
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in EuroEyes International Eye Clinic Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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The logo for EuroEyes, featuring the word "EuroEyes" in a white, sans-serif font centered within a dark grey rectangular background.

EuroEyes International Eye Clinic Limited **德視佳國際眼科有限公司**

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1846)

PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES, AND RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of EuroEyes International Eye Clinic Limited to be held at Victoria Room I, 3/F Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Wednesday, 10 June 2020 at 4:00 p.m. is set out on pages 17 to 20 of this circular. A form of proxy for use at the annual general meeting is also enclosed with this circular. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.euroeyes.hk>).

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting (i.e. not later than 4:00 p.m. on Monday, 8 June 2020) or any adjournment thereof (as the case may be). **Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.**

References to time and dates in this circular are to Hong Kong time and dates.

In the event of any inconsistency, the English version of this circular shall prevail over the Chinese version.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of Shareholders and to prevent the spreading of the coronavirus disease 2019 ("COVID-19"), the following precautionary measures will be implemented at the annual general meeting:

- (1) **Compulsory temperature screening/checks;**
- (2) **Wearing of surgical face mask; and**
- (3) **No provision of refreshments or drinks.**

Attendees who do not comply with the precautionary measures (1) and (2) above may be denied entry to the annual general meeting venue, at the absolute discretion of the Company as permitted by the laws of Hong Kong.

For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the annual general meeting by appointing the chairman of the annual general meeting as their proxy and to return their proxy forms by the time specified above, instead of attending the annual general meeting in person.

12 May 2020

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM” or “Annual General Meeting”	annual general meeting of the Company to be convened and held at Victoria Room I, 3/F Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Wednesday, 10 June 2020 at 4:00 p.m. or any adjournment thereof, the notice of which is set out on pages 17 to 20 of this circular
“Articles”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time, and “Article” shall mean an article of the articles of association of the Company
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	EuroEyes International Eye Clinic Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“CPA”	Certified Public Accountants
“Director(s)”	the director(s) of the Company
“EUR”	Euro, the lawful currency of the member states of the European Union
“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
“IFRS”	International Financial Reporting Standards

DEFINITIONS

“Issuance Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate
“Latest Practicable Date”	6 May 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Date”	15 October 2019, being the date of listing of the Shares on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company, as amended, supplemented or otherwise modified from time to time
“Nomination Committee”	the nomination committee of the Board
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of Shares of up to 10% of the total number of Shares in issue as at the date of passing of the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in ordinary resolution no. 5 of the notice of the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of US\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“subsidiaries”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance) of the Company
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

LETTER FROM THE BOARD

EuroEyes

EuroEyes International Eye Clinic Limited

德視佳國際眼科有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1846)

Executive Directors:

Dr. Jørn Slot Jørgensen (*Chairman*)
Dr. Markus Braun
Dr. Ralf-Christian Lerche
Prof. Dr. Thomas Friedrich Wilhelm Neuhann
Mr. Jannik Jonas Slot Jørgensen

Registered Address:

4/F, Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

Non-executive Director:

Mr. Marcus Huascar Bracklo

Corporate Headquarters:

Valentinskamp 90
20355 Hamburg
Germany

Independent Non-executive Directors:

Mr. Hans Helmuth Hennig
Mr. Zhengzheng Hu
Mr. Philip Duncan Wright

*Principal Place of Business
in Hong Kong:*

Suite 3711, Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

12 May 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES,
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM in respect of, among other matters, (i) the granting to the Directors of the Issuance Mandate and the Repurchase Mandate and (ii) the re-election of the retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

On 23 September 2019, an ordinary resolution was passed by the then Shareholders to give a general mandate to the Directors to exercise the powers of the Company to issue Shares. Such mandate will lapse at the conclusion of the AGM. The Directors propose to seek your approval of the Issuance Mandate to be proposed at the AGM.

As at the Latest Practicable Date, the total number of Shares in issue was 329,234,000 Shares. Subject to the passing of the ordinary resolution approving the Issuance Mandate and on the basis that no further Shares are issued prior to the AGM, the Company will be allowed under the resolution approving the Issuance Mandate to issue a maximum of 65,846,800 Shares, representing not more than 20% of the total number of Shares in issue as at the Latest Practicable Date. The Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolution no. 4 of the notice of the AGM. The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the total number of Shares permitted to be allotted and issued under the Issuance Mandate by those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

Details of the Issuance Mandate and the extension of the Issuance Mandate are set out in ordinary resolutions as referred to in resolutions no. 4 and no. 6, respectively of the notice of the AGM.

