
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.

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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)

**(1) GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES;
(2) DECLARATION AND PAYMENT OF A FINAL DIVIDEND;
(3) RE-ELECTION OF RETIRING DIRECTORS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of EuroEyes International Eye Clinic Limited to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong, on Friday, 6 June 2025 at 4:00 p.m. is set out on pages AGM-1 to AGM-5 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.com>).

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, 17/F, Far East Finance Centre, 16 Harcourt Road, 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, 4 June 2025 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.

There will be no distribution of gifts or service of refreshment at the annual general meeting.

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

25 April 2025

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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 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 6 June 2025 at 4:00 p.m. or any adjournment thereof, the notice of which is set out on pages AGM-1 to AGM-5 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 (excluding treasury 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”	15 April 2025, 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
“PRC” or “China”	The People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“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 (excluding treasury shares) in issue as at the date of passing of the relevant resolution granting such mandate
“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

DEFINITIONS

“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
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“UK”	the United Kingdom of Great Britain and Northern Ireland
“US\$”	United States dollars, the lawful currency of the United States of America
“USA”	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

Mr. Jannik Jonas Slot Jørgensen

Prof. Dan Zoltan Reinstein

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:

3rd Floor, Plaza 2000

2-4 Russell Street

Causeway Bay

Hong Kong S.A.R of China

25 April 2025

To the Shareholders

Dear Sir or Madam,

- (1) GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES;
(2) DECLARATION AND PAYMENT OF A FINAL DIVIDEND;
(3) RE-ELECTION OF RETIRING DIRECTORS;
AND
(4) 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 annual general meeting of the Company held on 6 June 2024, 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 the approval of the Shareholders for the resolution approving the Issuance Mandate to be proposed at the AGM.

As at the Latest Practicable Date, the total number of Shares in issue was 320,706,000 Shares. Subject to the passing of the ordinary resolution approving the Issuance Mandate and on the basis that no further Shares will be issued prior to the AGM, the Company will be allowed under the resolution approving the Issuance Mandate to issue a maximum of 64,141,200 Shares, representing 20% of the total number of Shares (excluding treasury shares) in issue as at the Latest Practicable Date. The Issuance Mandate will continue in force until the earliest of 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. 5 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 annual general meeting of the Company held on 6 June 2024, 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 resolution approving the Repurchase Mandate to be proposed at the AGM.

As at the Latest Practicable Date, the total number of Shares in issue was 320,706,000 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 32,070,600 Shares, representing 10% of the total number of Shares (excluding treasury shares) in issue as at the Latest Practicable Date. The Repurchase Mandate will continue in force until the earliest of 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. 6 of the notice of the AGM.

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 information reasonably necessary to the Shareholders to enable them 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\$0.0297 per Share for the year ended 31 December 2024 subject to approval by the Shareholders at the AGM. The final dividend, if approved by the Shareholders at the AGM, will be paid on or around Friday, 27 June 2025 to those Shareholders whose names appear on the register of members of the Company on Friday, 13 June 2025. 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, Mr. Jannik Jonas Slot Jørgensen, Prof. Dan Zoltan Reinstein, Mr. Marcus Huascar Bracklo, Mr. Hans Helmuth Hennig, Mr. Philip Duncan Wright and Ms. Katherine Rong Xin.

Pursuant to Article 109(a) of the Articles, at each annual general meeting of the Company, 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, Prof. Dan Zoltan Reinstein (“**Prof. Reinstein**”), Mr. Marcus Huascar Bracklo (“**Mr. Bracklo**”) and Mr. Hans Helmuth Hennig (“**Mr. Hennig**”) shall retire by rotation at the AGM. Accordingly, all of the above three retiring Directors, being eligible, will offer themselves for re-election at the AGM.

Recommendation by the Nomination Committee with respect of the re-election of the Directors, particularly the independent non-executive Director

Recommendations to the Board for the proposal for re-election of the aforesaid retiring 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.

LETTER FROM THE BOARD

Pursuant to the code provision B.3.4(a) of Appendix C1 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. Hennig remains independent; (ii) the Nomination Committee has assessed and is satisfied of the independence of Mr. Hennig; and (iii) the Board considers that Mr. Hennig remains independent of management and free of any relationship which could materially interfere with the exercise of his independent judgment.

The Nomination Committee, after having considered a range of diversity perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, as set out in the board diversity policy of the Company, considers that Mr. Hennig can contribute to the diversity of 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, Prof. Reinstein, Mr. Bracklo and Mr. Hennig for re-election at the AGM.

