
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in EuroEyes International Eye Clinic Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

The logo for EuroEyes, featuring the word "EuroEyes" in white sans-serif font on a dark blue rectangular background.

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)

PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES, DECLARATION AND PAYMENT OF A FINAL DIVIDEND, RE-ELECTION OF RETIRING DIRECTORS, AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of EuroEyes International Eye Clinic Limited to be held at Pacific Room, 16/F, Tower 5, The Gateway, Harbour City, 15 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 21 May 2021 at 4:00 p.m. is set out on pages 18 to 22 of this circular. A form of proxy for use at the annual general meeting is also enclosed with this circular. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.euroeyes.hk>).

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting (i.e. not later than 4:00 p.m. on Wednesday, 19 May 2021) or any adjournment thereof (as the case may be). **Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.**

References to time and dates in this circular are to Hong Kong time and dates.

In the event of any inconsistency, the English version of this circular shall prevail over the Chinese version.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of Shareholders and to prevent the spreading of the coronavirus disease 2019 ("COVID-19"), the following precautionary measures will be implemented at the annual general meeting:

- (1) **Compulsory temperature screening/checks;**
- (2) **Wearing of surgical face mask; and**
- (3) **No provision of refreshments or drinks.**

Attendees who do not comply with the precautionary measures (1) and (2) above may be denied entry to the annual general meeting venue, at the absolute discretion of the Company as permitted by the laws of Hong Kong.

For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the annual general meeting by appointing the chairman of the annual general meeting as their proxy and to return their proxy forms by the time specified above, instead of attending the annual general meeting in person.

21 April 2021

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	4
Appendix I – Explanatory statement on the Repurchase Mandate	9
Appendix II – Details of the Retiring Directors proposed to be re-elected at the Annual General Meeting	12
Notice of Annual General Meeting	18

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM” or “Annual General Meeting”	an annual general meeting of the Company to be convened and held at Pacific Room, 16/F, Tower 5, The Gateway, Harbour City, 15 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 21 May 2021 at 4:00 p.m. or any adjournment thereof, the notice of which is set out on pages 18 to 22 of this circular
“Articles”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time, and “Article” shall mean an article of the articles of association of the Company
“Audit Committee”	the audit Committee of the Board
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	EuroEyes International Eye Clinic Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“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

DEFINITIONS

“Issuance Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate
“Latest Practicable Date”	14 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company, as amended, supplemented or otherwise modified from time to time
“Nomination Committee”	the nomination committee of the Board
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of Shares of up to 10% of the total number of Shares in issue as at the date of passing of the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in ordinary resolution no. 6 of the notice of the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“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 Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance) of the Company

DEFINITIONS

“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

LETTER FROM THE BOARD

The logo for EuroEyes, featuring the word "EuroEyes" in white sans-serif font on a dark blue rectangular background.

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)

Executive Directors:

Dr. Jørn Slot Jørgensen (*Chairman*)
Dr. Markus Braun
Dr. Ralf-Christian Lerche
Mr. Jannik Jonas Slot Jørgensen

Non-executive Director:

Mr. Marcus Huascar Bracklo

Independent Non-executive Directors:

Mr. Hans Helmuth Hennig
Mr. Philip Duncan Wright
Ms. Katherine Rong Xin

Registered Address:

4/F, Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

Corporate Headquarters:

Valentinskamp 90
20355 Hamburg
Germany

*Principal Place of Business
in Hong Kong:*

Suite A155, 16/F, Tower 5
The Gateway, Harbour City
15 Canton Road, Tsim Sha Tsui
Kowloon, Hong Kong

21 April 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES,
DECLARATION AND PAYMENT OF A FINAL DIVIDEND,
RE-ELECTION OF RETIRING DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM in respect of, among other matters, (i) the granting to the Directors of the Issuance Mandate and the Repurchase Mandate, (ii) the declaration and payment of a final dividend and (iii) the re-election of the retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

At the AGM held on 10 June 2020, the Shareholders passed an ordinary resolution to grant a general mandate to the Directors to exercise the powers of the Company to issue Shares. Such mandate will lapse at the conclusion of the AGM. The Directors propose to seek your approval of the Issuance Mandate to be proposed at the AGM.