GENERAL MANDATE TO REPURCHASE SHARES

On 23 September 2019, an ordinary resolution was passed by the then Shareholders to give a general mandate to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. The Directors propose to seek the approval of the Shareholders for the Repurchase Resolution to be proposed at the AGM.

As at the Latest Practicable Date, the total number of Shares in issue was 329,234,000 Shares. Assuming that there is no change in the issued share capital between the period from the Latest Practicable Date and the date of the AGM, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate as at the date of the AGM will be 32,923,400 Shares, representing 10% of the total number of Shares in issue as at the Latest Practicable Date. The Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company to be held after the AGM or any earlier date as referred to in the Repurchase Resolution.

LETTER FROM THE BOARD

An explanatory statement as required under the Listing Rules to provide the requisite information of the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

RE-ELECTION OF RETIRING DIRECTORS

As at the date of this circular, the Board comprises nine Directors, namely Dr. Jørn Slot Jørgensen, Dr. Markus Braun, Dr. Ralf-Christian Lerche, Prof. Dr. Thomas Friedrich Wilhelm Neuhann, Mr. Jannik Jonas Slot Jørgensen, Mr. Marcus Huascar Bracklo, Mr. Hans Helmuth Hennig, Mr. Zhengzheng Hu and Mr. Philip Duncan Wright.

Pursuant to Article 109(a) of the Articles, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Accordingly, Dr. Jørn Slot Jørgensen (“**Dr. Jørgensen**”), Dr. Markus Braun (“**Dr. Braun**”) and, Mr. Zhengzheng Hu (“**Mr. Hu**”) shall retire by rotation at the AGM and, being eligible, offer themselves for re-election.

Recommendations to the Board for the proposal for re-election of the aforesaid Directors were made by the Nomination Committee, after evaluating their performance and considering a range of diversity perspectives including but not limited to skills, regional and industrial experience, background, race, gender and other qualities as set out in the “*Board Diversity Policy*” of the Company.

Pursuant to the code provision set out in paragraph A.4.3 of Appendix 14 to the Listing Rules, (i) the Board has assessed and reviewed the annual confirmation of independence based on the criteria set out in Rule 3.13 of the Listing Rules and affirmed that Mr. Hu remains independent; (ii) the Nomination Committee has assessed and is satisfied of the independence of Mr. Hu; and (iii) the Board considers that Mr. Hu shall remain independent of management and free of any relationship which could materially interfere with the exercise of his independent judgment.

In view of the aforesaid factors and the experience, knowledge and commitment of the relevant individuals, the Board would recommend the abovementioned Directors, namely, Dr. Jørgensen, Dr. Braun and Mr. Hu for re-election at the AGM.

Details of Dr. Jørgensen, Dr. Braun and Mr. Hu are set out in Appendix II to this circular.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Victoria Room I, 3/F Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Wednesday, 10 June 2020 at 4:00 p.m. is set out on pages 17 to 20 of this circular. At the AGM, ordinary resolutions will be proposed to approve, among other matters, the Issuance Mandate, the Repurchase Mandate, the extension of the Issuance Mandate by the addition thereto the number of Shares repurchased pursuant to the Repurchase Mandate and the re-election of the retiring Directors.

ACTION TO BE TAKEN

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.euroeyes.hk>). Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

VOTING BY WAY OF POLL

Pursuant to the Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors believe that the granting to the Directors of the Issuance Mandate, Repurchase Mandate, the extension of the Issuance Mandate and the re-election of the retiring Directors are each in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of such resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 5 June 2020 to Wednesday, 10 June 2020 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for entitlement to attend and vote at the Annual General Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Thursday, 4 June 2020.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

GENERAL

Your attention is drawn to the information set out in the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board
EuroEyes International Eye Clinic Limited
Dr. Jørn Slot Jørgensen
Chairman and Executive Director

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares of up to a maximum of 10% of the total number of Shares in issue as at the date of passing the Repurchase Resolution.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 329,234,000 Shares. Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 32,923,400 Shares representing not more than 10% of the total number of Shares in issue as at the Latest Practicable Date.

