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**EuroEyes International Eye Clinic Limited**  
**德視佳國際眼科有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1846)**

**DISCLOSEABLE TRANSACTIONS**

- (1) ACQUISITION OF THE ENTIRE SHARE CAPITAL IN  
FREEVIS LASIK ZENTRUM MANNHEIM GMBH;  
(2) THE ADVANCEMENT OF THE LOAN  
AND  
(3) THE PROVISION OF THE GUARANTEE**

Reference is made to the announcement of the Company dated 26 August 2020 in relation to, among other things, the FreeVis Acquisition and the PMK Acquisition.

**THE SHARE PURCHASE AGREEMENT**

The Board is pleased to announce that on 17 August 2023 (after trading hours of the Stock Exchange), EuroEyes KG (which is wholly owned by the Company), FreeVis GmbH and Prof. Knorz entered into the Share Purchase Agreement, pursuant to which, among other things:

- (a) EuroEyes KG agreed to acquire, and Knorz GmbH agreed to sell, the entire equity interests in FreeVis GmbH; and
- (b) EuroEyes KG has agreed to provide the Guarantee in favour of Prof. Knorz for the due and punctual performance by FreeVis GmbH of its payment obligations in respect of the purchase price for the PMK Acquisition, in the amount of no more than €2,208,365.

Subject to the terms and conditions of the Share Purchase Agreement, the Total Consideration shall be satisfied by (a) the Completion Consideration, which is subject to the Consideration Adjustment (if any); and (b) the Earn Out Consideration. The maximum amount of the Total Consideration is €5,180,669.

The FreeVis Completion is conditional on the Conditions Precedent being satisfied or otherwise waived in accordance with the terms of the Share Purchase Agreement, including the PMK Completion.

Upon the FreeVis Completion, FreeVis GmbH will become an indirect wholly-owned subsidiary of the Company, and, together with PMK, will be integrated into the business of the Group.

### **THE PMK ACQUISITION, THE ADVANCEMENT OF THE LOAN AND THE PROVISION OF THE GUARANTEE**

On 17 August 2023 (after trading hours of the Stock Exchange), FreeVis GmbH and Prof. Knorz entered into the PMK Purchase Agreement, pursuant to which FreeVis GmbH agreed to acquire, and Prof. Knorz agreed to sell, PMK at the consideration of up to €7,361,224.

In connection with the PMK Acquisition, on 17 August 2023 (after trading hours of the Stock Exchange), EuroEyes KG entered into:

- (a) a loan agreement with FreeVis GmbH, pursuant to which, EuroEyes KG shall provide an interest-bearing Loan in the amount of €5,152,859 at 3% per annum to FreeVis GmbH, subject to the terms and conditions of the Loan Agreement, which shall be utilized by FreeVis GmbH for partial settlement of the purchase price in respect of the PMK Acquisition within five Business Days after the Completion, which shall be repayable on demand; and
- (b) a guarantee in favour of Prof. Knorz, pursuant to which EuroEyes KG has undertaken to provide a guarantee of up to a maximum amount of €2,208,365 for the due performance of the payment obligations of FreeVis GmbH in respect of part of the purchase price for the PMK Acquisition.

### **LISTING RULES IMPLICATIONS**

As the FreeVis Acquisition, the advancement of the Loan and the provision of the Guarantee are transactions contemplated under or in connection with the Share Purchase Agreement and take place within a 12-month period, the FreeVis Acquisition, the advancement of the Loan and the provision of the Guarantee are required to be aggregated for the purpose of calculating the size tests pursuant to Rule 14.22 of the Listing Rules. As the highest applicable percentage ratio (as defined in the Listing Rules) in respect of the FreeVis Acquisition, the advancement of the Loan and the provision of the Guarantee on an aggregate basis and calculated based on the maximum amount of the Total Consideration, the amount of the Loan and the maximum guaranteed amount, as determined pursuant to the terms of the Share Purchase Agreement, the Loan Agreement and the Guarantee, is more than 5% but less than 25%, the FreeVis Acquisition, the advancement of the Loan and the provision of the Guarantee constitute discloseable transactions for the Company under Chapter 14 of the Listing Rules and are subject to the announcement requirement under the Listing Rules

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of Prof. Knorz, Knorz GmbH and its ultimate beneficial owners are Independent Third Parties.

