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CLARITY MEDICAL GROUP HOLDING LIMITED

清晰醫療集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1406)

(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; (2) RE-DESIGNATION OF CHAIRMAN OF THE AUDIT COMMITTEE; (3) RESIGNATION OF NON-EXECUTIVE DIRECTOR; AND (4) COMPOSITION OF THE BOARD COMMITTEES

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Clarity Medical Group Holding Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Ms. Ci Ying (“**Ms. Ci**”) has been appointed as an independent non-executive Director (“**INED**”), and a member of the nomination committee of the Company (the “**Nomination Committee**”), with effect from 25 June 2025.

Ms. Ci will enter into a letter of appointment with the Company for a term of three years commencing from the date of appointment, which may be terminated by not less than three calendar months’ notice in writing or payment in lieu of notice served by either party on the other. Ms. Ci is entitled to receive a fixed director’s remuneration of HK\$300,000 per annum, which was recommended by the remuneration committee of the Company (the “**Remuneration Committee**”) and determined by the Board, with reference to her responsibilities, experience and market rate of directors’ remuneration of companies listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) that are of a comparable size and operation as the Company.

Pursuant to the amended and restated articles of association of the Company (the “**Articles**”), Ms. Ci will hold office as an INED until the first annual general meeting of the Company after her appointment and will be subject to re-election at such meeting, which is the 2025 annual general meeting of the Company (the “**2025 AGM**”). Thereafter, Ms. Ci’s directorship is subject to the provisions of re-election and rotation of Directors under the Articles.

The Board will propose the re-election of Ms. Ci and Ms. Ci has offered herself for re-election, as an INED, which is subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of ordinary resolution at the 2025 AGM.

The biographic details of Ms. Ci required to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) are set out below:

Ms. Ci Ying, aged 57, has over 20 years of experience in business development and client relationships. She worked at JPMorgan Chase Bank, N.A., where her last position was executive director of corporate & investment bank, from February 2003 to April 2008. Ms. Ci served Computershare Hong Kong Investor Services Limited with her last position as managing director in corporate proxy solicitation from May 2008 to October 2020. She was also the president of Shenzhen Mingda Asset Management Co., Ltd. (深圳市明達資產管理有限公司), a company that primarily engages in asset management, from November 2020 to November 2022. She has been the senior adviser of Morrow Sodali Limited, a company that primarily engages in corporate governance advisory services and business consultancy, since March 2023.

Ms. Ci also served as an independent non-executive director of GL-Carlink Technology Holding Limited (廣聯科技控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 2531) since June 2024.

Ms. Ci also served as a supervisor of the following companies (the “**Deregistered Companies**”), which were established in the People’s Republic of China, at the time or within 12 months from the time of their deregistration. The relevant details are as follows:

Company name	Ms. Ci’s position	Nature of business	Status	Date of deregistration
Shenzhen City Jukuixin Advertising Co., Ltd. (深圳市聚奎鑫廣告有限公司)	Supervisor	Advertising	Deregistered	28 June 2012
Shenzhen Jukuixin Investment Consulting Co., Ltd. (深圳市聚奎鑫投資諮詢有限公司)	Supervisor	Investment consulting	Deregistered	28 June 2012

Ms. Ci confirmed that each of the Deregistered Companies were deregistered due to cessation of business operations and were deregistered on a voluntary basis, and were solvent at the time of deregistration, and that such deregistration was not caused by any fraudulence or misconduct on her part. Ms. Ci was not aware of any actual or potential liability or obligation imposed on or that will be made against her.

Ms. Ci obtained her bachelor’s degree in pharmaceutical science from Shenyang Pharmaceutical College (瀋陽藥學院) (currently known as Shenyang Pharmaceutical University (瀋陽藥科大學)) in July 1990 and her degree of master of business administration from Fordham University in May 1999. She was admitted as a fellow of the Hong Kong Chartered Governance Institute in March 2022.

To the best of the Directors’ information, knowledge and belief, having made all reasonable enquiries, save as disclosed above, Ms. Ci (i) did not hold any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the last three years; (ii) does not have any other major appointments and professional qualifications; and (iii) does not have any relationship with any Director, senior management or substantial or controlling shareholder (as defined under the Listing Rules) of the Company.

As at the date of this announcement, Ms. Ci (i) does not have, and is not deemed to have any interests or short positions in any shares or underlying shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (ii) does not have any other positions held within the Company or other members of the Group.

Ms. Ci has confirmed that she has met the independence criteria set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, as far as the Board is aware, there is no other information that needs to be disclosed in accordance with Rule 13.51(2) of the Listing Rules concerning the appointment of Ms. Ci, and there are no other matters that need to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to extend a warm welcome to Ms. Ci on joining the Board.

RE-DESIGNATION OF CHAIRMAN OF THE AUDIT COMMITTEE

Mr. WANG Can (“**Mr. Wang**”), an independent non-executive Director, chairman of the Remuneration Committee and member of each of the audit committee of the Company (the “**Audit Committee**”) and the Nomination Committee, has been re-designated from member to chairman of the Audit Committee with effect from 25 March 2025.

Please refer to the announcement of the Company dated 9 September 2024 for the biographical information of Mr. Wang.

The Board would like to extend a warm welcome to Mr. Wang for his new position in the Audit Committee.

RESIGNATION OF NON-EXECUTIVE DIRECTOR

Ms. ZHAO Wei (“**Ms. Zhao**”) has tendered her resignation as a non-executive Director with effect from 11 June 2025, in order to devote more time on her personal commitments.

The Board would like to take this opportunity to express its sincere gratitude to Ms. Zhao for her valuable contribution to the Company during her tenure of office as the non-executive Director.

COMPOSITION OF THE BOARD COMMITTEES

Reference is made to the announcement of the Company dated 25 November 2024 in relation to, among others, the non-compliance with the Listing Rules.

Following the appointment of Ms. Ci as an independent non-executive Director and a member of Nomination Committee, as well as the re-designation of Mr. Wang from member to chairman of the Audit Committee, the Company has re-complied with Rules 3.10(1), 3.10A, 3.21 (which requires the Audit Committee be chaired by an independent non-executive of the Director) and 3.27A of the Listing Rules.

Despite the above appointment and re-designation, (i) the Company has not yet complied with Rules 3.21 and 3.25 of the Listing Rules in respect of the composition of the Audit Committee and the Remuneration Committee respectively, and (ii) both the Audit Committee and Remuneration Committee still do not meet the minimum membership requirements set out in their respective terms of reference.

In order to ensure compliance with the Listing Rules, the Company will identify suitable candidates to fill up the vacancy to each of the Audit Committee and Remuneration Committee. Further announcement(s) will be made in this regard as and when appropriate in accordance with the requirements of the Listing Rules.

By order of the Board
CLARITY MEDICAL GROUP HOLDING LIMITED
WU Ting Yuk Anthony
Non-Executive Director and Chairman

Hong Kong, 25 June 2025

As at the date of this announcement, the Board comprises Mr. JIANG Bo, Mr. HUI Yung Chris, Dr. TSE Wai Ip and Mr. LO Tsz Hong as executive Directors, Mr. WU Ting Yuk Anthony as Chairman and non-executive Director and Ms. CHENG Jessica, Mr. WANG Can and Ms. CI Ying as independent non-executive Directors.