2. REASONS FOR THE REPURCHASE

Although the Directors have no present intention of repurchasing any Shares, the Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING AND IMPACT OF REPURCHASE

In repurchasing Shares, the Company may only apply funds which are legally available under the applicable laws and regulations of the Cayman Islands, the Articles and the Listing Rules for such purpose.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the Company's annual report for the year ended 31 December 2019 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange since the Listing Date up to and including the Latest Practicable Date were as follows:

Month	Share Prices	
	Highest (HK\$)	Lowest (HK\$)
2019		
October (since the Listing Date)	15.18	9.08
November	10.80	8.90
December	9.35	8.35
2020		
January	9.42	7.65
February	9.38	7.68
March	8.33	3.65
April	6.20	3.87
May (up to the Latest Practicable Date)	5.45	5.10

5. EFFECTS OF THE TAKEOVERS CODE

Repurchase of Shares may result in an increase in the proportionate interests of a Shareholder in the voting rights of the Company and such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

As at the Latest Practicable Date, so far as is known to any Director or chief executive of the Company, the following parties had an interest in the Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept under Section 336 of the SFO:

Name	Beneficial interests	Number of shares		Total	Approximate percentage of the issued share capital of the Company as at the Latest Practicable Date	Approximate percentage of the issued share capital of the Company if the Repurchase Mandate is exercised in full
		Spousal interests	Corporate interests			
Dr Jørgensen	169,662,000	120,500	-	169,782,500	51.57%	57.30%
Dr Susanne Jørgensen	120,500	169,662,000	-	169,782,500	51.57%	57.30%
Ling Rui International Trading Company Limited	22,891,000			22,891,000	6.95%	7.73%
CHINAEYES Limited			22,891,000	22,891,000	6.95%	7.73%
TOPGOOD Inc.			22,891,000	22,891,000	6.95%	7.73%
AIRUIKANG Holdings Limited			22,891,000	22,891,000	6.95%	7.73%
Mr Xu Xuyang			22,891,000	22,891,000	6.95%	7.73%

In the event that the Directors shall exercise in full the Repurchase Mandate, the total interests of the above Shareholders would be increased to approximately the percentages shown in the last column of the above table and such increase will not give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code and will not reduce the number of Shares held by the public to be less than 25% of the total issued Shares.

6. SHARE REPURCHASES MADE BY THE COMPANY

No repurchases of Shares had been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

7. DIRECTOR'S UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Memorandum and Articles, the laws of Hong Kong and the applicable laws of the Cayman Islands.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders.

8. CORE CONNECTED PERSON

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

The following set out the details of the retiring Directors and, being eligible, will offer themselves for re-election at the AGM pursuant to Article 109(a) of the Articles.

Executive Directors

Dr. Jørn Slot Jørgensen, aged 65, is the chief executive officer of the Company. He was appointed a Director on 13 August 2018 and subsequently re-designated as an executive Director, and appointed as chairman of the Board on 25 March 2019. He is also the chairman of the Nomination Committee and also a member of the Remuneration Committee. He founded the Group and is mainly responsible for formulating the overall development strategies and business plans and overseeing the management and strategic development of the Group. Dr. Jørgensen is also a director of certain subsidiaries of the Group.

Dr. Jørgensen has over 30 years of experience of practice as an ophthalmologist. Prior to founding the Group, he practiced medicine in clinics and hospitals (both private and public) between 1987 and 1991.

The table below sets out Dr. Jørgensen's major engagements in various professional associations and organisations:

<u>Membership/Position</u>	<u>Associations/Organisations</u>	<u>Period</u>
Member	American Society of Cataract and Refractive Surgery	Since December 2002
Member	European Society of Cataract and Refractive Surgeons	April 2010 – March 2016
Member	Professional Association of German Ophthalmologists* (BVA)	Since 1992
Member of the board, vice president and president	Association of Specialty Clinics for Eye Laser and Refractive Surgery* (VSDAR)	Since 2004

Dr. Jørgensen has received numerous awards and recognitions for his achievement, including (i) the “Hans-Sautter-Laureate” awarded by the Vereinigung Norddeutscher Augenärzte in 1987, and (ii) inclusion into the “Best Doctors List” under the category of “Experts for Refractive and Cataract Surgery” in “FOCUS”, a German magazine from 2012 to 2018.