**As the FreeVis Completion, the advancement of the Loan and the provision of the Guarantee is subject to the satisfaction or waiver of the Conditions Precedent under the Share Purchase Agreement, the FreeVis Completion, the advancement of the Loan and the provision of the Guarantee may or may not proceed. Accordingly, Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company.**

Reference is made to the announcement of the Company dated 26 August 2020 in relation to, among other things, the FreeVis Acquisition and the PMK Acquisition.

## **INTRODUCTION**

The Board is pleased to announce that, on 17 August 2023 (after trading hours of the Stock Exchange), EuroEyes KG (which is wholly owned by the Company), Knorz GmbH and Prof. Knorz entered into the Share Purchase Agreement, pursuant to which, among other things:

- (a) EuroEyes KG agreed to acquire, and Knorz GmbH agreed to sell, the entire equity interests in FreeVis GmbH; and
- (b) EuroEyes KG has agreed to provide the Guarantee in favour of Prof. Knorz for the due and punctual performance by FreeVis GmbH of its payment obligations in respect of part of the purchase price for the PMK Acquisition, in the amount of no more than €2,208,365.

Subject to the terms and conditions of the Share Purchase Agreement, the Total Consideration shall be satisfied by (a) the Completion Consideration, which is subject to the Consideration Adjustment (if any); and (b) the Earn Out Consideration. The maximum amount of the Total Consideration is €5,180,669.

## THE SHARE PURCHASE AGREEMENT

The principal terms of the Share Purchase Agreement in respect of the FreeVis Acquisition are set out below:

**Date:** 17 August 2023

**Parties:**

- (a) EuroEyes KG, as the buyer of the Sale Shares;
- (b) Knorz GmbH, as the seller of the Sale Shares; and
- (c) Prof. Knorz.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of Prof. Knorz, Knorz GmbH and its ultimate beneficial owners are Independent Third Parties.

**Assets to be acquired:** The Sale Shares, representing the entire share capital in FreeVis GmbH.

**Consideration and key payment terms:** The Total Consideration shall be satisfied in the following manner:

**(1) Completion Consideration**

€3,276,468.3 shall be paid by EuroEyes KG to the bank account designated by Knorz GmbH upon the FreeVis Completion.

**(2) Consideration Adjustment**

*Calculation of the Consideration Adjustment*

The Completion Consideration shall be adjusted as follows:

- (a) if the Net Asset of FreeVis GmbH is a positive figure, the Completion Consideration shall be increased by the amount of it; or
- (b) if the Net Asset of FreeVis GmbH is a negative figure (i.e. a position of net liability), the Completion Consideration shall be reduced by the amount of it.

### *Payment of the Consideration Adjustment*

The Consideration Adjustment shall:

- (a) if it is a positive figure, be paid by EuroEyes KG to the bank account designated by Knorz GmbH; or
- (b) if it is a negative figure, be paid by Knorz GmbH to the bank account designated by EuroEyes KG,

and in either case, by 15 October 2023.

Pursuant to the Share Purchase Agreement, the maximum Consideration Adjustment for FreeVis GmbH will not be a positive figure of more than €500,000.

### **(3) Earn Out Consideration**

During the Earn Out Period, EuroEyes KG shall pay an annual amount of €280,840.14 to the bank account designated by Knorz GmbH, subject to the satisfaction of the following conditions for each of the respective financial year:

#### *Conditions applicable for the First Earn Out Period*

- (a) Prof. Knorz has travelled to the PRC to provide specialist medical and administrative services for EuroEyes KG and FreeVis GmbH at a pre-agreed frequency during each financial year of the First Earn Out Period;
- (b) the Annual Turnover of FreeVis GmbH shall not be lower than €3,325,000; and

#### *Condition applicable for the Second Earn Out Period*

- (c) Prof. Knorz has travelled to the PRC to provide specialist medical and administrative services for EuroEyes KG and FreeVis GmbH at a pre-agreed frequency during each financial year of the Second Earn Out Period

The Earn Out Consideration shall only be paid to Knorz GmbH subject to the satisfaction of the applicable condition(s) in respect of each financial year during the relevant Earn Out Period and the terms and conditions of the Share Purchase Agreement.

EuroEyes KG shall pay the Earn Out Consideration for the relevant financial year during the relevant Earn Out Period to the bank account designated by Knorz GmbH, after the end of such financial year and in any event by no later than 31 March of the subsequent financial year in accordance with the Share Purchase Agreement.