As at the Latest Practicable Date, the total number of Shares in issue was 329,234,000 Shares. Subject to the passing of the ordinary resolution approving the Issuance Mandate and on the basis that no further Shares are issued prior to the AGM, the Company will be allowed under the resolution approving the Issuance Mandate to issue a maximum of 65,846,800 Shares, representing not more than 20% of the total number of Shares in issue as at the Latest Practicable Date. The Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolution no. 4 of the notice of the AGM. The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the total number of Shares permitted to be allotted and issued under the Issuance Mandate by those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

Details of the Issuance Mandate and the extension of the Issuance Mandate are set out in ordinary resolutions as referred to in resolutions no. 5 and no. 7, respectively of the notice of the AGM.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM held on 10 June 2020, the Shareholders passed an ordinary resolution to grant a general mandate to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. The Directors propose to seek the approval of the Shareholders for the Repurchase Resolution to be proposed at the AGM.

As at the Latest Practicable Date, the total number of Shares in issue was 329,234,000 Shares. Assuming that there is no change in the issued share capital between the period from the Latest Practicable Date and the date of the AGM, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate as at the date of the AGM will be 32,923,400 Shares, representing 10% of the total number of Shares in issue as at the Latest Practicable Date. The Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company to be held after the AGM or any earlier date as referred to in the Repurchase Resolution.

LETTER FROM THE BOARD

An explanatory statement as required under the Listing Rules to provide the requisite information of the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

DECLARATION AND PAYMENT OF A FINAL DIVIDEND

The Board has resolved to recommend the declaration and payment of a final dividend of HK\$0.02988 per Share for the year ended 31 December 2020 subject to approval by the Shareholders at the Annual General Meeting. The final dividend, if approved by the Shareholders at the Annual General Meeting, will be paid on or about Friday, 11 June 2021 to those Shareholders whose names appear on the register of members of the Company on Friday, 28 May 2021. For details on closure of the register of members of the Company for entitlement to the final dividend, please refer to the paragraph headed “Book Closure in respect of the Shareholders’ Entitlement to Final Dividend and Final Dividend Payment Date” below.

RE-ELECTION OF RETIRING DIRECTORS

As at the date of this circular, the Board comprises eight Directors, namely Dr. Jørn Slot Jørgensen, Dr. Markus Braun, Dr. Ralf-Christian Lerche, Mr. Jannik Jonas Slot Jørgensen, Mr. Marcus Huascar Bracklo, Mr. Hans Helmuth Hennig, Mr. Philip Duncan Wright and Ms. Katherine Rong Xin (“**Ms. Xin**”).

Pursuant to Article 109(a) of the Articles, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Accordingly, Dr. Ralf-Christian Lerche (“**Dr. Lerche**”), Mr. Marcus Huascar Bracklo (“**Mr. Bracklo**”) and, Mr. Philip Duncan Wright (“**Mr. Wright**”) shall retire by rotation at the AGM whereas, Ms. Xin, the new director appointed by the Board on 12 April 2021, shall hold office until the AGM. All of the above four retiring Directors, being eligible, will offer themselves for re-election at the AGM.

Recommendations to the Board for the proposal for re-election of the aforesaid Directors were made by the Nomination Committee, after evaluating their performance and considering a range of diversity perspectives including but not limited to skills, regional and industrial experience, background, race, gender and other qualities as set out in the “*Board Diversity Policy*” of the Company.

Pursuant to the code provision set out in paragraph A.4.3 of Appendix 14 to the Listing Rules, (i) the Board has assessed and reviewed the annual confirmation of independence based on the criteria set out in Rule 3.13 of the Listing Rules and affirmed that Mr. Wright and Ms. Xin remain independent; (ii) the Nomination Committee has assessed and is satisfied of the independence of Mr. Wright and Ms. Xin; and (iii) the Board considers that Mr. Wright and Ms. Xin shall remain independent of management and free of any relationship which could materially interfere with the exercise of his independent judgment.