* For identification purposes only

Dr. Jørgensen passed his medical examination at Odense University, Denmark in July 1974. He was a registrar at the University Medical Centre Hamburg-Eppendorf* in Germany from 1982 to 1986 and he had undertaken intensive training in refractive laser surgery at the Neumann Eye Institute in Deland, Florida in the United States in 1990.

Dr. Jørgensen is the father of Mr. Jannik Jonas Slot Jørgensen.

Dr. Jørgensen did not hold directorship in other listed public companies in the past three years or any position with the Company or other members of the Group.

Dr. Jørgensen's letter of appointment as a Director provides for a fixed term of two years and he is also subject to the rotational retirement and re-election requirements at annual general meeting pursuant to the Articles. He is currently entitled to a Director's fee of EUR3,400 per month under his letter of appointment. In addition, he is entitled to, in his capacity as a managing director of EuroEyes Deutschland Verwaltungs GmbH (the sole general partner of EuroEyes Deutschland Holding GmbH & Co. KG), a basic annual salary €259,200 under his service contract with EuroEyes Deutschland Holding GmbH & Co. KG. For the financial year ended 31 December 2019, his emoluments comprise a Director's fee and allowance of approximately EUR31,000 from the Company and other emoluments (including salary, bonus, allowances and other benefits) of approximately EUR234,000 from the Group.

Save as disclosed above, Dr. Jørgensen does not have any relationship with any Director, senior management of the Company, substantial Shareholder or controlling Shareholder. As at the Latest Practicable Date, Dr. Jørgensen was interested in 169,782,500 Shares within the meaning of Part XV of the SFO.

Dr. Jørgensen has not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and save as disclosed above, there are no other matters in relation to Dr. Jørgensen that need to be brought to the attention of the Shareholders.

The remuneration of Dr. Jørgensen as a Director is to be reviewed and determined by the Board with the authorisation granted by the Shareholders at the Annual General Meeting with reference to his duties and responsibilities with the Company, the prevailing market conditions and the Company's performance.

Dr. Markus Braun, aged 46, is the chief financial officer of the Company. He was appointed a Director on 14 December 2018 and subsequently re-designated as an executive Director on 25 March 2019. He joined the Group in October 2018 and is primarily responsible for supervising and overseeing the overall financial and accounting management of the Group. He was appointed a Director on 14 December 2018 and subsequently redesignated as an executive Director on 25 March 2019. He is also a director of certain subsidiaries of the Group.

* For identification purposes only

From April 2015 to October 2018, Dr. Braun was the vice president IFRS compliance of Schaeffler AG, a global automotive and industrial manufacturer, primarily responsible for its group wide accounting related matters as well as matters pertaining to the internal control system. Before that, he worked for Deutsche Telekom group, a German telecommunication company, in different finance-related functions from December 2003 until March 2015, first serving in the parent company, Deutsche Telekom AG, and subsequently in its wholly-owned subsidiary, Deutsche Telekom Accounting GmbH, which is the global accounting shared service centre for Deutsche Telekom group, where he was responsible for the accounting related processes from transactional accounting to consolidation from 2010 onwards. At Deutsche Telekom, Dr Braun served as the senior vice president service management from June 2010 to April 2014 where he was responsible for managing main support functions for example business controls, project management or compliance management. Thereafter, he assumed the position of senior vice president business development from May 2014 to March 2015 whereby he was responsible for the business development of the subsidiary.

Dr. Braun obtained his diploma in Business Administration in October 1998 and his Doctorate of Economics in June 2005 from the University Of Passau, Germany. Dr. Braun completed the CPA exam at the University of Illinois, United States and has been a certified public accountant of the State of Illinois, United States since November 2000.

Dr. Braun did not hold any directorship in other listed public companies in the last three years.

