THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, a 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 Clarity Medical Group Holding Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Clarity Medical Group
清晰醫療集團

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) PROPOSED RE-ELECTION OF DIRECTORS; (2) PROPOSED GRANT OF REPURCHASE MANDATE AND GENERAL MANDATE; (3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW ARTICLES OF ASSOCIATION; AND (4) NOTICE OF ANNUAL GENERAL MEETING

A letter from the Board is set out on pages 5 to 11 of this circular.

A notice convening the annual general meeting of Clarity Medical Group Holding Limited (the "**Company**") to be held at 20/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Tuesday, 6 January 2026, at 10:30 a.m. is set forth on pages 27 to 31 of this circular. Whether or not you are able to attend the said meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 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 holding the annual general meeting (i.e. not later than Sunday, 4 January 2026 at 10:30 a.m.) or any adjournment thereof. **Completion and return of the accompanying form of proxy will not preclude you from subsequently attending and voting in person at the annual general meeting of the Company or any adjourned meeting should you so wish.**

8 December, 2025

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In this circular, unless the context otherwise requires, the following expressions have the meanings as set out below:

"2025 Annual Results"	the Company's audited consolidated annual results for the year ended 31 March 2025;
"2025 AGM"	the annual general meeting of the Company to be held at 20/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Tuesday, 6 January 2026, at 10:30 a.m. or any adjournment thereof (as the case may be);
"acting in concert"	has the meaning ascribed thereto in the Takeovers Code;
"Articles of Association"	the articles of association of our Company adopted on 26 January 2022, and as amended, supplemented or otherwise to modified from time to time;
"associates"	has the meaning ascribed to it under the Listing Rules;
"Audit Committee"	the audit committee of the Company;
"Auditor"	the independent auditor of the Company;
"Board"	the board of Directors;
"CCASS"	the Central Clearing and Settlement System, a securities settlement system established and operated by the HKSCC;
"close associate(s)"	has the meaning ascribed to it under the Listing Rules;
"Companies Act"	the Companies Act (As Revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time;
"Company"	Clarity Medical Group Holding Limited (清晰醫療集團控股有限公司), a company incorporated in the Cayman Islands with limited liability on 19 February 2019, and the Shares of which are listed on the Stock Exchange (stock code: 1406);
"Controlling Shareholders"	has the meaning given to it in the Listing Rules;
"core connected person(s)"	has the meaning ascribed to it under the Listing Rules;

"Director(s)"	the director(s) of the Company;
"General Mandate"	the general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with new Shares or to grant any offers, agreements or options which would or might require Shares to be issued, allotted or disposed of not exceeding 20% of the total number of the Shares in issue as of the date of passing the resolution approving the said mandate;
"Group"	the Company and its subsidiaries;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"HKSCC"	Hong Kong Securities Clearing Company Limited;
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China;
"Latest Practicable Date"	3 December 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;
"New Articles of Association"	the new Articles of Association proposed to be approved for adoption by the Shareholders at the 2025 AGM;
"Nomination Committee"	the nomination committee of the Company;
"Notice"	the notice dated 8 December 2025 convening the 2025 AGM as set forth on pages 27 to 31 of this circular;
"PRC"	People's Republic of China;
"Proposed Amendments"	the proposed amendments to the Articles of Association as set out in Appendix III to this circular;
"Register of Members"	the register of members of the Company maintained by the Registrar in Hong Kong;

"Registrar"	the branch share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong;
"Repurchase Mandate"	the general mandate proposed to be granted to the Directors to exercise the powers of the Company to purchase Shares up to a maximum of 10% of the total number of the Shares in issue as of the date of passing of the resolution approving the said mandate;
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
"Share(s)"	ordinary share(s), with nominal value of HK$0.01 each, in the share capital of our Company;
"Shareholder(s)"	the registered holder(s) of the Share(s);
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs;
"%"	per cent.