LETTER FROM THE BOARD

In view of the aforesaid factors and the experience, knowledge and commitment of the relevant individuals, the Board would recommend the abovementioned Directors, namely, Dr. Lerche, Mr. Bracklo, Mr. Wright and Ms. Xin for re-election at the AGM.

Details of Dr. Lerche, Mr. Bracklo, Mr. Wright and Ms. Xin are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Pacific Room, 16/F, Tower 5, The Gateway, Harbour City, 15 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 21 May 2021 at 4:00 p.m. is set out on pages 18 to 22 of this circular. At the AGM, ordinary resolutions will be proposed to approve, among other matters, the Issuance Mandate, the Repurchase Mandate, the extension of the Issuance Mandate by the addition thereto the number of Shares repurchased pursuant to the Repurchase Mandate and the re-election of the retiring Directors.

ACTION TO BE TAKEN

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.euroeyes.hk>). Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

VOTING BY WAY OF POLL

Pursuant to the Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors believe that the granting to the Directors of the Issuance Mandate, Repurchase Mandate, the extension of the Issuance Mandate and the re-election of the retiring Directors are each in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of such resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

BOOK CLOSURE IN RESPECT OF THE SHAREHOLDERS' ENTITLEMENT TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING

The register of members of the Company will be closed from Monday, 17 May 2021 to Friday, 21 May 2021 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for entitlement to attend and vote at the AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Friday, 14 May 2021.

BOOK CLOSURE IN RESPECT OF THE SHAREHOLDERS' ENTITLEMENT TO FINAL DIVIDEND AND FINAL DIVIDEND PAYMENT DATE

The register of Members will be closed from Thursday, 27 May 2021 to Friday, 28 May 2021 (both days inclusive), during which period no transfer of Shares will be effected in order to determine the entitlement to the final dividend. All share transfers accompanied by the relevant share certificates, must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 26 May 2021.

The proposed final dividend which shall be subject to Shareholders' approval at the forthcoming AGM of the Company to be held on Friday, 21 May 2021. The final dividend is expected to be paid on or around Friday, 11 June 2021 to those Shareholder whose names appeared on the Hong Kong register of members of the Company at the close of business on Friday, 28 May 2021.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

GENERAL

Your attention is drawn to the information set out in the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares of up to a maximum of 10% of the total number of Shares in issue as at the date of passing the Repurchase Resolution.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 329,234,000 Shares. Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 32,923,400 Shares representing not more than 10% of the total number of Shares in issue as at the Latest Practicable Date.

2. REASONS FOR THE REPURCHASE

Although the Directors have no present intention of repurchasing any Shares, the Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING AND IMPACT OF REPURCHASE

In repurchasing Shares, the Company may only apply funds which are legally available under the applicable laws and regulations of the Cayman Islands, the Articles and the Listing Rules for such purpose.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the Company's annual report for the year ended 31 December 2020 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange since the Listing Date up to and including the Latest Practicable Date were as follows:

Month	Share Prices	
	Highest (HK\$)	Lowest (HK\$)
2020		
May	6.140	5.000
June	6.700	5.030
July	6.290	5.030
August	6.090	5.110
September	6.120	5.060
October	5.300	4.810
November	5.810	4.900
December	8.900	5.420
2021		
January	10.100	8.220
February	10.640	8.390
March	11.280	8.120
April (up to the Latest Practicable Date)	12.240	9.880

5. EFFECTS OF THE TAKEOVERS CODE

Repurchase of Shares may result in an increase in the proportionate interests of a Shareholder in the voting rights of the Company and such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

As at the Latest Practicable Date, so far as is known to any Director or chief executive of the Company, the following parties had an interest in the Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept under Section 336 of the SFO:

Name	Beneficial interests	Number of shares		Total	Approximate	Approximate
		Spousal interests	Corporate interests		percentage of the issued share capital of the Company as at the Latest Practicable Date	percentage of the issued share capital of the Company if the Repurchase Mandate is exercised in full
Dr Jørgensen	176,877,000	294,100	-	177,171,100	53.81%	59.79%
Dr Susanne Jørgensen	294,100	176,877,000	-	177,171,100	53.81%	59.79%

In the event that the Directors shall exercise in full the Repurchase Mandate, the total interests of the above Shareholders would be increased to approximately the percentages shown in the last column of the above table and such increase will not give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code and will not reduce the number of Shares held by the public to be less than 25% of the total issued Shares.

6. SHARE REPURCHASES MADE BY THE COMPANY

No repurchases of Shares had been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

7. DIRECTOR'S UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Memorandum and Articles, the laws of Hong Kong and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders.

8. CORE CONNECTED PERSON

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

The following set out the details of the retiring Directors and, being eligible, will offer themselves for re-election at the AGM pursuant to Article 109(a) of the Articles.

Executive Director

Dr. Ralf-Christian Lerche, aged 53, is an executive Director and senior vice president, medical affairs (Germany) of the Company. He has worked with the Group since April 2005 and was appointed an executive Director on 25 March 2019, and is primarily responsible for supervising and overseeing the recruitment of surgeons and conservative ophthalmologists, handling patients' complaints and advising on medical trends and practices. He also moderates the discussion and scientific round at the Group's annual doctors meeting and oversees the Group's medical operations. Dr Lerche is a freelancer and has entered into a contract for service with the Group.

Dr Lerche has over 20 years of experience as a practicing ophthalmologist. Since October 1998, he has been a consultant in ophthalmology at Ärztekammer Hamburg, a medical association which represents the medical profession in Hamburg, Germany. He was also a senior doctor in the university eye clinic of Otto-von-Guericke University Magdeburg, Germany from July 2000 to August 2002. From September 2002 to March 2005, he was a senior doctor and head of department for refractive surgery at the university eye clinic of the University of Hamburg, Germany. Since April 2005, he has been a self-employed ophthalmologist in Hamburg, Germany and has been working at Dr Jørgensen & Partners, an eye clinic which specialises in corneal and cataract surgery. Since June 2007, he has been an associate medical director at EuroEyes AugenLaserZentrum Hannover GmbH, a subsidiary of the Company. In July 2013, he founded Ophthalmologikum Dres. Jørgensen Lerche Galambos Klär-Dißars GmbH, an eye clinic which specialises in general and retinal ophthalmology. In March 2016, Dr Lerche further founded MVZ Ophthalmologikum Eidelstedt GmbH, an eye clinic which specialises in general and retinal ophthalmology in Hamburg, Germany. He became the president of Association of Specialty Clinics for Eye Laser and Refractive Surgery (VSDAR) in January 2018.

Dr Lerche obtained his medical degree in Ophthalmology from University of Göttingen, Germany in October 1995 and became a qualified medical doctor in Hamburg, Germany in February 1996. He further obtained his habilitation degree in Ophthalmology from the University of Hamburg, Germany in February 2005 and was recognised as an associate professor who is capable of conducting self-contained university teaching in April 2005.

Save as disclosed above, Dr. Lerche did not hold directorship in other listed public companies in the past three years or any position with the Company or other members of the Group.

Dr. Lerche's letter of appointment as a Director provides for a fixed term of two years and he is also subject to the rotational retirement and re-election requirements at annual general meeting pursuant to the Articles. He is currently entitled to a Director's fee of approximately HKD30,000 per month under his letter of appointment. For the financial year ended 31 December 2020, his emoluments (including salary, bonus, allowances and other benefits) of approximately HKD360,000 from the Group.

Dr. Lerche does not have any relationship with any Director, senior management of the Company, substantial Shareholder or controlling Shareholder. As at the Latest Practicable Date, Dr. Lerche was interested in 3,101,000 Shares within the meaning of Part XV of the SFO.