Dr. Braun's letter of appointment as a Director provides for a fixed term of two years and he is also subject to the rotational retirement and re-election requirements at annual general meeting pursuant to the Articles. He is currently entitled to a Director's fee of EUR3,400 per month under his letter of appointment. In addition, he is entitled to a salary of EUR11,600 per month for acting as the chief financial officer of the Company. For the financial year ended 31 December 2019, his emoluments comprise a Director's fee and allowance of approximately EUR31,000 from the Company and other emoluments (including salary, bonus, allowances and other benefits) of approximately EUR158,000 from the Group.

Dr. Braun does not have any relationship with any Director, senior management of the Company, substantial Shareholder or controlling Shareholder. As at the Latest Practicable Date, Dr. Braun was interested in 238,000 Shares within the meaning of Part XV of the SFO.

Dr. Braun has not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and save as disclosed above, there are no other matters in relation to Dr. Braun that need to be brought to the attention of the Shareholders.

The remuneration of Dr. Braun as a Director is to be reviewed and determined by the Board with the authorisation granted by the Shareholders at the Annual General Meeting with reference to his duties and responsibilities with the Company, the prevailing market conditions and the Company's performance.

Independent non-executive Director

Mr. Zhengzheng Hu (胡錚錚), aged 40, was appointed as an independent non-executive Director of the Company on 25 March 2019 and is a member of the Nomination Committee and the Remuneration Committee. He is mainly responsible for supervising and providing independent advice to the Board.

Mr. Hu has over 10 years of experience as a legal practitioner in the People's Republic of China. He started his legal career in December 2004 at the Beijing Office of Jingtian & Gongcheng, where he advised on corporate law matters. Mr. Hu subsequently worked at JunHe Law Office in Beijing from July 2007 to September 2010, and rejoined the Beijing office of Jingtian & Gongcheng in October 2010 and has been a partner there since April 2011.

Mr. Hu obtained his Bachelor of Laws degree from Nanjing University (南京大學) in the People's Republic of China in June 2002. He subsequently obtained his Master of Laws degree in International Commercial Law with Distinction from the University of Leicester in the United Kingdom in January 2005. He qualified as a lawyer in the People's Republic of China in February 2007.

Mr. Hu did not hold any directorship in other listed public companies in the last three years.

Mr. Hu's letter of appointment as a Director provides for a fixed term of two years and he is also subject to the rotational retirement and re-election requirements at annual general meeting pursuant to the Articles. He is entitled to a Director's fee of EUR3,400 per month under his letter of appointment. For the financial year ended 31 December 2019, his emoluments comprise a Director's fee and allowance of approximately EUR32,000 from the Company.

Mr. Hu does not have any relationship with any Director, senior management of the Company, substantial Shareholder or controlling Shareholder. As at the Latest Practicable Date, Mr. Hu did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Hu has not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and save as disclosed above, there are no other matters in relation to Mr. Hu that need to be brought to the attention of the Shareholders.

The remuneration of Mr. Hu as a Director is to be reviewed and determined by the Board with the authorisation granted by the Shareholders at the Annual General Meeting with reference to his duties and responsibilities with the Company, the prevailing market conditions and the Company's performance.

NOTICE OF ANNUAL GENERAL MEETING

The logo for EuroEyes, featuring the word "EuroEyes" in a white, sans-serif font centered within a dark grey rectangular background.

EuroEyes International Eye Clinic Limited

德視佳國際眼科有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1846)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of EuroEyes International Eye Clinic Limited will be held at Victoria Room I, 3/F Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Wednesday, 10 June 2020 at 4:00 p.m., for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries, and the Reports of the Directors and the Independent Auditor for the financial year ended 31 December 2019.
2.
 - (i) To re-elect Dr. Jørn Slot Jørgensen as Director.
 - (ii) To re-elect Dr. Markus Braun as Director.
 - (iii) To re-elect Mr. Zhengzheng Hu as Director.
 - (iv) To authorize the Board of Directors to fix the Directors' remuneration as a Director.
3. To re-appoint PricewaterhouseCoopers as Auditor and to authorize the Board of Directors to fix the Auditor's remuneration.
4. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) a general mandate be and is hereby unconditionally given to the Directors during the Relevant Period (as hereinafter defined) to issue, allot and dispose of such number of additional shares of the Company not exceeding 20% of the total number of shares of the Company in issue at the date of the passing of this ordinary resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this ordinary

