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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 INDEPENDENT NON-EXECUTIVE DIRECTORS

The board of directors (the “**Board**”) of C-MER Eye Care Holdings Limited (the “**Company**”) is pleased to announce that Mr. Rex Auyeung Pak-kuen (“**Mr. Auyeung**”) and Mr. Ip Shu Kwan Stephen (“**Mr. Ip**”) have been appointed as independent non-executive directors of the Company with effect from 6 November 2020.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Auyeung, aged 68, is the chairman and non-executive director of MTR Corporation Limited (stock code: 0066), an independent non-executive director of China Construction Bank (Asia) Corporation Limited and an advisor to Nippon Life Asia Pacific (Regional HQ) Pte. Ltd (a company incorporated in Singapore). Mr. Auyeung has over 40 years of experience in the insurance industry in Canada and Hong Kong. Mr. Auyeung was Chairman – Asia of the Principal Financial Group Inc. (“**PFG**”), a Fortune 500 company, responsible for PFG’s overall businesses in Asia. During his time with PFG, Mr. Auyeung represented PFG and its member companies across Asia in building and expanding PFG’s relationship with clients, joint venture partners and strategic investors, and assisting in business development across all products lines of PFG. Mr. Auyeung also actively serves the public sector and is currently an observer of the Independent Police Complaints Council Observers Scheme, and a member of the Board of Directors of the Investor and Financial Education Council under the Securities and Futures Commission. In addition, he is a board member of Bo Charity Foundation (Food Angel) and a convenor of the Advisory Committee of the Jockey Club Community eHealth Care Project. Mr. Auyeung was previously the chairman of Hong Kong Strategy for Financial Literacy Sub-committee on Stakeholder Coordination and Collaboration and a member of the Independent Review Committee on Hong Kong’s Franchised Bus Service. Mr. Auyeung holds a Bachelor of Environmental Studies (Urban and Regional Planning) Honours Degree from the University of Waterloo, Canada. He was awarded an Honorary Fellowship by the City University of Hong Kong in 2013 and was appointed a Justice of the Peace in 2018.

As at the date of this announcement, the spouse of Mr. Auyeung (“**Mrs. Auyeung**”) beneficially owns 300,000 shares of the Company, representing approximately 0.03% of the issued share capital of the Company, therefore Mr. Auyeung is deemed to be interested in all the shares of the Company in which Mrs. Auyeung is interested within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (“**SFO**”).

Mr. Ip Shu Kwan Stephen, aged 69, graduated from the University of Hong Kong with a degree in social sciences in 1973 and completed the Program for Management Development of the Harvard Business School in 1986. Mr. Ip joined the Hong Kong Government in November 1973 and was promoted to the rank of Director of Bureau in April 1997. He worked in the Hong Kong Government as a Principal Official from July 1997 to June 2007. Senior positions held by Mr. Ip in the past include Commissioner of Insurance, Commissioner for Labour, Secretary for Economic Services and Secretary for Financial Services. Mr. Ip took up the position of Secretary for Economic Development and Labour in July 2002. His portfolio in respect of economic development covered air and sea transport, logistics development, tourism, energy, postal services, meteorological services, competition and consumer protection. He was also responsible for labour policies including matters relating to employment services, labour relations and employees rights.

In his capacity as Secretary for Economic Development and Labour, Mr. Ip was a member of the Hong Kong Airport Authority Board, the Mandatory Provident Fund Authority Board, the Hong Kong International Theme Parks Company Board as well as the Chairman of the Logistics Development Council, Port Development Board, Maritime Industry Council and Aviation Development Advisory Committee. Mr. Ip retired from the Hong Kong Government in July 2007. Mr. Ip received the Gold Bauhinia Star award from the Hong Kong Government in 2001, and is an unofficial Justice of the Peace since 2007. Mr. Ip was an independent non-executive director of Synergis Holdings Limited (stock code: 2340) from September 2008 to December 2017. Mr. Ip has been appointed as an independent non-executive director of six listed companies on the main board of the Stock Exchange, namely, China Resources Cement Holdings Limited (stock code: 1313) since August 2018, Lai Sun Development Company Limited (stock code: 0488) since December 2009, Kingboard Laminates Holdings Limited (stock code: 1888) since May 2011, Luk Fook Holdings (International) Limited (stock code: 0590) since October 2011, Nameson Holdings Limited (stock code: 1982) since April 2018 and Million Cities Holdings Limited (stock code: 2892) since June 2018.

Mr. Ip has confirmed that he will be able to perform his duties and responsibilities as an independent non-executive director of the Company effectively and diligently and he has sufficient time to devote to the work of the Company, and he has maintained a high attendance rate on board and board committee meetings of listed companies on which he serves as an independent non-executive director. Mr. Ip currently does not hold any full-time position. Further, Mr. Ip’s role in the Company will be non-executive in nature and he will not be involved in the daily management of the business of the Company and its subsidiaries (together, the “**Group**”), thus his engagement as an independent non-executive director of the Company will not require his full-time participation.

Based on the foregoing, the Directors do not have reasons to believe that the various positions currently held by Mr. Ip will result in him not having sufficient time to act as an independent non-executive director of the Company or not properly discharging his fiduciary duties. The Board is of the view that Mr. Ip is capable for the roles as an independent non-executive director of the Company.

Each of Mr. Auyeung and Mr. Ip has entered into a letter of appointment with the Company for a term of 3 years commencing from 6 November 2020 and are both entitled to a monthly director's fee of HK\$20,000, which was determined by the Board with reference to their experience, duties and responsibilities in the Company as well as the current market conditions. Mr. Auyeung and Mr. Ip will hold office until the next following annual general meeting of the Company and shall then be eligible for re-election pursuant to the Amended and Restated Memorandum of Association and Articles of Association of the Company.

Mr. Auyeung and Mr. Ip have both confirmed that they meet the independence criteria as set out in Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

Unless otherwise disclosed above, as at the date of this announcement, each of Mr. Auyeung and Mr. Ip:

- (i) did not hold any directorship in any public companies in the last three years, the securities of which are listed in Hong Kong or overseas;
- (ii) does not hold other positions within the Company or any of its subsidiaries;
- (iii) has no other major appointments and professional qualifications;
- (iv) does not have any relationship with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and
- (v) does not have any interest in the listed securities of the Company within the meaning of Part XV of the SFO. There is no information relating to Mr. Auyeung and Mr. Ip that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and other than those stated above, there is no other matter that needs to be brought to the attention of the shareholders of the Company pursuant to Rule 13.51(2) of the Listing Rules in relation to Mr. Auyeung and Mr. Ip's appointment.

The Board would like to take this opportunity to express its warmest welcome to Mr. Auyeung and Mr. Ip on their appointment.

By order of the Board
C-MER Eye Care Holdings Limited
Dr. LAM Shun Chiu Dennis JP

Chairman and Chief Executive Officer and Executive Director

Hong Kong, 5 November 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.