Based on the terms and conditions of the Share Purchase Agreement set out above, the maximum Earn Out Consideration payable by EuroEyes KG during the Earn Out Period will be €1,404,200.70.

There shall be no catch up rights in respect of any missed target for the prior financial year during the Earn Out Period.

**Late payment interest rate in respect of the Earn Out Consideration:**

If the Earn Out Consideration is not received in full at Knorz GmbH's designated bank account within five Business Days from the relevant payment due date, interest determined at nine percentage points per annum above the then prevailing basic interest rate as announced by the Deutsche Bundesbank from time to time on the outstanding sum shall be due and payable until the date of receipt of such outstanding amount.

**Conditions precedent:**

Completion of the FreeVis Acquisition shall be conditional on each of the following Conditions Precedents being, and remaining, satisfied or otherwise waived in accordance with terms of the Share Purchase Agreement:

- (1) the service of a written notification regarding the commencement of operations of FreeVis GmbH by Knorz GmbH to the relevant competent authority in Germany. Such notification shall be supported by fax transmission receipt;
- (2) the due execution of the Knorz Service Agreement between Prof. Knorz and FreeVis GmbH in respect of the provision of services by Prof. Knorz to FreeVis GmbH as its managing director;
- (3) the PMK Completion; and
- (4) the irrevocable approval granted at a meeting of the shareholders of Knorz GmbH for the sale of the Sale Shares, and the irrevocable waiver of the rights of all shareholders to contest such approval or to file an action against such approval.

**Conditions subsequent:** Completion of the FreeVis Acquisition shall be conditional on each of the following Conditions Subsequent being, and remaining, satisfied or otherwise waived in accordance with the terms and conditions of the Share Purchase Agreement:

- (1) the revocation of the notice on the licence to operate a private hospital upon the Completion Date or the commencement of the administrative proceedings regarding such revocation (as the case may be) in accordance with the relevant statutory requirement(s) in Germany; and
- (2) the termination of the Tenancy Agreement with effect from the Completion Date.

**Guarantee:** EuroEyes KG has agreed to provide the Guarantee in favour of Prof. Knorz for the due and punctual performance by FreeVis GmbH of its payment obligations in respect of part of the purchase price for the PMK Acquisition, in the amount of no more than €2,208,365.

For details of the Guarantee, please refer to the section headed “*The PMK Acquisition, the Advancement of the Loan and the Provision of the Guarantee*” below.

**Indemnity:** Knorz GmbH and Prof. Knorz shall indemnify EuroEyes KG against any claims by third parties arising from claims for reimbursement of fees and recourse claims, fines or claims due to treatment errors in connection with the operation of FreeVis GmbH, if and to the extent that these were established or arose prior to the Completion Date. Knorz GmbH shall also indemnify FreeVis GmbH against taxes relating to assessment or collection periods up to and including the Completion Date, and Prof. Knorz shall indemnify FreeVis GmbH against any taxes arising from any collection by FreeVis GmbH from deliveries and services between FreeVis GmbH and PMK, which are attributable to the business of FreeVis GmbH or PMK until up to the transfer date of the PMK Purchase Agreement.

## **THE PMK ACQUISITION, THE ADVANCEMENT OF THE LOAN AND THE PROVISION OF THE GUARANTEE**

On 17 August 2023 (after trading hours of the Stock Exchange), FreeVis GmbH and Prof. Knorz entered into the PMK Purchase Agreement, pursuant to which FreeVis GmbH agreed to acquire, and Prof. Knorz agreed to sell, PMK at the consideration of up to €7,361,224.

In connection with the PMK Acquisition, on 17 August 2023 (after trading hours of the Stock Exchange), EuroEyes KG entered into:

- (c) a loan agreement with FreeVis GmbH, pursuant to which, EuroEyes KG shall provide an interest-bearing loan in the amount of €5,152,859 at 3% per annum to FreeVis GmbH, subject to the terms and conditions of the Loan Agreement, which shall be utilized by FreeVis GmbH for partial settlement of the purchase price in respect of the PMK Acquisition within five Business Days after the Completion which shall be repayable on demand; and
- (d) a guarantee in favour of Prof. Knorz, pursuant to which EuroEyes KG has undertaken to provide a guarantee of up to a maximum amount of €2,208,365 for the due performance of the payment obligations of FreeVis GmbH in respect of part of the purchase price for the PMK Acquisition.