Dr. Lerche has not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and save as disclosed above, there are no other matters in relation to Dr. Lerche that need to be brought to the attention of the Shareholders.

The remuneration of Dr. Lerche as a Director is to be reviewed and determined by the Board with the authorisation granted by the Shareholders at the Annual General Meeting with reference to his duties and responsibilities with the Company, the prevailing market conditions and the Company's performance.

Non-executive Director

Mr. Marcus Huascar Bracklo, aged 56, is a non-executive Director and strategic advisor of the Company and he is also a member of the Audit Committee. He first joined the Group in July 2012 and was appointed a non-executive Director on 25 March 2019, and is primarily responsible for advising on strategy and business development of the Group. He is also a director of Shanghai Deshijia, a subsidiary of the Company.

Mr Bracklo has over 25 years of experience in the healthcare sector, specialising in corporate finance, accounting and mergers and acquisitions. From October 1987 to August 1998, he worked at Price Waterhouse ("PW"), now known as PricewaterhouseCoopers ("PwC"), starting as a trainee accountant, and was admitted to partnership in June 1997. From April to December 1992, he was seconded to the Directorate for Financial and Enterprise Affairs of Organisation of Economic Co-operation and Development, being primarily responsible for providing privatisation and accounting reform advice in central and eastern Europe. In October 1998, he was admitted to the partnership of Arthur Andersen as their head of healthcare in Europe during which he was primarily responsible for cross-border mergers and acquisitions in the healthcare industry. From December 2001 to September 2007, he was a managing director of the investment bank Sal. Oppenheim. Jr. & Cie. AG & Co. KgaA and a member of their investment banking committee where he was primarily responsible for their investment banking business in the healthcare industry. He is a director of Baigo Capital GmbH, an advisory and investment firm specialising in the healthcare sector, which he founded in October 2008, the chief executive officer of Vanguard AG, a re-processor of medical devices and non-executive chairman of Lohfert & Lohfert AG, a healthcare consultancy firm.

Mr Bracklo obtained his Bachelor's degree in Economic Science from the University College London, United Kingdom in August 1986. He further obtained his Master's degree in Economic Science from the London School of Economics, United Kingdom in November 1987. He became a chartered accountant in the United Kingdom in 1990 and was appointed a German public auditor (Wirtschaftsprüfer) in Germany in January 1995.

Save as disclosed above, Mr. Bracklo did not hold any directorship in other listed public companies in the last three years.

Mr. Bracklo's letter of appointment as a Director provides for a fixed term of two years and he is also subject to the rotational retirement and re-election requirements at annual general meeting pursuant to the Articles. He is currently entitled to a Director's fee of approximately HKD30,000 per month under his letter of appointment. For the financial year ended 31 December 2020, his emoluments (including salary, bonus, allowance and other benefits) of approximately HKD360,000 from the Group.

Mr. Bracklo does not have any relationship with any Director, senior management of the Company, substantial Shareholder or controlling Shareholder. As at the Latest Practicable Date, Mr. Bracklo was interested in 238,000 Shares within the meaning of Part XV of the SFO.

Mr. Bracklo has not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and save as disclosed above, there are no other matters in relation to Mr. Bracklo that need to be brought to the attention of the Shareholders.

The remuneration of Mr. Bracklo as a Director is to be reviewed and determined by the Board with the authorisation granted by the Shareholders at the Annual General Meeting with reference to his duties and responsibilities with the Company, the prevailing market conditions and the Company's performance.

Independent non-executive Directors

Mr. Philip Duncan Wright, aged 67, was appointed as an independent non-executive Director of the Company on 25 March 2019 and is the chairman of Audit Committee and a member of Nomination Committee. He is mainly responsible for financial oversight and supervising and providing independent advice to the Board.

