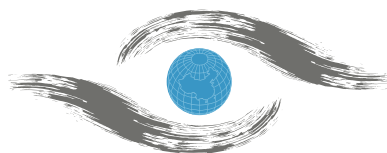


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**C-MER 希瑪**

**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)**

**INSIDE INFORMATION  
POSSIBLE DISCLOSEABLE TRANSACTION  
INVOLVING THE PROPOSED ACQUISITION OF LAND**

This announcement is made by the Group pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance.

The Land has been put up for sale under the Auction held by Pingshan Land Bureau at the online platform provided by Shenzhen Land & Real Estate Exchange Center. The Board would like to notify the Shareholders that, on 20 December 2019 (after trading hours), Shenzhen C-MER, an indirect wholly-owned subsidiary of the Company, has submitted an application for the Tender in the Auction for the Proposed Acquisition. In submitting the application for the Tender, Shenzhen C-MER agreed to sign the Confirmation Letter and execute the Land Use Rights Transfer Agreement if the Tender is accepted.

Shenzhen C-MER intends to submit the Tender with a bidding offer. If the Tender is accepted, Shenzhen C-MER would receive a Confirmation Letter from the Shenzhen Land & Real Estate Exchange Center and would enter into a Land Use Rights Transfer Agreement for the Proposed Acquisition. A Deposit of RMB41,800,000 (equivalent to HK\$46,531,760), which Shenzhen C-MER has paid to Shenzhen Land & Real Estate Exchange Center in the Auction for the Proposed Acquisition on 20 December 2019, would then be utilised to settle part of the purchase price for the acquisition of the Land. If the Tender is not accepted, the Deposit would be refunded to Shenzhen C-MER without interest.

The Directors expect that the full amount of the purchase price would be settled within five business days from the date of the Land Use Rights Transfer Agreement. The Board expects that, if the Tender is accepted, the acquisition of the Land by Shenzhen C-MER would constitute a discloseable transaction (as defined under the Listing Rules) for the Company. A further announcement will be made by the Company in full compliance with the Listing Rules if the Tender is accepted and the Confirmation Letter is signed by Shenzhen C-MER.

The Group intends to use the Land for the establishment of a new eye hospital in Pingshan, Shenzhen and as the headquarters of the Group in Guangdong-Hong Kong-Macau Greater Bay Area. If the Tender is accepted, Shenzhen C-MER would settle the purchase price using the Group's internal financial resources and the net proceeds from the Global Offering which were allocated for the purpose of establishing new eye hospitals in the PRC pursuant to the Prospectus.

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

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

“Auction”	the public auction held by Pingshan Land Bureau at the online platform provided 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) from the Shenzhen Land & Real Estate Exchange Center confirming the acceptance of the Tender;
“Deposit”	the RMB41,800,000 (equivalent to HK\$46,531,760) paid by Shenzhen C-MER as deposit in the Auction for the Proposed Acquisition;
“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 square meters with a total planned gross floor area of 20,000 square meters;
“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 if the Tender is accepted;
“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;
“Proposed Acquisition”	the proposed acquisition of land use rights of the Land in the Auction by Shenzhen C-MER;
“Prospectus”	the prospectus dated 29 December 2017 issued by the Company for the Global Offering;
“RMB”	Renminbi, the lawful currency of the PRC;
“Securities and Futures Ordinance”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“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);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Tender”	the tender to be submitted in the Auction by Shenzhen C-MER for the Proposed Acquisition.

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, 20 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.*

*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.*