## **BASIS OF THE TOTAL CONSIDERATION**

The Total Consideration was determined after arm's length negotiations between Knorz GmbH, EuroEyes KG with reference to (i) the latest business development and future prospects of FreeVis GmbH; (ii) the reasons and benefits of the FreeVis Acquisition, the advancement of the Loan and the provision of the Guarantee as stated under the section headed "*Reasons for and Benefits of the FreeVis Acquisition, the advancement of the Loan and the Provision of the Guarantee*" below; and (iii) the historical financial performance of FreeVis GmbH.

## **RETENTION OF PROF. KNORZ**

As at the date of this announcement, Prof. Knorz is the managing director of FreeVis GmbH. Pursuant to the Knorz Service Agreement to be entered into between FreeVis GmbH and Prof. Knorz on 18 August 2023, Prof. Knorz shall continue to provide certain services to FreeVis GmbH as its managing director. For the biography of Prof. Knorz, please refer to the section headed "*Information on the Sellers – Professor Dr. Michael Christian Knorz*" below.

Prof. Knorz's appointment shall commence on 18 August 2023 for an initial period of five years, subject to automatic renewal for a further period of five years. Save for termination with causes as set out in the Knorz Service Agreement, either FreeVis GmbH or Prof. Knorz may terminate the Knorz Service Agreement by giving the other party six months' notice in writing.

## **INFORMATION ON THE GROUP**

### **The Company**

The Company has been listed on the Stock Exchange since 15 October 2019. It was established in 1993 and is one of the leading brands in the vision correction industry in Germany and Denmark that combines German ophthalmology excellence and over 30 years of experience with individualised customer-care. The Group provides premium services to a targeted clientele with a mid-to-high income level. The Group is also one of the few eye clinic groups with a wide geographical reach, with operations in Germany, Denmark, the United Kingdom and the PRC. The Company's vision correction services are broadly categorised into: (i) refractive laser surgery (which includes ReLEx SMILE, Femto LASIK and Presbyond®); (ii) phakic lens (ICL) surgery; (iii) lens exchange surgery (which includes mono focal and trifocal lens exchange surgeries); and (iv) others (which include PRK/LASEK and ICRS implantation).

### **EuroEyes KG**

EuroEyes KG is a limited partnership registered in Germany and wholly owned by the Company. The sole limited partner of EuroEyes KG is EuroEyes Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and a wholly-owned subsidiary of the Company, and the sole general partner of EuroEyes KG is EuroEyes Deutschland Verwaltungs GmbH, a company incorporated in Germany with limited liability and a wholly-owned subsidiary of the Company. EuroEyes KG is principally engaged in the (i) administration of the companies which operate the Group's consultation centres and/or clinics for eye treatments, (ii) performance of the Group's human resources planning, financial planning and other administrative and management functions and (iii) provision of financial, accounting, marketing, quality management and other types of services to the Group.



## **INFORMATION ON THE SELLERS**

### **Professor Dr. Michael Christian Knorz**

Prof. Knorz is currently the senior vice president, medical affairs (international) of the Company. He has worked with the Group since July 2015 and is primarily responsible for supervising and overseeing the Group's medical operations worldwide. Prof. Knorz also serves as the Group's consulting surgeon in the PRC and provides training to the Group's PRC surgeons. Prof. Knorz has been a member of the Group's international medical advisory board since October 2017. Prof. Knorz is a freelancer and has entered into a contract for service with the Group. Prof. Knorz is also currently the managing director and medical director of FreeVis GmbH, which operates an eye clinic at the University of Mannheim, Germany, since January 2002. Prof. Knorz is a renowned expert in the field of refractive surgery and cataract surgery. He has been a Professor of Ophthalmology at the Medical Faculty in Mannheim of the University of Heidelberg, Germany since February 2000. Prof. Knorz is a member of various professional societies, including the American Academy of Ophthalmology, the American Society of Cataract and Refractive Surgery, the European Society of Cataract and Refractive Surgeons, the International Society of Refractive Surgery, the German-Speaking Society for Intraocular Lens Implantation and Refractive Surgery, the German Ophthalmological Society and the Australasian Society of Cataract and Refractive Surgeons. In addition, he was appointed as an honorary member of the South African Society of Cataract and Refractive Surgery in 2006, as well as the executive director and past president of the International Intra-Ocular Implant Club from 2010 to 2012.