Mr Wright has more than 35 years of experience in the fields of accounting and finance. He has been a member of the Institute of Chartered Accountants in England and Wales since January 1979. He was formerly a partner of PW from July 1987 to June 1998 and of PwC from July 1998 to December 2011. During his time with PW and PwC, Mr Wright had experience in corporate finance and recovery, as well as assurance and audit matters, which included preparing and reviewing the financial statements of public bodies and companies regularly. During his time with PW in Germany, he served as partner in charge of corporate finance and recovery from August 1990 to August 1994, and partner in charge of Berlin from July 1993 to

August 1994 and partner in charge of business development for assurance and audit of PwC Europe from September 1994 to June 1998. At PwC, he served as partner in charge of corporate finance and recovery in Europe, Middle East and Africa from July 1998 to September 2000, partner in charge of global corporate finance and recovery as well as a member of the Global Executive of PwC from October 2000 to October 2003. From November 2003, Mr Wright became a global relationship partner of PwC UK and was the chairman of their non-executive director program up until December 2011 when he retired from the partnership of PwC.

Mr Wright has vast experience in assuming public and charitable roles which have included several positions in various public bodies in the public health sector. He served as a non-executive director of the National Health Service (“NHS”) London (Strategic Health Authority) from October 2009 to July 2010. Thereafter, he assumed the positions of non-executive director and the chair of the audit committee of Barts and the London NHS Trust from November 2010 to March 2012 and then assumed the same positions in Barts Health NHS Trust, from April 2012 to March 2015. From April 2015 to August 2015, Mr Wright served as acting chairman of Barts Health NHS Trust. He was also a trustee and director of The Common Purpose Charitable Trust, a charity and social enterprise based in the United Kingdom which is engaged in leadership management from May 2007 to January 2018. Mr Wright was a council member of Goldsmiths College, University of London, from March 2012 to August 2017 and the chairman of their audit committee from September 2013 to August 2017. From February 2009 to October 2015, Mr Wright was also the chairman and director of Digital Theatre.com Limited, a company which is engaged in the online media sector.

Mr Wright has been a non-executive director and chair of the audit committee of Allia Limited, a communal benefit society, since October 2012. He is also a non-executive director and the chairman of the audit committee of Retail Charity Bonds Plc, which is a listed bond company that helps charitable organisations to raise unsecured loan finance since March 2014 and a non-executive director of Beyond Food Community Interest Company, a social enterprise, since April 2016.

The major duties of the audit committees of the public bodies and companies named above include, among other things, reviewing financial statements and management response to the findings of internal and external auditors; monitoring and ensuring the effectiveness of the risk management, internal control and governance arrangements.

Mr Wright obtained his Bachelor of Arts degree from Christ Church of the University of Oxford in the United Kingdom in July 1975 and was conferred a Master of Arts degree from the same university in May 1980.

Save as disclosed above, Mr. Wright did not hold any directorship in other listed public companies in the last three years.

Mr. Wright's letter of appointment as a Director provides for a fixed term of two years and he is also subject to the rotational retirement and re-election requirements at annual general meeting pursuant to the Articles. He is entitled to a Director's fee of approximately HKD30,000 per month under his letter of appointment. For the financial year ended 31 December 2020, his emoluments (including salary, bonus, allowance and other benefits) of approximately HKD360,000 from the Group.

Mr. Wright does not have any relationship with any Director, senior management of the Company, substantial Shareholder or controlling Shareholder. As at the Latest Practicable Date, Mr. Wright did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Wright has not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and save as disclosed above, there are no other matters in relation to Mr. Wright that need to be brought to the attention of the Shareholders.

The remuneration of Mr. Wright as a Director is to be reviewed and determined by the Board with the authorisation granted by the Shareholders at the Annual General Meeting with reference to his duties and responsibilities with the Company, the prevailing market conditions and the Company's performance.

Ms. Katherine Rong Xin, aged 57, was appointed as an independent non-executive Director of the Company on 12 April 2021 and is a member of both of the Remuneration Committee and the Nomination Committee. She is mainly responsible for supervising and providing independent advice to the Board.

