

Unless the context requires otherwise, the capitalised terms used in this announcement shall have the same meanings as defined in the prospectus dated 29 December 2017 (the “**Prospectus**”) issued by C-MER Eye Care Holdings Limited (the “**Company**”).

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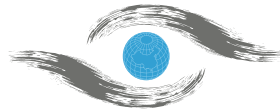
This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities or any Shares under the Global Offering. Potential investors should read the Prospectus for detailed information about the Company, the Hong Kong Public Offering and the International Offering before deciding whether or not to invest in the Shares thereby offered. Any investment decision in relation to the Offer Shares should be taken solely in reliance on the information provided in the Prospectus.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer to sell or solicitation to purchase or subscribe for securities in the United States or in any other jurisdictions. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”) or any state securities laws of the United States.

The securities may not be offered, sold, pledged or transferred within the United States, except that the Shares may be offered, sold or delivered outside the United States in offshore transactions in accordance with Regulation S. The Company has not intended and does not intend to make any public offer of securities in the United States.

In connection with the Global Offering, China Merchants Securities (HK) Co., Limited, as the Stabilising Manager, its affiliates or any person acting for it, may, to the extent permitted by the applicable laws of Hong Kong or elsewhere, over-allocate or effect any other transactions with a view to stabilising or maintaining the market price of the Offer Shares at a level higher than that which might otherwise prevail in the open market for a limited period after the Listing Date. Any market purchases of Shares will be effected in compliance with all applicable laws and regulatory requirements. However, there is no obligation on the Stabilising Manager, its affiliates or any person acting for it, to conduct any such stabilising activity, which if commenced, will be done at the absolute discretion of the Stabilising Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilising activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offer. After this date, no further stabilising action may be taken, and the demand for the Shares, as well as the trading price of the Shares, could fall. The number of Offer Shares that may be over-allocated in the International Offering will not exceed the number of Shares that may be issued under the Over-allotment Option, amounting to, 29,550,000 Offer Shares, which represents 15% of the initial number of the Offer Shares. Such stabilisation action, if commenced, may be effected on the Stock Exchange, where it is permissible to do so, in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong), as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilising action cannot be taken to maintain the price of the Shares for longer than the stabilisation period which begins on the Listing Date and is expected to expire on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering, being Wednesday, 7 February 2018. After this date, no further stabilising action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.



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)

GLOBAL OFFERING

Number of Offer Shares	:	197,000,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	:	19,700,000 Shares (including 1,970,000 Employee Reserved Shares) (subject to reallocation)
Number of International Offer Shares	:	177,300,000 Shares (subject to reallocation and the Over-allotment Option)
Offer Price	:	Not more than HK\$2.90 for each Offer Share, plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	:	HK\$0.1 per Share
Stock code	:	3309

Sole Sponsor, Sole Global Coordinator and Sole Bookrunner

CMS  招商證券國際

China Merchants Securities (HK) Co., Limited

Application has been made by the Company to the Listing Committee for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Global Offering (including any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option, the options granted under the Pre-IPO Share Option Scheme and any option that may be granted under the Post-IPO Share Option Scheme). Dealings in the Shares on the Main Board are expected to commence at 9:00 a.m. on Monday, 15 January 2018. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on its website at www.cmereye.com and the website of the Hong Kong Stock Exchange at www.hkexnews.hk.

The Global Offering comprises the Hong Kong Public Offering of initially 19,700,000 Shares (subject to reallocation), representing 10% of the initial number of Offer Shares, and the International Offering of 177,300,000 Shares (subject to reallocation and the Over-allotment Option), representing 90% of the initial number of Offer Shares. Of the 19,700,000 Hong Kong Offer Shares, up to 1,970,000 Employee Reserved Shares (representing 1.0% of the initial number of Offer Shares) are available for subscription by the Eligible Employees on a preferential basis under the Employee Preferential Offering. The allocation of Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to reallocation as described in the section headed “Structure and Conditions of the Global Offering” in the Prospectus.