Prof. Knorz is experienced in providing quality refractive surgery. He is a founding member of the Commission for Refractive Laser Surgery, which is a joint committee formed by the German Ophthalmological Society and the Professional Association of German Ophthalmologists, and acted as its chairman from 1998 to 2002 and the secretary to its board since 2002.

### **Knorz Vermögensverwaltung GmbH**

Knorz GmbH is a company incorporated in Germany with limited liability that is principally engaged in the investment and management of the assets owned by the family of Prof. Knorz. As at the date of this announcement, Knorz GmbH is owned as to (i) 26% by Prof. Knorz, (ii) 26% by Mrs. Petrina Knorz, the wife of Prof. Knorz, (iii) 24% by Mr. Peter Knorz, the son of Prof. Knorz and (iv) 24% by Ms. Caroline Knorz, the daughter of Prof. Knorz.

## **INFORMATION ON FREEVIS GMBH**

FreeVis GmbH is a company incorporated in Germany with limited liability and is founded and wholly owned by Knorz GmbH. It operates an eye clinic in Mannheim, Germany for the examination, prevention and treatment of defective vision, and specialising in the provision of refractive laser surgery. In addition to SmartSurf PRK, Femto-LASIK and SMILE, the main focuses of FreeVis GmbH are the implantation of intraocular contact lenses (Visian ICL) and refractive lens exchange with implantation of trifocal intraocular lenses.

## FINANCIAL INFORMATION OF FREEVIS GMBH

Set out below is a summary of the financial information of FreeVis GmbH for the two financial years ended 31 December 2022, as extracted from the audited financial statements of FreeVis GmbH, which were prepared in accordance with the generally accepted accounting practice in Germany (“**German GAAP**”), and being adjusted by the Company in order to fully reflect FreeVis GmbH’s financial positions<sup>Note</sup>:

	For the year ended	
	31 December	
	2022	2021
	(audited)	(audited)
	(in €'000)	(in €'000)
Revenue	2,177	2,471
Net profit before taxation	473	768
Net profit after taxation	327	531
Adjusted revenue	2,177	2,471
Adjusted net profit before taxation	471	764
Adjusted net profit after taxation	325	527

*Note:*

*Adjustments are made mainly due to (i) change in the useful life of newly acquired fixed assets, which results in minor changes in the depreciation amount, (ii) the application of IFRS 16 to lease agreements in respect of clinic premises and (iii) capitalisation of asset retirement obligations.*

The net asset value of FreeVis GmbH as at 31 December 2022 was approximately €39,083.64.

Upon Completion, FreeVis GmbH will become an indirect wholly-owned subsidiary of the Company and, together with PMK, will be integrated into the business of the Group, and the financial results of FreeVis GmbH will be consolidated into the financial statements of the Group.

### **REASONS FOR AND BENEFITS OF THE FREEVIS ACQUISITION, THE ADVANCEMENT OF THE LOAN AND THE PROVISION OF THE GUARANTEE**

The Group has been actively seeking opportunities in the market for the expansion of its service network which can improve the synergy and bring benefits to the Group’s ophthalmic services. The FreeVis Acquisition is in line with the Group’s growth strategy in Germany, and the advancement of the Loan and the provision of the Guarantee caters for the funding requirements of FreeVis GmbH to enable its acquisition of PMK. With the integration of the business of FreeVis GmbH and PMK into the Group, the Group intends to expand its current business in Mannheim, Germany while enhancing its overall market leader status in Germany. In addition, the medical practice of FreeVis GmbH and PMK will offer a full spectrum of ophthalmic services, covering the provision of lens exchange surgery and refractive surgery, which also aligns with the services offered by the Group.

In addition, Prof. Knorz's established expertise and reputation in the PRC will be beneficial for the Group's expansion in Asia, as he will continue to oversee and manage the operation the Group's business in the Greater China region.

The Directors believe that the FreeVis Acquisition, and the advancement of the Loan and the provision of the Guarantee, which will facilitate the PMK Acquisition, will support the long-term growth of the Group's revenue and profit.