Ms. Xin has been a professor of management since September 2001 and Associate Dean since 2011 at the China Europe International Business School (中歐國際工商學院). From August 2006 to December 2009, Ms. Xin worked as a professor of management in the Faculty of IMD, Lausanne, Switzerland. She worked as an associate professor of Management from September 1999 to August 2001 at The Hong Kong University of Science and Technology. From September 1995 to August 1999, she served as an assistant professor of management at the University of Southern California. Ms. Xin served as an independent director in Shanghai Blossom Hill Hotel Management Co. Ltd., (上海布洛斯酒店管理有限公司), a company mainly engaged in boutique hotel management in China under the Blossom Hill (花間堂) brand, from March 2012 to April 2017. She is currently an independent non-executive director of Fosun Tourism Group (Stock Code: 1992, the issued shares of which are listed and traded on Main Board of the Stock Exchange of Hong Kong Limited) and E Fund Management Co. Ltd. (a company established in Guangzhou, China with limited liability) in Guangzhou, China, respectively.

Ms. Xin was awarded the Chinese Most Cited Researchers by Elsevier, a global provider of scientific, technical, and medical information, for six consecutive years from 2014 to 2019.

Ms. Xin graduated from Anhui University (安徽大學) in July 1984 with a bachelor's degree in English. She received a master's degree in applied linguistics from Graduate University of Chinese Academy of Sciences (中國科學院研究生院) in July 1986, and a master's degree in business administration from California State University in June 1991. She obtained a doctor's degree in business administration from the University of California in June 1995.

Save as disclosed above, Ms. Xin did not hold any directorship in other listed public companies in the last three years.

Ms. Xin's letter of appointment as a Director provides for a fixed term of two years and she is also subject to the rotational retirement and re-election requirements at annual general meeting pursuant to the Articles. She is entitled to a Director's fee of HKD30,000 per month under her letter of appointment.

Ms. Xin does not have any relationship with any Director, senior management of the Company, substantial Shareholder or controlling Shareholder. As at the Latest Practicable Date, Ms. Xin did not have any interest in the Shares within the meaning of Part XV of the SFO. Ms. Xin has not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and save as disclosed above, there are no other matters in relation to Ms. Xin that need to be brought to the attention of the Shareholders.

The remuneration of Ms. Xin as a Director is to be reviewed and determined by the Board with the authorisation granted by the Shareholders at the Annual General Meeting with reference to his duties and responsibilities with the Company, the prevailing market conditions and the Company's performance.

NOTICE OF ANNUAL GENERAL MEETING

The logo for EuroEyes, featuring the word "EuroEyes" in white sans-serif font on a dark blue rectangular background.

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of EuroEyes International Eye Clinic Limited will be held at Pacific Room, 16/F, Tower 5, The Gateway, Harbour City, 15 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 21 May 2021 at 4:00 p.m., for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries, and the Reports of the Directors and the Independent Auditor for the financial year ended 31 December 2020.
2. To approve and declare a final dividend of HK\$0.02988 per share for the year ended 31 December 2020.
3.
 - (i) To re-elect Dr. Ralf-Christian Lerche as an executive director;
 - (ii) To re-elect Mr. Marcus Huascar Bracklo as a non-executive director;
 - (iii) To re-elect Mr. Philip Duncan Wright as an independent non-executive director;
 - (iv) To re-elect Ms. Katherine Rong Xin as an independent non-executive director;
and
 - (v) To authorize the board of directors to fix the respective directors' remuneration.
4. To re-appoint PricewaterhouseCoopers as Auditor and to authorize the Board of Directors to fix the Auditor's remuneration.

