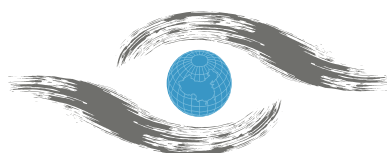


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C-MER 希瑪

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)

COMPLETION OF SUBSCRIPTION BY A STRATEGIC INVESTOR OF NEW SHARES UNDER GENERAL MANDATE

The Company is pleased to announce that all the conditions precedent of the Subscription have been fulfilled and completion of the Subscription took place on 8 December 2022.

A total of 30,056,000 Subscription Shares were allotted and issued to the Subscriber at the Subscription Price of HK\$3.87 per Subscription Share under the General Mandate. The net subscription price (after deducting related fees and expenses borne or incurred by the Company) is HK\$3.86. To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the Strategic Investor, the Subscriber, its investment manager and their respective ultimate beneficial owners are independent of and not connected with the Company and its connected persons. The Subscriber has not become a substantial shareholder (as defined in the Listing Rules) of the Company after Completion. The Subscription Shares represent approximately 2.37% of the total issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares.

Reference is made to the announcement of C-MER Eye Care Holdings Limited (the “**Company**”) dated 2 December 2022 (the “**Announcement**”) in relation to, among other things, the Subscription. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE SUBSCRIPTION

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The Company received total net proceeds from the Subscription, after deducting related fees and expenses borne or incurred by the Company, of approximately HK\$116.1 million and intends to use the net proceeds from the Subscription for (i) the expansion of the ophthalmic service network in the Greater Bay Area of the PRC; (ii) the funding of merger and acquisition as and when suitable opportunities arise; and (iii) as general working capital for the Group.

EFFECT ON THE SHAREHOLDING STRUCTURE

The shareholding structures of the Company before and after Completion are as follows:

	Immediately before completion of the Subscription		Immediately after completion of the Subscription	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Non-public Shareholders				
C-MER Group Limited (Note 1)	680,194,553	55.02	680,194,553	53.71
Dr. Lam Shun Chiu Dennis (Note 2)	8,920,000	0.72	8,920,000	0.70
Dr. Lee Yau Wing Vincent	13,203,000	1.07	13,203,000	1.04
Dr. Rex Auyeung Pak-kuen (Note 3)	300,000	0.02	300,000	0.02
LI Chun Shan (Note 4)	1,036,000	0.08	1,036,000	0.08
CHAN Chi Leong (Note 3)	3,008,000	0.24	3,008,000	0.24
Sub-total	<u>706,661,553</u>	<u>57.15</u>	<u>706,661,553</u>	<u>55.79</u>
Shares held by trustee under the Share Award Scheme				
	4,668,000	0.38	4,668,000	0.37
Public Shareholders				
Other public Shareholders	525,173,317	42.47	525,173,317	41.47
Subscriber	<u>–</u>	<u>–</u>	<u>30,056,000</u>	<u>2.37</u>
Sub-total	<u>525,173,317</u>	<u>42.47</u>	<u>555,229,317</u>	<u>43.84</u>
Total	<u><u>1,236,502,870</u></u>	<u><u>100.00</u></u>	<u><u>1,266,558,870</u></u>	<u><u>100.00</u></u>

Notes:

1. C-MER Group Limited is beneficially wholly-owned by Dr. Lam Shun Chiu Dennis as to 70% and Ms. Li Xiaoting as to 30%. By virtue of the Securities and Futures Ordinance, Dr. Lam Shun Chiu Dennis is deemed to be interested in the same number of Shares which C-MER Group Limited is interested in.
2. Interest held in the capacity of beneficial owner, without taking into account the deemed interest in which C-MER Group Limited is interested in.
3. Representing interest held by spouse.

4. Inclusive of interest held by spouse.
5. The percentage figures included in the shareholding structures have been subject to rounding adjustment.

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

Hong Kong, 8 December 2022

As of the date of this announcement, the Board comprises four executive Directors, namely Dr. LAM Shun Chiu Dennis JP, Ms. LI Xiaoting, Dr. LEE Yau Wing Vincent and Mr. LI Chunshan, and six independent non-executive Directors, namely, Dr. Rex AU YEUNG Pakkuen GBS JP, Dr. LI Kwok Tung Donald SBS OSiJ JP, Mr. MA Andrew Chiu Cheung, Mr. CHAN Chi Leong, Ms. BENTLEY Annie Liang, and Mr. IP Shu Kwan Stephen GBS JP.