The terms of the Share Purchase Agreement, the Loan Agreement and the Guarantee were determined after arm's length negotiations between the parties thereto and the Directors consider that the terms of the Share Purchase Agreement, the Loan Agreement and the Guarantee are fair and reasonable, on normal commercial terms, and are in the interests of the Company and the Shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

As the FreeVis Acquisition, the advancement of the Loan and the provision of the Guarantee are transactions contemplated under or in connection with the Share Purchase Agreement and take place within a 12-month period, the FreeVis Acquisition, the advancement of the Loan and the provision of the Guarantee are required to be aggregated for the purpose of calculating the size tests pursuant to Rule 14.22 of the Listing Rules. As the highest applicable percentage ratio (as defined in the Listing Rules) in respect of the FreeVis Acquisition, the advancement of the Loan and the provision of the Guarantee on an aggregate basis and calculated based on the maximum amount of the Total Consideration, the amount of the Loan and the maximum guaranteed amount, as determined pursuant to the terms of the Share Purchase Agreement, the Loan Agreement and the Guarantee, is more than 5% but less than 25%, the FreeVis Acquisition, the advancement of the Loan and the provision of the Guarantee constitute discloseable transactions for the Company under Chapter 14 of the Listing Rules and are subject to the announcement requirement under the Listing Rules.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of Prof. Knorz, Knorz GmbH and its ultimate beneficial owners are Independent Third Parties.

**As the FreeVis Completion, the advancement of the Loan and the provision of the Guarantee are subject to the satisfaction or waiver of the Conditions Precedent under the Share Purchase Agreement and the PMK Purchase Agreement, the FreeVis Completion, the advancement of Loan and the provision of the Guarantee may or may not proceed. Accordingly, Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company.**

## DEFINITIONS

Unless the context requires otherwise, the capitalised terms used in this announcement shall have the following meanings:

“Annual Turnover”	in respect of a financial year, the annual income of FreeVis GmbH for the Financial Year as determined (i) in accordance with the terms and conditions of the Share Purchase Agreement and (ii) by the accountants of FreeVis GmbH from time to time and with reference to its audited financial statements prepared in accordance with German GAAP
“Board”	the board of Directors
“Business Day”	a day on which commercial banks are open for business in Germany
“Company”	EuroEyes International Eye Clinic Limited (stock code: 1846), a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange
“Completion Consideration”	the sum of €3,276,468.3 to be paid by EuroEyes KG to Knorz GmbH upon the FreeVis Completion
“Completion Date”	the date on which the FreeVis Completion will take place
“Completion Statement”	the completion statement showing the Net Asset of FreeVis GmbH as agreed or determined in accordance with the Share Purchase Agreement
“Completion Statement Date”	1 August 2023
“Conditions Precedent”	the conditions precedent to Completion as set out in the sub-section headed “ <i>Conditions Precedent</i> ” under the section headed “ <i>The Share Purchase Agreement</i> ” of this announcement
“Conditions Subsequent”	the conditions subsequent to Completion as set out in the sub-section headed “ <i>Conditions Subsequent</i> ” under the section headed “ <i>The Share Purchase Agreement</i> ” of this announcement
“connected persons”	has the meaning ascribed to it under the Listing Rules
“Consideration Adjustment”	as described in sub-paragraph headed “(2) <i>Consideration Adjustment</i> ” of the sub-section headed “ <i>Consideration and key payment terms</i> ” under the section headed “ <i>The Share Purchase Agreement</i> ” of this announcement

“Directors”	the directors of the Company
“Earn Out Consideration”	as described in sub-paragraph headed “(3) <i>Earn Out Consideration</i> ” of the sub-section headed “ <i>Consideration and key payment terms</i> ” under the section headed “ <i>The Share Purchase Agreement</i> ” of this announcement
“Earn Out Period”	collectively, (i) the First Earn Out Period and (ii) the Second Earn Out Period
“EuroEyes KG”	EuroEyes Deutschland Holding GmbH & Co. KG, a limited partnership registered in Germany, which is wholly owned by the Company
“Financial Year”	the financial year of FreeVis GmbH ending 31 December
“First Earn Out Period”	the three financial years ending 31 December 2025
“FreeVis Acquisition”	as described in the section headed “ <i>The Share Purchase Agreement</i> ” of this announcement
“FreeVis Completion”	the completion of the FreeVis Acquisition in accordance with the terms and conditions of the Share Purchase Agreement
“FreeVis GmbH”	FreeVis LASIK Zentrum Mannheim GmbH, a company incorporated in Germany with limited liability that operates an eye clinic in Mannheim, Germany and specialises in refractive laser surgery, which is wholly owned by Knorz GmbH as at the date of this announcement
“Germany”	the Federal Republic of Germany
“Group”	the Company and its subsidiaries
“Guarantee”	the guarantee provided by EuroEyes KG in favour of the Prof. Knorz to secure the due and punctual performance of the obligations of FreeVis GmbH under the PMK Purchase Agreement, with the relevant liability being capped at €2,208,365
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	the individual(s) or company(ies) who is/are not connected person(s) of the Company and is/are independent of, and not connected with, the Company and its connected persons