The brief biographies of Prof. Reinstein, Mr. Bracklo and Mr. Hennig, being the Directors proposed to be re-elected at the AGM, and the perspectives, skills and experience that they can bring to the Board, are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Central, Hong Kong on Friday, 6 June 2025 at 4:00 p.m. is set out on pages AGM-1 to AGM-5 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.

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.com>). 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, 17/F, Far East Finance Centre, 16 Harcourt Road, 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 and in such event, the proxy form shall be deemed to be revoked.

LETTER FROM THE BOARD

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.

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 Tuesday, 3 June 2025 to Friday, 6 June 2025 (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, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Monday, 2 June 2025.

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, 12 June 2025 to Friday, 13 June 2025 (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, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 11 June 2025. The proposed final dividend which shall be subject to Shareholders' approval at the forthcoming AGM of the Company to be held on Friday, 6 June 2025. The final dividend is expected to be paid on or around Friday, 27 June 2025 to those Shareholder whose names appeared on the register of members of the Company in Hong Kong at the close of business on Friday, 13 June 2025.

The proposed final dividend shall be subject to the Shareholders' approval at the AGM to be held on Friday, 6 June 2025. The final dividend is expected to be paid on or around Friday, 27 June 2025 to those Shareholder whose names appear on the register of members of the Company in Hong Kong at the close of business on Friday, 13 June 2025.

LETTER FROM THE BOARD

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 AND MISCELLANEOUS

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

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

This Appendix serves as an explanatory statement that relates to resolution no. 6, as required by the Listing Rules, to provide requisite information to the Shareholders to enable them to make an informed decision on whether to vote for or against such resolution.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 320,706,000 Shares. Subject to the passing of the ordinary resolution and on the basis that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 32,070,600 Shares representing 10% of the total number of Shares in issue as at the Latest Practicable Date.

2. REASONS FOR THE REPURCHASE AND STATUS OF REPURCHASED SHARES UNDER REPURCHASE MANDATE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole and will provide the Directors the flexibility to repurchase Shares in the market when appropriate and beneficial to the Company.

The Company has no present intention whether it may cancel the Shares it purchased through the Repurchase Mandate and/or hold them as treasury shares. The Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the repurchase, resolve to cancel the Shares repurchased or hold them as treasury shares. Shares repurchased for cancellation may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share. Conversely, Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Memorandum, the Articles and the applicable laws of the Cayman Islands. Share repurchases under Repurchase Mandate will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING AND IMPACT OF REPURCHASE

In repurchasing Shares, the Company shall only apply funds which are legally available under the applicable laws and regulations of the Cayman Islands, the Memorandum, 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 2024 in the event that the Repurchase Mandate is 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 during the twelve months preceding the Latest Practicable Date were as follows:

Month	Share Prices	
	Highest (HK\$)	Lowest (HK\$)
2024		
May	5.820	5.100
June	5.320	4.840
July	5.390	4.810
August	5.100	4.100
September	4.800	4.300
October	4.840	4.300
November	4.520	4.010
December	4.150	3.740
2025		
January	3.900	3.200
February	3.590	3.090
March	3.500	3.070
April (up to the Latest Practicable Date)	3.350	2.860

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 percentage of the total number of issued Shares as at the Latest Practicable Date	Approximate percentage of the total number of issued Shares if the Repurchase Mandate is exercised in full
		Spousal interests	Corporate interests			
Dr. Jørn Slot Jørgensen	179,899,000	379,100	4,007,000	184,285,100	57.46%	63.85%
Dr. Susanne Jørgensen (Note)	379,100	183,906,000	–	184,285,100	57.46%	63.85%

Note: Dr. Susanne Jørgensen is the spouse of Dr. Jørn Slot Jørgensen, and Dr. Susanne Jørgensen was therefore deemed to be interested in the Shares in which Dr. Jørn Slot Jørgensen was interested under Part XV of the SFO.

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. To the best knowledge of the Directors, the Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code to make a mandatory offer and/or will reduce the number of Shares held by the public to fall below the prescribed minimum percentage of 25% of the total issued Shares as required under the Listing Rules.

