme;
“Service Provider”	persons who provide services to the Company and/or its Subsidiaries on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long-term growth of the Company and/or its associated companies, and would include (for the avoidance of doubt) doctors and dentists in Hong Kong who have entered into partnership agreements with the Group. For the avoidance of doubt, Service Provider may not include placing agents or financial advisers providing advisory services for fundraising, mergers or acquisitions, as well as professional service providers such as auditors or valuers who provide assurance, or are required to perform their services with impartiality and objectivity;

“Share(s)”	ordinary shares of HK\$0.1 each in the capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification, reduction or reconstruction of the share capital of the Company from time to time);
“Shareholder(s)”	the shareholder(s) of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subsidiary”	has the meaning given to it by the Listing Rules;
“Trust”	the trust constituted by the Trust Deed;
“Trust Deed”	the trust deed entered into between the Company as settlor and the Trustee as trustee of the Trust on 7 November 2022 (as may be restated, supplemented and amended from time to time); and
“Trustee”	Futu Trustee Limited, the trustee which has been appointed by the Company to manage the 2022 Share Award Scheme.

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

Hong Kong, 28 June 2023

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 Chun Shan and three independent non-executive Directors, namely, Dr. Rex AU YEUNG Pak-kuen, Mr. MA Andrew Chiu Cheung and Mr. IP Shu Kwan Stephen.