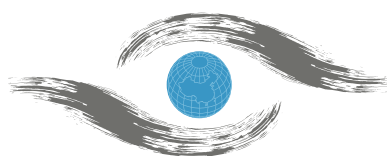


Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities.



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)

**FURTHER INFORMATION ON AVALON GLOBAL AND
THE CLOSING OF SUBSCRIPTION OF
SHARES IN AVALON GLOBAL INVOLVING THE ISSUE OF
CONSIDERATION SHARES UNDER THE GENERAL MANDATE**

Reference is made to the announcement of C-MER Eye Care Holdings Limited (the “**Company**”) dated 20 January 2020 in relation to, among other things, the share transaction involving the subscription of the Subscription Shares in Avalon Global involving the issuance of Consideration Shares under the General Mandate (the “**Announcement**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.

CLOSING OF THE SUBSCRIPTION AND THE ISSUE OF THE CONSIDERATION SHARES

The Board is pleased to announce that all Conditions Precedent that are set out in the Subscription Agreement have been fulfilled, and Closing took place on 31 January 2020 whereby (i) C-MER Investment has subscribed for, and Avalon Global has allotted and issued to C-MER Investment the Subscription Shares, representing approximately 5% of the issued share capital of Avalon Global as enlarged by the allotment and issue of the Subscription Shares, (ii) 3,864,314 new Shares have been allotted and issued by the Company under the General Mandate to Avalon BioMedical (Management) Limited, being the nominee and an indirect wholly-owned subsidiary of Avalon Global at the Consideration Share Price of HK\$5.03 per Consideration Share in accordance with the terms and conditions of the Subscription Agreement, and (iii) C-MER Investment has entered into the Shareholders’ Agreement.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The effects of the allotment and issuance of the Consideration Shares on the shareholding structure of the Company (the relevant percentage figures being rounded to two decimal places) immediately before and after the issuance of the Consideration Shares are set out as below:

Shareholder	Immediately before the issuance of the Consideration Shares		Immediately after the issuance of the Consideration Shares	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
C-MER Group Limited	722,696,756	68.74%	722,696,756	68.49%
Dr. Lee Yau Wing Vincent	8,635,333	0.82%	8,635,333	0.82%
Dr. Lau Johnson Yiu-Nam	8,030,865	0.76%	8,030,865	0.76%
Avalon BioMedical (Management) Limited	–	–	3,864,314	0.37%
Other public Shareholders	<u>311,937,040</u>	<u>29.68%</u>	<u>311,937,040</u>	<u>29.56%</u>
Total	<u>1,051,299,994</u>	<u>100%</u>	<u>1,055,164,308</u>	<u>100%</u>

FURTHER INFORMATION ON AVALON GLOBAL

The Board wishes to supplement the Announcement that, immediately prior to the Closing, the largest ultimate beneficial shareholder of Avalon Global is FOK Manson, an independent third party indirectly holding approximately 35.99% of the issued share capital of Avalon Global, and Dr. LAU Johnson Yiu-Nam, a former independent non-executive director of the Company, indirectly holding approximately 29.63% of Avalon Global. Both of them are founders of Avalon Global.

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, 31 January 2020

As at 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.