The Company may grant to the Sole Global Coordinator the Over-allotment Option, which will be exercisable from the date of the International Underwriting Agreement until 30 days after the last day for the lodging of applications under the Hong Kong Public Offering, to require the Company to allot and issue up to 29,550,000 additional Shares, representing 15% of the initial number of Offer Shares, at the same price for each Offer Share under the International Offering, to cover, among other things, over-allocations in the International Offering, if any.

Subject to the granting of the approval for the listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or on any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$2.90 and is currently expected to be not less than HK\$2.35, unless otherwise announced. Applicants for the Hong Kong Offer Shares (including the Employee Reserved Shares) are required to pay, on application, the Offer Price of HK\$2.90 per Offer Share together with brokerage fee of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$2.90.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the Application Forms and the designated website (www.eipo.com.hk) in relation to the **White Form eIPO**. Applicants who would like to have the allotted Hong Kong Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Forms or (ii) submit applications online through the designated website of the **White Form eIPO** Service Provider, Computershare Hong Kong Investor Services Limited, at www.eipo.com.hk under the **White Form eIPO** service. Applicants who would like to have the allotted Hong Kong Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms or (ii) give **electronic application instructions** to HKSCC via CCASS. Eligible Employees who wish to have the Employee Reserved Shares allotted and issued in their own names should complete and sign the **PINK** Application Forms.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 29 December 2017 until 12:00 noon on Monday, 8 January 2018 from:

1. the following office of the Hong Kong Underwriter:

48th Floor, One Exchange Square, Central, Hong Kong

2. any of the following branches of Bank of China (Hong Kong) Limited:

Bank of China (Hong Kong) Limited

District	Branch	Address
Hong Kong Island	Gilman Street Branch	136 Des Voeux Road Central
	409 Hennessy Road Branch	409–415 Hennessy Road, Wan Chai
Kowloon	Mong Kok Branch	589 Nathan Road, Mong Kok
	Ma Tau Kok Road Branch	39–45 Ma Tau Kok Road, To Kwa Wan
New Territories	Citywalk Branch	Shop 65, G/F, Citywalk, 1 Yeung Uk Road, Tsuen Wan
	Tai Po Plaza Branch	Unit 4, Level 1 Tai Po Plaza, 1 On Tai Road, Tai Po

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Friday, 29 December 2017 until 12:00 noon on Monday, 8 January 2018 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or the office of the Hong Kong Underwriter or your stockbroker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "**BANK OF CHINA (HONG KONG) NOMINEES LIMITED — C-MER EYE PUBLIC OFFER**" attached should be deposited in the special collection boxes provided at any of the branches of Bank of China (Hong Kong) Limited referred to above on such dates and during such time as follows:

Friday, 29 December 2017	—	9:00 a.m. to 5:00 p.m.
Saturday, 30 December 2017	—	9:00 a.m. to 1:00 p.m.
Tuesday, 2 January 2018	—	9:00 a.m. to 5:00 p.m.
Wednesday, 3 January 2018	—	9:00 a.m. to 5:00 p.m.
Thursday, 4 January 2018	—	9:00 a.m. to 5:00 p.m.
Friday, 5 January 2018	—	9:00 a.m. to 5:00 p.m.
Saturday, 6 January 2018	—	9:00 a.m. to 1:00 p.m.
Monday, 8 January 2018	—	9:00 a.m. to 12:00 noon

The application for the Hong Kong Offer Shares and Employee Reserved Shares will commence on Friday, 29 December 2017 through Monday, 8 January 2018 and Friday, 5 January 2018, respectively. Such time period is longer than normal market practice of four days. The application monies (including the brokerage fees, SFC transaction levies and Stock Exchange trading fees) will be held by the receiving bank on behalf of the Company and the refund monies, if any, will be returned to the applicants without interest on Friday, 12 January 2018. Investors should be aware that the dealings in the Shares on the Stock Exchange are expected to commence on Monday, 15 January 2018.

Applicants applying by **White Form eIPO** may submit applications through the **White Form eIPO** service at www.eipo.com.hk from 9:00 a.m. on Friday, 29 December 2017 until 11:30 a.m. on Monday, 8 January 2018 (24 hours daily, except on the last application date) or such later time as described in the section "How to Apply for our Hong Kong Offer Shares and Employee Reserved Shares — 10. Effect of bad weather on the opening of the Application Lists" in the Prospectus.