“Knorz GmbH”	Knorz Vermögensverwaltung GmbH, a company incorporated in Germany with limited liability, which is owned as to (i) 26% by Prof. Knorz, (ii) 26% by Mrs. Petrina Knorz, the wife of Prof. Knorz, (iii) 24% by Mr. Peter Knorz, the son of Prof. Knorz and (iv) 24% by Ms. Caroline Knorz, the daughter of Prof. Knorz, as at the date of this announcement
“Knorz Service Agreement”	the service agreement to be entered into between FreeVis GmbH and Prof. Knorz on 18 August 2023 in relation to the provision of certain services by Prof. Knorz to FreeVis GmbH as its managing director
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan”	the loan in the amount of €5,152,859 to be advanced by EuroEyes KG to FreeVis GmbH in accordance with the terms and conditions of the Loan Agreement
“Loan Agreement”	the loan agreement dated 17 August 2023 entered into between EuroEyes KG and FreeVis GmbH in relation to the advancement of the Loan by EuroEyes KG to FreeVis GmbH in respect of the PMK Acquisition
“Net Asset”	in respect of FreeVis GmbH, the actual asset <i>LESS</i> its liability as at the Completion Statement Date (which shall, for the avoidance of doubt, <i>exclude</i> the liability incurred by FreeVis GmbH in respect of the purchase price for the PMK Acquisition) as set out in the Completion Statement, which, for the avoidance of doubt, may be a positive or negative figure
“PMK”	Augenärztliche Privatpraxis Prof. Dr. Michael C. Knorz, an ophthalmological private practice in Germany which specialises in lens exchange surgery and is wholly owned by Prof. Knorz as a sole proprietorship as at the date of this announcement
“PMK Acquisition”	the acquisition of PMK from Prof. Knorz by FreeVis GmbH
“PMK Completion”	the completion of the PMK Acquisition
“PMK Purchase Agreement”	the purchase agreement dated 17 August 2023 entered into between FreeVis GmbH and Prof. Knorz in relation to the PMK Acquisition
“PRC”	People’s Republic of China
“Prof. Knorz”	Professor Dr. Michael Christian Knorz, the senior vice president, medical affairs (international) of the Company, the sole owner of PMK and one of the shareholders of Knorz GmbH as at the date of this announcement

“Sale Shares”	the share capital of €25,000 in FreeVis GmbH divided into two shares, representing the entire issued share capital of FreeVis GmbH, which are legally and beneficially owned by Knorz GmbH
“Second Earn Out Period”	the two financial years ending 31 December 2027
“Share(s)”	the ordinary share(s) of US\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Share Purchase Agreement”	the share purchase agreement dated 17 August 2023 entered into among EuroEyes KG, FreeVis GmbH and Prof. Knorz in relation to the FreeVis Acquisition and the provision of the Guarantee
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tenancy Agreement”	the tenancy agreement dated 9 December 2022 between the University Medical Centre Mannheim (Universitätsklinikum Mannheim) of Heidelberg University (as lessor) and FreeVis GmbH (as lessee) relating to the premises of FreeVis GmbH at the University Medical Centre Mannheim in Germany
“Total Consideration”	the total consideration for the FreeVis Acquisition, which comprises (i) the Completion Consideration, subject to (ii) the Consideration Adjustment (if any) and (iii) the Earn Out Consideration (if any)
“United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“US\$”	United States dollar, the lawful currency of the United States of America
“€”	Euro, the lawful currency of Germany
“%”	per cent.

By order of the Board  
**EuroEyes International Eye Clinic Limited**  
**Dr. Jørn Slot Jørgensen**  
*Chairman and Executive Director*

Hong Kong, 18 August 2023

*As at the date of this announcement, the Board comprises Dr. Jørn Slot Jørgensen, Dr. Markus Braun, Mr. Jannik Jonas Slot Jørgensen and Prof. Dan Zoltan Reinstein as executive Directors; Mr. Marcus Huascar Bracklo as non-executive Director; Mr. Hans Helmuth Hennig, Ms. Katherine Rong Xin and Mr. Philip Duncan Wright as independent non-executive Directors.*