

*This Procedures for Shareholders to Propose a Person for Election as a Director of the Company of EuroEyes International Eye Clinic Limited is available for viewing in English and Chinese. If there is any inconsistency between the English and the Chinese versions of the Procedures for Shareholders to Propose a Person for Election as a Director of the Company, the English version shall prevail over the Chinese version.*

德視佳國際眼科有限公司的本股東提名某名人士參選本公司董事的程序有中英文版本，以供查閱。本股東提名某名人士參選本公司董事的程序中英文版本如有歧義，概以英文版本為準。

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)*

*(於開曼群島註冊成立的有限公司)*

**(the “Company”)**  
**(「本公司」)**

**(Stock Code: 1846)**  
**(股份代號：1846)**

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**PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR  
ELECTION AS A DIRECTOR OF THE COMPANY**  
**股東提名某名人士參選本公司董事的程序**

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(Adopted by the board of directors of the Company on 23 September 2019)  
(經本公司董事會於2019年9月23日採納)

(中文本為翻譯稿，僅供參考用)

- 1. PROVISIONS IN THE COMPANY’S ARTICLES OF ASSOCIATION**      本公司組織章程細則的規定
- 1.1 The procedures for a shareholder of the Company (the “**Shareholder**”) to propose a person for election as a director of the Company (the “**Director**”) are laid down in Article 114 of the Company’s Articles of Association (the “**Articles**”).      本公司股東(「**股東**」)提名某名人士參選本公司董事(「**董事**」)的程序載於本公司組織章程細則(「**細則**」)第114條。

1.2 Extract of Article 114 is set out below:

*“No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office. The period for lodgement of the notices required under this Article will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days.”*

第114條摘要列下：

「除退任董事外，任何人士如未獲董事會提名參選，概無資格於任何股東大會上參選董事職位，除非表明有意提名該人士參選董事的書面通知，以及由獲提名人士發出書面通知表示願意膺選，並送達總辦事處或登記處。遞交本條所規定通知的期間須不早於寄發指定舉行選舉的股東大會通告翌日開始，而最遲須於該股東大會舉行日期前七天結束，向本公司發出有關通知的最短時間最少為七天。」

## **2. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED**

香港聯合交易所有限公司證券上市規則項下的規定

2.1 Pursuant to Rules 13.70 to 13.74 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the Company shall:

根據香港聯合交易所有限公司證券上市規則（「**上市規則**」）第13.70至13.74條，本公司須作出以下事項：

(a) publish an announcement or issue a supplementary circular upon receipt of a notice from a Shareholder to propose a person for election as a Director at the general meeting where such notice is received by the Company after publication of the notice of the general meeting;

(a) 如本公司在刊發股東大會通告後，收到一名股東提名某名人士於股東大會上參選董事的通知，本公司須刊登公告或發出補充通函；

(b) include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of the Listing Rules of such person proposed to be elected as a Director;

(b) 公告或補充通函內須包括上市規則第13.51(2)條規定該被提名參選董事人士的資料；

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| <p>(c) publish such announcement or issue such supplementary circular not less than ten (10) business days before the date of the relevant general meeting; and</p> <p>(d) assess whether or not it is necessary to adjourn the meeting of the election to give Shareholders at least ten (10) business days to consider the relevant information disclosed in the announcement or supplementary circular.</p> | <p>(c) 在有關股東大會舉行日期前不少於十(10)個營業日，刊登有關公告或刊發有關補充通函；及</p> <p>(d) 評估是否需要將選舉的會議押後，以讓股東有至少十(10)個營業日考慮公告或補充通函所披露的有關資料。</p> |
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### 3. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

### 股東提名某名人士參選董事的程序

3.1 After the publication of the notice of the general meeting by the Company, if a Shareholder wishes to propose a person for election as a Director (the “**Candidate**”) at the general meeting, he/she shall deposit a written notice (the “**Notice**”) at the Company’s principal place of business in Hong Kong at:

於本公司刊發股東大會通告後，股東如欲提名某名人士(「**候選人**」)於股東大會上參選董事，則其須將書面通知(「**通知**」)送達本公司的香港主要營業地點，地址為：

Suite 3711, Tower Two  
Times Square  
1 Matheson Street  
Causeway Bay  
Hong Kong

香港  
銅鑼灣  
勿地臣街1號  
時代廣場  
二座3711室

for the attention of the company secretary of the Company, and with a copy sent to the Company’s corporate headquarters at:

並以本公司公司秘書為收件人，及將副本寄往本公司公司總部，地址為：

Valentinskamp 90  
20355 Hamburg  
Germany

Valentinskamp 90  
20355 Hamburg  
Germany

for the attention of the chief executive officer of the Company.

並以本公司行政總裁為收件人。

- 3.2 The Notice must:
- (a) include:
- (i) the full name of the Candidate (as stated in the Candidate's passport);
  - (ii) his/her biographical details as required by Rule 13.51(2) of the Listing Rules and/or relevant information as required under the Listing Rules or applicable laws; and
  - (iii) the contact details of the Shareholder concerned and the Candidate; and
- (b) be signed by the Shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent to the publication of his/her personal information.
- 3.3 The period for lodgement of the Notice shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.
- 3.4 In order for the Shareholders to have sufficient time to consider the proposal regarding the election of the Candidate as a Director, Shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable before the relevant general meeting.
- 通知必須：
- (a) 包括以下各項：
- (i) 候選人的全名（如候選人的護照所示）；
  - (ii) 上市規則第13.51(2)條規定其履歷詳情及／或上市規則或適用法律規定的相關資料；及
  - (iii) 有關股東及候選人的聯絡資料；及
- (b) 由有關股東及候選人簽署，表明其願意參選及同意刊發其個人資料。
- 遞交通知的期間須於寄發指定舉行選舉的股東大會通告翌日開始，而最遲須於該股東大會舉行日期前七(7)天結束。
- 為使股東有充足時間考慮候選人參選董事的提名，股東如欲作出提名，務須在可行情況下於有關股東大會前盡快遞交及送達通知。

#### 4. REQUISITION OF AN EXTRAORDINARY GENERAL MEETING BY SHAREHOLDERS

#### 股東要求召開股東特別大會

4.1 Shareholder(s) may request the Company to convene an extraordinary general meeting for the purpose of nominating a person as a Director pursuant to Article 64 of the Company's Articles.

股東可要求本公司召開股東特別大會，以根據本公司細則第64條提名董事人選。

4.2 Extract of Article 64 is set out below:

第64條摘要列下：

*“The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, as at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.”*

「董事會可酌情召開股東特別大會。股東特別大會亦須應一名或多名股東送遞提請書要求召開，惟該等提出請求人士於送遞提請書當日須持有不少於附帶股東大會表決權的本公司繳足股本的十分之一。有關提請書須以書面向董事會或秘書提交，註明要求董事會召開股東特別大會以處理提請書所列任何事項。董事會須於送遞提請書後兩個月內召開股東特別大會。倘董事會並未於提請書送遞日期後21日內安排召開該大會，提出請求人士可按相同方式自行召開股東大會，而本公司則須向提出請求人士償付因董事會未能召開大會而產生的所有合理開支。」