6. SHARE REPURCHASES MADE BY THE COMPANY

The repurchase of a total of 9,624,000 Shares were made by the Company on the Stock Exchange in the six months prior to the Latest Practicable Date, details of which are set out in the table below:

Date	Number of Shares repurchased	Highest price per Share (HK\$)	Lowest price per Share (HK\$)	Aggregate Purchase Price (HK\$)
4 October 2024	100,000	4.80	4.79	479,800
7 October 2024	19,000	4.70	4.70	89,300
8 October 2024	84,000	4.80	4.70	399,800
16 October 2024	130,000	4.70	4.69	610,880
23 October 2024	240,000	4.72	4.70	1,132,320
24 October 2024	491,000	4.80	4.70	2,334,650

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

Date	Number of Shares repurchased	Highest price per Share (HK\$)	Lowest price per Share (HK\$)	Aggregate Purchase Price (HK\$)
28 October 2024	99,000	4.70	4.68	465,160
29 October 2024	151,000	4.60	4.45	684,270
30 October 2024	50,000	4.50	4.50	225,000
31 October 2024	59,000	4.40	4.39	259,500
1 November 2024	370,000	4.50	4.45	1,661,460
5 November 2024	425,000	4.42	4.37	1,872,910
6 November 2024	100,000	4.35	4.33	434,960
8 November 2024	304,000	4.26	4.26	1,295,040
11 November 2024	192,000	4.35	4.25	823,940
14 November 2024	151,000	4.25	4.20	640,140
18 November 2024	200,000	4.30	4.20	847,500
25 November 2024	153,000	4.28	4.20	650,900
28 November 2024	50,000	4.15	4.14	207,460
4 December 2024	36,000	4.12	4.12	148,320
6 December 2024	300,000	4.13	4.10	1,234,660
9 December 2024	50,000	4.00	3.98	199,980
10 December 2024	162,000	4.02	4.00	648,880
13 December 2024	100,000	4.00	4.00	400,000
17 December 2024	150,000	4.00	3.96	599,170
19 December 2024	180,000	4.00	3.90	715,430
23 December 2024	61,000	4.00	4.00	244,000
30 December 2024	6,000	3.95	3.94	23,650
3 January 2025	400,000	3.90	3.80	1,539,420
8 January 2025	50,000	3.80	3.79	189,900
10 January 2025	1,300,000	3.85	3.68	4,876,560
14 January 2025	1,000,000	3.51	3.50	3,508,000
15 January 2025	100,000	3.50	3.50	350,000
16 January 2025	48,000	3.50	3.50	168,000
17 January 2025	413,000	3.50	3.40	1,419,040
23 January 2025	1,150,000	3.35	3.25	3,788,210
27 January 2025	750,000	3.38	3.28	2,491,990
Total	9,624,000	–	–	37,660,200

7. DIRECTORS EXERCISE THE POWER OF THE COMPANY TO MAKE REPURCHASE

The Directors will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Memorandum, the Articles, the laws of Hong Kong and the applicable laws of the Cayman Islands.

8. DIRECTORS, THEIR ASSOCIATES AND CORE CONNECTED PERSON

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.

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.

9. COMPANY'S CONFIRMATION

To the best knowledge of the Company, the Company confirms that neither the explanatory statement nor the Repurchase Mandate has any unusual features.

DIRECTORS PROPOSED TO BE RE-ELECTED

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

Executive Director

Prof. Dan Zoltan Reinstein, aged 62, has been acting as an executive Director since 8 July 2022.

Prof. Reinstein has been a director of London Vision Clinic Partners Limited (“**LVCPL**”) and London Vision Clinic Training Limited (“**LVCTL**”), both are indirect wholly-owned subsidiaries of the Company.

Prof. Reinstein is the founder and has been the medical director of London Vision Clinic Limited since 2002, and has been the Lead Refractive Surgery Consultant for Carl Zeiss Meditec since 2001. He has been a professor at Columbia University Irving Medical Center, New York, the USA since 2010, a professor at Ulster University, in the UK since 2015 and a professor at Sorbonne University, France since 1999. Prof. Reinstein has garnered worldwide reputation for his inventions and major contributions to the refractive surgery field, including the invention of the PRESBYOND[®] Laser Blended Vision treatment as commercialized by Carl Zeiss Meditec for reading vision in ageing eyes (presbyopia) which is designed to treat patients from the age of 40 years old, who have developed presbyopia (decreased ability to read up close). PRESBYOND[®] provides an additional method of treating younger patients with presbyopia by a LASIK procedure, which avoids the need to perform surgery inside the eye to replace the natural lens.