NOTICE OF ANNUAL GENERAL MEETING

resolution), such mandate to include the granting of offers, options, warrants or rights to subscribe for, or to convert any securities (including bonds and convertible debentures) into, shares of the Company which might be exercisable or convertible during or after the Relevant Period; and

- (b) for the purposes of this ordinary resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or applicable laws to be held; or
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”
5. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the maximum number of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of shares of the Company in issue at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this ordinary resolution), and the said approval shall be limited accordingly; and
- (c) for the purposes of this ordinary resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or applicable laws to be held; or
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the ordinary resolutions no. 4 and 5 set out in this notice, the general mandate granted to the Directors to issue, allot and dispose of such number of additional shares of the Company pursuant to ordinary resolution no. 4 set out in this notice be and is hereby extended by the addition thereto of such number of shares of the Company repurchased or agreed to be repurchased by the Company under the authority granted pursuant to ordinary resolution no. 5 set out in this notice, provided that such number of shares of the Company shall not exceed 10% of the total number of shares of the Company in issue at the date of the passing of this ordinary resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the date of the passing of this ordinary resolution).”

By Order of the Board
EuroEyes International Eye Clinic Limited
Dr. Jørn Slot Jørgensen
Chairman and Executive Director

Hong Kong, 12 May 2020

Notes:

1. Any member of the Company entitled to attend and vote at the Annual General Meeting shall be entitled to appoint person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Annual General Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's share registrar in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.
5. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in a case where the meeting was originally held within 12 months from such date.
6. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

7. An explanatory statement as required by the Listing Rules in connection with the repurchase mandate under resolution No. 5 above is enclosed in the circular of the Company dated 12 May 2020.
8. The register of members of the Company will be closed from Friday, 5 June 2020 to Wednesday, 10 June 2020 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for entitlement to attend and vote at the Annual General Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Thursday, 4 June 2020.
9. A proxy form of the Annual General Meeting is enclosed in the circular of the Company dated 12 May 2020.
10. Arrangements for COVID-19: To safeguard the health and safety of Shareholders and to prevent the spreading of COVID-19, the following precautionary measures will be implemented at the Annual General Meeting:
 - (1) Compulsory temperature screening/checks;
 - (2) Wearing of surgical face mask; and
 - (3) No provision of refreshments or drinks.

Attendees who do not comply with the precautionary measures referred to in (1) and (2) above may be denied entry to the Annual General Meeting venue, at the absolute discretion of the Company as permitted by the laws of Hong Kong. For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the Annual General Meeting by appointing the chairman of the Annual General Meeting as their proxy and to return their proxy forms by the time specified above, instead of attending the Annual General Meeting in person.

11. In the event that a gale warning (tropical cyclone no. 8 or above) is hoisted, or "extreme conditions" caused by a super typhoon exists, or black rainstorm warning is in effect at any time between 9:00 a.m. and 10:30 a.m. on the day of the Annual General Meeting, the Annual General Meeting will be automatically postponed to a later date. In this event, the Company will, as soon as practicable, post an announcement on its website and on the website of the Stock Exchange to notify the Shareholders that the Annual General Meeting has been postponed (however, a failure to post such an announcement shall not affect the automatic postponement of the Annual General Meeting). The Shareholders may also call the Company at (852) 2111 3956 to enquire whether the Annual General Meeting has been cancelled. When the date, time and location of the rescheduled Annual General Meeting has been fixed, the Company will post a further announcement on its website and on the website of the Stock Exchange to notify the Shareholders of the date, time and location of the rescheduled Annual General Meeting. At least seven clear days' notice shall be given of the rescheduled Annual General Meeting. The Shareholders should in any event exercise due care and caution when deciding to attend the above Annual General Meeting in adverse weather conditions.

As at the date of this notice, the Board comprises Dr. Jørn Slot Jørgensen, Dr. Markus Braun, Dr. Ralf-Christian Lerche, Prof. Dr. Thomas Friedrich Wilhelm Neuhann, Mr. Jannik Jonas Slot Jørgensen as executive Directors; Mr. Marcus Huascar Bracklo as non-executive Director; Mr. Hans Helmuth Hennig, Mr. Zhengzheng Hu and Mr. Philip Duncan Wright as independent non-executive Directors.