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

Friday, 29 December 2017	—	9:00 a.m. to 8:30 p.m. ⁽¹⁾
Saturday, 30 December 2017	—	8:00 a.m. to 1:00 p.m. ⁽¹⁾
Tuesday, 2 January 2018	—	8:00 a.m. to 8:30 p.m. ⁽¹⁾
Wednesday, 3 January 2018	—	8:00 a.m. to 8:30 p.m. ⁽¹⁾
Thursday, 4 January 2018	—	8:00 a.m. to 8:30 p.m. ⁽¹⁾
Friday, 5 January 2018	—	8:00 a.m. to 8:30 p.m. ⁽¹⁾
Monday, 8 January 2018	—	8:00 a.m. ⁽¹⁾ to 12:00 noon

Note:

- (1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Friday, 29 December 2017 until 12:00 noon on Monday, 8 January 2018 (24 hours daily, except on 30 December 2017, 6 January 2018 and on the last application day).

Please refer to the sections headed “Structure and Conditions of the Global Offering” and “How to Apply for our Hong Kong Offer Shares and Employee Reserved Shares” in the Prospectus for further information on the conditions and procedures of the Hong Kong Public Offering.

Copies of the Prospectus, together with the **PINK** Application Form, may be obtained by the Eligible Employees during normal business hours from 9:00 a.m. on Friday, 29 December 2017 until 12:00 noon on Friday, 5 January 2018 from Suite 1535, Central Building, 1–3 Pedder Street, Hong Kong. Electronic copies of the Prospectus and the **PINK** Application Forms may be viewed from the website of the Company at www.cmereye.com.

Your completed **PINK** Application Form, together with a cheque or banker’s cashier order attached and marked payable to “**BANK OF CHINA (HONG KONG) NOMINEES LIMITED — C-MER EYE PUBLIC OFFER**” for the payment should be returned to Suite 1535, Central Building, 1–3 Pedder Street, Hong Kong by 12:00 noon on Friday, 5 January 2018, being the last day for the submission of the **PINK** Application Forms.

Please refer to the sections headed “Structure and Conditions of the Share Offer” and “How to Apply for our Hong Kong Offer Shares and Employee Reserved Shares” in the Prospectus for further information on the conditions and procedures of the Hong Kong Public Offering and the Employee Preferential Offering.

The announcement on the final Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares under the Hong Kong Public Offering is expected to be published (i) in the South China Morning Post (in English); (ii) in the Hong Kong Economic Times (in Chinese); (iii) on the website of the Hong Kong Stock Exchange (www.hkexnews.hk); and (iv) on the Company’s website (www.cmereye.com) on Friday, 12 January 2018. The results of allocations and the Hong Kong Identity Card/passport/Hong Kong Business Registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from Friday, 12 January 2018 as described in the section headed “How to Apply for our Hong Kong Offer Shares and Employee Reserved Shares — 11. Publication of Results” in the Prospectus.

The Company will not issue temporary documents of title. Share certificates will only become valid at 8:00 a.m. on Monday, 15 January 2018 provided that the Global Offering has become unconditional and the right of termination described in the section “Underwriting — Underwriting arrangements and expenses — Hong Kong Public Offering — Grounds for termination” in the Prospectus has not been exercised. No receipt will be issued for application monies received. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Monday, 15 January 2018. The Shares will be traded in board lots of 2,000 Shares each. The stock code of the Company is 3309.

On behalf of the Board of Directors
C-MER EYE CARE HOLDINGS LIMITED
Dr. LAM Shun Chiu Dennis
Chairman

Hong Kong, 29 December 2017

As of the date of this announcement, the executive Directors are Dr. LAM Shun Chiu Dennis JP, Ms. LI Xiaoting, Dr. LEE Yau Wing Vincent and Mr. LI Chunshan; the independent non-executive Directors are Dr. LAU Johnson Yiu-Nam, Dr. LI Kwok Tung Donald SBS JP, Mr. MA Andrew Chiu Cheung, Mr. CHAN Chi Leong and Ms. BENTLEY Annie Liang.

Please also refer to the published version of this announcement in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).