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) a general mandate be and is hereby unconditionally given to the Directors during the Relevant Period (as hereinafter defined) to issue, allot and dispose of such number of additional shares of the Company not exceeding 20% of the total number of shares of the Company in issue at the date of the passing of this ordinary resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this ordinary resolution), such mandate to include the granting of offers, options, warrants or rights to subscribe for, or to convert any securities (including bonds and convertible debentures) into, shares of the Company which might be exercisable or convertible during or after the Relevant Period; and
- (b) for the purposes of this ordinary resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or applicable laws to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”
6. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the maximum number of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of shares of the Company in issue at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this ordinary resolution), and the said approval shall be limited accordingly; and
 - (c) for the purposes of this ordinary resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or applicable laws to be held; or
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”
7. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the ordinary resolutions no. 5 and 6 set out in this notice, the general mandate granted to the Directors to issue, allot and dispose of such number of additional shares of the Company pursuant to ordinary resolution no. 5 set out in this notice be and is hereby extended by the addition thereto of such number of shares of the Company repurchased or agreed to be repurchased by the Company under the authority granted pursuant to ordinary resolution no. 6 set out in this notice, provided that such number of shares of the Company shall not exceed 10% of the total number of shares of the Company in issue at the date of the passing of this ordinary resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the date of the passing of this ordinary resolution).”

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

Hong Kong, 21 April 2021

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the Annual General Meeting shall be entitled to appoint person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Annual General Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's share registrar in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.
5. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in a case where the meeting was originally held within 12 months from such date.
6. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. An explanatory statement as required by the Listing Rules in connection with the repurchase mandate under resolution No. 6 above is enclosed in the circular of the Company dated 21 April 2021.
8. The register of members of the Company will be closed from Monday, 17 May 2021 to Friday, 21 May 2021 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for entitlement to attend and vote at the Annual General Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Friday, 14 May 2021.
9. The proposed final dividend which shall be subject to Shareholders' approval at the forthcoming AGM of the Company to be held on Friday, 21 May 2021. The final dividend is expected to be paid on or around Friday, 11 June 2021 to those Shareholders whose names appeared on the Hong Kong register of members of the Company at the close of business on Friday, 28 May 2021.
10. A proxy form of the Annual General Meeting is enclosed in the circular of the Company dated 21 April 2021.
11. Arrangements for COVID-19: To safeguard the health and safety of Shareholders and to prevent the spreading of COVID-19, the following precautionary measures will be implemented at the Annual General Meeting:
 - (1) Compulsory temperature screening/checks;
 - (2) Wearing of surgical face mask; and
 - (3) No provision of refreshments or drinks.

NOTICE OF ANNUAL GENERAL MEETING

Attendees who do not comply with the precautionary measures referred to in (1) and (2) above may be denied entry to the Annual General Meeting venue, at the absolute discretion of the Company as permitted by the laws of Hong Kong. For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the Annual General Meeting by appointing the chairman of the Annual General Meeting as their proxy and to return their proxy forms by the time specified above, instead of attending the Annual General Meeting in person.

12. In the event that a gale warning (tropical cyclone no. 8 or above) is hoisted, or “extreme conditions” caused by a super typhoon exists, or black rainstorm warning is in effect at any time between 9:00 a.m. and 10:30 a.m. on the day of the Annual General Meeting, the Annual General Meeting will be automatically postponed to a later date. In this event, the Company will, as soon as practicable, post an announcement on its website and on the website of the Stock Exchange to notify the Shareholders that the Annual General Meeting has been postponed (however, a failure to post such an announcement shall not affect the automatic postponement of the Annual General Meeting). The Shareholders may also call the Company at (852) 2111 3956 to enquire whether the Annual General Meeting has been cancelled. When the date, time and location of the rescheduled Annual General Meeting has been fixed, the Company will post a further announcement on its website and on the website of the Stock Exchange to notify the Shareholders of the date, time and location of the rescheduled Annual General Meeting. At least seven clear days’ notice shall be given of the rescheduled Annual General Meeting. The Shareholders should in any event exercise due care and caution when deciding to attend the above Annual General Meeting in adverse weather conditions.

As at the date of this notice, the Board comprises Dr. Jørn Slot Jørgensen, Dr. Markus Braun, Dr. Ralf-Christian Lerche, Mr. Jannik Jonas Slot Jørgensen 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.