* *for identification purposes only*

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

Dispatch of this circular and notice of
the Annual General Meeting . . . . . .Monday, 8 December 2025

Latest time for lodging transfer forms of
Shares to qualify for entitlements to attend and
vote at the Annual General Meeting . . . . . .4:30 p.m. on Tuesday,
30 December 2025

Closure of Register of Members for the
purpose of determining the voting rights for
the Annual General Meeting (both dates inclusive) . . . . . .from Wednesday,
31 December 2025 to
Tuesday, 6 January 2026

Latest time for lodging forms of proxy for
the Annual General Meeting (in any event not less
than 48 hours before the time appointed for holding
the Annual General Meeting or any adjournment thereof) . . . . . .10:30 a.m. on Sunday,
4 January 2026

Date and time of the Annual General Meeting . . . . . .10:30 a.m. on Tuesday,
6 January 2026

Notes:

1. All dates and time set out in this circular refer to Hong Kong dates and time.

2. Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate and in accordance with the Listing Rules.

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)

Executive Directors:
Mr. Jiang Bo *(Chief Executive Officer)*
Mr. Hui Yung Chris *(Co-Chief Executive Officer)*

Non-executive Directors:
Mr. Wu Ting Yuk Anthony *(Chairman)*
Mr. Chen Jiarong
Professor Wang Qinmei

Independent non-executive Directors:
Ms. Cheng Jessica
Mr. Wang Can
Ms. Ci Ying
Dr. Chen Poujian

Registered Office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Headquarter and principal place of business in Hong Kong:
20/F, Ginza Plaza
2A Sai Yeung Choi Street South
Mongkok, Kowloon
Hong Kong

To the Shareholder

8 December 2025

Dear Sir or Madam,

(1) PROPOSED RE-ELECTION OF DIRECTORS;
(2) PROPOSED GRANT OF REPURCHASE MANDATE AND GENERAL MANDATE;
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW ARTICLES OF ASSOCIATION;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to give you information on the following resolutions to be tabled at the 2025 AGM, so as to enable you to make an informed decision on the resolutions at the 2025 AGM.

The resolutions include (i) the re-election of Directors, (ii) the grant of the Repurchase Mandate, (iii) the grant of the General Mandate, (iv) the extension of the General Mandate by the aggregate number of Shares repurchased under the Repurchase Mandate, and (v) the approval of the Proposed Amendments and the New Articles of Association.

2. RE-ELECTION OF DIRECTORS

According to Article 84 of the Articles of Association of the Company, Mr. Hui Yung Chris ("**Mr. Hui**"), Mr. Wu Ting Yuk Anthony ("**Mr. Wu**") and Ms. Cheng Jessica ("**Ms. Cheng**") shall retire from office by rotation at the 2025 AGM. All of them, being eligible, will offer themselves for re-election at the 2025 AGM.

According to Article 83(3) of the Articles of Association of the Company, Dr. Chen Poujian ("**Dr. Chen**") and Professor Wang Qinmei ("**Professor Wang**"), appointed by the Board on 11 November 2025, shall hold office until the next following annual general meeting. Both of them, being eligible, will offer themselves for re-election at the 2025 AGM.

Particulars of Mr. Wu, Ms. Cheng, Mr. Hui, Dr. Chen and Professor Wang who offer themselves to be re-elected at the 2025 AGM and further information in relation to the re-election of those Directors are set forth in Appendix II to this circular. Re-election of such Directors will be individually voted on by the Shareholders. The Board, after considering the views of the Nomination Committee, recommended the re-election resolutions be put forward to the 2025 AGM for the Shareholders to consider.

Each of Ms. Cheng and Dr. Chen has confirmed his/her independence pursuant to Rule 3.13 of the Listing Rules, and the Nomination Committee was satisfied with their independence having regard to the independence criteria as set out in Rule 3.13 of the Listing Rules.

3. REPURCHASE MANDATE

On 30 August 2024, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to exercise the powers of the Company to repurchase its own Shares. Such general mandate has lapsed on 30 September 2025.

At the 2025 AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase Shares subject to the criteria set forth in this circular. In particular, you should note that the maximum number of Shares that may be repurchased pursuant to the Repurchase Mandate will be such number which represents 10% of the total number of the Shares in issue as of the date of passing of the resolution, subject to the requirements of the Listing Rules. The Repurchase Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the 2025 AGM; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders at a general meeting prior to the next annual general meeting of the Company.