Prof. Reinstein is also a bioengineering pioneer, inventor and developer in the field of layered corneal mapping and imaging and biometry. In 1991, he was the first to map the epithelium of the cornea having developed very high-frequency digital ultrasound scanning technology at Cornell University, USA, for this purpose and which is now commercially available world-wide as the ArcScan Insight 100 robotic scanner. His Insight 100 technology, as well as more recent optical coherence tomography (OCT) devices enable superior diagnostic capabilities to improve the safety and accuracy of both laser corneal and Implantable Collamer Lens (ICL) surgery. Application of his patented biometric technologies has resulted in major contributions to the clinical and scientific development of both LASIK and SMILE. His authoritative textbook “The Surgeon’s Guide to SMILE” was published in April 2018. Prof Reinstein is an editor for the Therapeutic Refractive Surgery section of the Journal of Refractive Surgery and has published over 206 peer-reviewed papers, a majority in the area of corneal imaging and biometry with OCT and very high-frequency digital ultrasound scanning using the Artemis Insight 100 technology, which he coinvented while at Cornell University in the early 1990s. He has developed a novel formula that enhances the safety of the ICL based on Insight 100 robotic scanning. Prof Reinstein is amongst the most scientifically published clinician scientists in the field of corneal laser surgery as well as being recognized as one of the leading surgeons in Therapeutic Refractive Surgery.

Prof Reinstein graduated in 1989 from the University of Cambridge School of Clinical Medicine, the UK. He was awarded the Waring Medal in 2006, the Kritzingner Award in 2013, the International Society of Refractive Surgery President's Award and the Senior Achievement Award from the America Academy of Ophthalmology in 2020.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Prof. Reinstein was deemed to be interested in 2,424,000 Shares (which comprised 1,623,000 Shares held in his personal capacity and 801,000 Shares held by his spouse, Dr Ursula Inge Reinstein), representing approximately 0.76% of the issued share capital of the Company.

Prof. Reinstein has entered into a service agreement with the Company for an initial term of two years commencing from 8 July 2022, and shall thereafter be renewed for successive two year terms unless otherwise agreed between Prof. Reinstein and the Company or terminated in accordance with the service agreement. Prof. Reinstein is subject to retirement by rotation and re-election at the annual general meeting pursuant to the Articles. Pursuant to the service agreement, Prof. Reinstein will receive the director's fee of approximately HK\$30,000 per month, which is determined after considering the recommendations from the Remuneration Committee and taking account of his qualifications and working experience, as well as the prevailing market conditions and the Company's policy. In addition, he is entitled to, in his capacity as a director of both LVCPL and LVCTL, a basic annual salary HK\$5,628,000 under his service contract with both of LVCPL and LVCTL. For the year ended 31 December 2024, his emoluments (including salary, bonus, allowances and other benefits) were approximately HK\$5,988,000.

Saved as disclosed above, as at the Latest Practicable Date, Prof. Reinstein (i) does not have any other major appointments and professional qualifications; (ii) has not held any other directorships in any public companies which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) has not held any other positions in the Company and other members of the Group; and (iv) does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (within the meaning of the Listing Rules).

Save as disclosed above, there is nothing which needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules in respect of Prof. Reinstein's re-election.

Non-Executive Director

Mr. Marcus Huascar Bracklo, aged 60, 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 as a non-executive Director on 25 March 2019, and is primarily responsible for advising on strategy and business development of the Group.

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, now known as PricewaterhouseCoopers, 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, and was 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. He also serves as a non-executive director on the board of Vanguard AG, a re-processor of medical devices and he is 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 public auditor (Wirtschaftsprüfer) in Germany in January 1995.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Bracklo was deemed to be interested in 928,000 Shares (which comprised 273,000 Shares held in his personal capacity and 655,000 Shares held by Baigo Capital GmbH, a company wholly owned by Mr. Bracklo), representing approximately 0.29% of the issued share capital of the Company.

Mr. Bracklo has entered into a letter of appointment with the Company for an initial term of two years commencing from 25 March 2019, and shall thereafter continue on a month to month basis unless otherwise agreed between Mr. Bracklo and the Company or terminated in accordance with the letter of appointment. Mr. Bracklo is subject to retirement by rotation and re-election at the annual general meeting pursuant to the Articles. Pursuant to the letter of appointment, Mr. Bracklo will receive the director's fee of approximately HK\$105,000 per month, which is determined after considering the recommendations from the Remuneration

Committee and taking account of his qualifications and working experience, as well as the prevailing market conditions and the Company's policy. For the year ended 31 December 2024, his emoluments (including salary, bonus, allowances and other benefits) were approximately HK\$2,629,000.

Save as disclosed above, as at the Latest Practicable Date, Mr. Bracklo (i) does not have any other major appointments and professions; (ii) has not held any other directorships in any public companies which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) has not held any other positions in the Company and other members of the Group; and (iv) does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (within the meaning of the Listing Rules).

Save as disclosed above, there is nothing which needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules in respect of Mr. Bracklo's re-election.

Independent non-executive Director

Mr. Hans Helmuth Hennig, aged 67, has been acting as an independent non-executive Director since 25 March 2019 and is the chairman of the Remuneration Committee and a member of the Audit Committee. He is mainly responsible for providing independent judgment to bear on policy, performance, accountability, key appointments and standard of conduct of the Group. Mr. Hennig worked with Jebsen & Co. Ltd. ("**Jebsen**"), a privately-held marketing, distribution and investment company established in Greater China, from September 1983 to May 2020. In May 1990, Mr. Hennig was promoted to the role of General Manager-Corporate Development of Jebsen where he was responsible for developing the business strategy of the Group. He was then further appointed as a director of the board of directors of Jebsen in January 1994. In January 1997, Mr. Hennig became group deputy managing director of Jebsen up until March 2000, with his last position as group managing director of Jebsen, where he was responsible for the overall business operations, strategies and development of Jebsen.

Mr. Hennig graduated with his Danish Studentereksamen (high school diploma equivalent) from Deutsches Gymnasium für Nordschleswig, Aabenraa, Denmark in June 1977. He further completed the thirty-fifth executive development program at the executive development centre of the College of Commerce and Business Administration of the University of Illinois at Urbana-Champaign in the United States in June 1987. Mr. Hennig was appointed as a guest professor by Jilin University, the PRC in June 2012.

As at the Latest Practicable Date and according to the information received by the Company pursuant to Part XV of the SFO, Mr. Hennig does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Hennig has entered into a letter of appointment with the Company for an initial term of two years commencing from 25 March 2019, and shall thereafter continue on a month to month basis unless otherwise agreed between Mr. Hennig and the Company or terminated in accordance with the letter of appointment. Mr. Hennig is subject to retirement by rotation and re-election at the annual general meeting pursuant to the Articles. Pursuant to the letter of appointment, Mr. Hennig will receive the director's fee of approximately HK\$30,000 per month, which is determined after considering the recommendations from the Remuneration Committee and taking account of his qualifications and working experience, as well as the prevailing market conditions and the Company's policy. For the year ended 31 December 2024, his emoluments (including salary, bonus, allowances and other benefits) was approximately HK\$360,000.

Saved as disclosed above, as at the Latest Practicable Date, Mr. Hennig (i) does not have any other major appointments and professional qualifications; (ii) has not held any other directorships in any public companies which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) has not held any other positions in the Company and other members of the Group; and (iv) does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (within the meaning of the Listing Rules).

Save as disclosed in this circular, Mr. Hennig has confirmed to the Company that (a) he meets the independence factors as set out in Rule 3.13(1) to (8) of the Listing Rules; (b) he did not and does not have any past or present financial or other interest in the business of the Company or did not and does not have any connection with any core connected person (as defined in the Listing Rules) of the Company; and (c) there are no other factors that may affect his independence at the date of his confirmation. In view of the above-mentioned factors, to the best knowledge of the Company, the Company considers the independence of Mr. Hennig acceptable.

Save as disclosed above, there is nothing which needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules in respect of Mr. Hennig's re-election.

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 (the “**Annual General Meeting**”) of EuroEyes International Eye Clinic Limited (the “**Company**”) will be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 6 June 2025 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 (the “**Directors**” and each a “**Director**”) and the auditor of the Company for the year ended 31 December 2024.
2. To approve and declare a final dividend of HK\$0.0297 per share for the year ended 31 December 2024.
3.
 - (i) To re-elect Prof. Dan Zoltan Reinstein as an executive Director;
 - (ii) To re-elect Mr. Marcus Huascar Bracklo as a non-executive Director;
 - (iii) To re-elect Mr. Hans Helmuth Hennig as an independent non-executive Director; and
 - (iv) To authorize the board of Directors (the “**Board**”) to fix the respective Directors’ remuneration.
4. To re-appoint PricewaterhouseCoopers as auditor and to authorize the Board 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 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 (including the sale or transfer of treasury shares, if any) 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 of the Company 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 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 (excluding treasury shares, if any) 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 of the Company 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 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 (excluding treasury shares, if any) 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, 25 April 2025

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any shareholder 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 shareholder 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 shareholder 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, 17/F, Far East Finance Centre, 16 Harcourt Road, 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 25 April 2025.
8. The register of members of the Company will be closed from Tuesday, 3 June 2025 to Friday, 6 June 2025 (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, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Monday, 2 June 2025.
9. The proposed final dividend shall be subject to shareholders' approval at the Annual General Meeting. The final dividend is expected to be paid on or around Friday, 27 June 2025 to those shareholders whose names appeared on the register of members of the Company in Hong Kong at the close of business on Friday, 13 June 2025.
10. A proxy form of the Annual General Meeting is enclosed in the circular of the Company dated 25 April 2025.
11. 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 3937 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.

NOTICE OF ANNUAL GENERAL MEETING

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