As at the Latest Practicable Date, a total of 536,334,496 Shares were in issue. Assuming that there will be no change in the total number of Shares in issue between the period from the Latest Practicable Date to the date of passing the aforesaid resolution, the Company will be allowed under the Repurchase Mandate to buy back a maximum of 53,633,449 Shares, being 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the resolution in relation thereto.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement, which is set forth in Appendix I to this circular.

4. GENERAL MANDATE

On 30 August 2024, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to allot, issue and deal with Shares. Such general mandate has lapsed on 30 September 2025.

At the 2025 AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to allot, issue and deal with further Shares or to grant any offers, agreements or options which would or might require Shares to be issued, allotted or disposed of, representing up to 20% of the total number of the Shares in issue as of the date of passing of the resolution. The General Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the 2025 AGM; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders at a general meeting prior to the next annual general meeting of the Company.

As of the Latest Practicable Date, a total of 536,334,496 Shares were in issue. Assuming that there will be no change in the total number of Shares in issue between the period from the Latest Practicable Date to the date of passing the aforesaid resolution, the maximum number of Shares which may be issued pursuant to the aforesaid general and unconditional mandate on the date of passing the aforesaid resolution will be 107,266,899 Shares, being 20% of the total number of shares in issue (excluding treasury shares, if any) as at the date of the resolution in relation thereto.

Subject to the passing of the aforesaid ordinary resolutions to grant the Repurchase Mandate and the General Mandate, a separate ordinary resolution will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the General Mandate by adding to the aggregate number of Shares which may be allotted or issued or agreed conditionally or unconditionally to be allotted or issued by the Directors pursuant to the General Mandate the number of Shares purchased under the Repurchase Mandate, if granted.

5. PROPOSED ADOPTION OF THE NEW ARTICLES OF ASSOCIATION

The Board proposes that Article 101(2) of the existing Articles of Association be deleted entirely in order to remove unusual requirements in certain provisions in the Articles of Association. Accordingly, the Board proposes to adopt the New Articles of Association (with Article 101(2) removed) in substitution for, and to the exclusion of, the existing Articles of Association.

The Proposed Amendments and the reproduction of the contents of Article 101(2) of the existing Articles of Association are set out in Appendix III to this circular. The legal advisers to the Company as to Hong Kong laws and the Cayman Islands laws have respectively confirmed that the Proposed Amendments conform with the requirements under the Listing Rules and do not contravene the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a Cayman Islands company listed on the Stock Exchange.

Shareholders are advised that the New Articles of Association are written in English only and there is no official Chinese translation. The Chinese translation of the New Articles of Association is provided for reference only. In case of any discrepancy or inconsistency, the English version shall prevail.

6. 2025 AGM

A notice of the 2025 AGM is set forth on pages 27 to 31 of this circular. At the 2025 AGM, the resolutions put forward for the Shareholders to consider are (i) the re-election of Directors, (ii) the grant of the Repurchase Mandate, (iii) the grant of the General Mandate, (iv) the extension of the General Mandate by the aggregate number of shares repurchased under the Repurchase Mandate and (v) the approval of the Proposed Amendments and the adoption of New Articles of Association.

To the best of the Directors' knowledge, information and belief, none of the Shareholders is required to abstain from voting on any resolutions to be considered at the 2025 AGM.

The 2025 AGM will be held at 20/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Tuesday, 6 January 2026, at 10:30 a.m..

7. PROXY ARRANGEMENT

A form of proxy for the 2025 AGM is enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the 2025 AGM (i.e. not later than Sunday, 4 January 2026 at 10:30 a.m.) or any adjournment thereof.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2025 AGM or any adjournment thereof (as the case may be) should you so wish and in such event, the form of proxy shall be deemed to be revoked.

8. CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from Wednesday, 31 December 2025 to Tuesday, 6 January 2026 (both days inclusive), during which period no transfer of Shares will be effected in order to determine the entitlement to attend and vote at the 2025 AGM. All share transfers accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 30 December 2025 for such purpose. The record date for determining the eligibility of the Shareholders to attend and vote at the AGM will be 6 January 2026.

9. VOTING BY WAY OF POLL

According to Rule 13.39(4) of the Listing Rules and the Articles of Association, 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. Therefore, poll voting for all resolutions will be adopted at the 2025 AGM.

The poll results will be published on the websites of the Stock Exchange and the Company after the conclusion of the 2025 AGM.

10. RECOMMENDATION

The Board is of the opinion that the grant of the Repurchase Mandate and the General Mandate, the extension of the General Mandate by the aggregate number of shares repurchased under the Repurchase Mandate, and the adoption of the New Articles of Association are in the best interests of the Company and the Shareholders as a whole and accordingly recommend all the Shareholders to vote in favour of those relevant resolutions at the 2025 AGM.

11. OTHER MATTERS OF 2025 AGM

Pursuant to Article 56 of the Articles of Association, an annual general meeting of the Company shall be held for each financial year and such annual general meeting must be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules, if any). Pursuant to Article 149 of the Articles of Association, a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the auditors' report, shall be sent to each

person entitled thereto at least twenty-one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company at the annual general meeting held in accordance with Article 56.

Pursuant to Rule 13.46(2)(a) of the Listing Rules, an overseas issuer (the Company being such issuer) shall send to every member of the issuer a copy of either (A) its annual report including its annual accounts and, where the issuer prepares group accounts, its group accounts, together with a copy of the auditors' report thereon or (B) its summary report, not less than 21 days before the date of the issuer's annual general meeting and in any event not more than four months after the end of the financial year to which they relate. Pursuant to Rule 13.46(2)(b) of the Listing Rules, an overseas issuer (the Company being such issuer) should lay its annual financial statements before its members at its annual general meeting within the period of 6 months after the end of the financial year or accounting reference period to which the annual financial statements relate.

The audited financial statements and the Auditor's report thereon in respect of the 2025 Annual Results (the "**Documents**") are not yet available. Please refer to the Company's announcement dated 25 June 2025 in relation to, among others, its delay in the publication of the 2025 Annual Results. The reasons for the delay remain applicable.

In view of the requirements under Article 56 of the Articles of Association, the Board still convenes the 2025 AGM to deal with the other ordinary businesses and the Proposed Amendments.

When the Documents are finalised, an adjourned 2025 AGM will be convened for the Shareholder to (a) consider and approve the Documents; and (b) consider the re-appointment of Auditor and fix its remuneration.

12. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief:

(a) the information contained in this circular is accurate and complete in all material respects and not misleading;

(b) there are no other matters the omission of which would make any statement in this circular misleading; and

(c) all opinion expressed in this circular have been arrived at after due and careful consideration and are found on bases and assumptions that are fair and reasonable.

13. ADDITIONAL INFORMATION

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

Yours faithfully,
For and on behalf of the Board
Clarity Medical Group Holding Limited
WU Ting Yuk Anthony
Non-Executive Director and Chairman

This appendix contains particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions at the 2025 AGM in relation to the Repurchase Mandate.

PROPOSED REPURCHASE MANDATE

It is proposed that the Directors be granted the Repurchase Mandate such that they may exercise the powers of the Company to repurchase up to 10% of the total number of the Shares in issue as of the date of passing of the relevant resolution. As of the Latest Practicable Date, the total number of the Shares in issue was 536,334,496 and they were all fully paid up or credited as fully paid-up. Accordingly, the exercise of the Repurchase Mandate in full (being the repurchase of 10% of the total number of the Shares in issue as of the date of the passing of the resolution to approve the Repurchase Mandate) would enable the Company to repurchase a maximum of 53,633,449 Shares (assuming no Share is issued or repurchased after the Latest Practicable Date and up to the date of passing of the relevant resolution).

REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think it appropriate to repurchase Shares, the Directors believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value for each Share and/or earnings for each Share. Shareholders can be assured that the Directors would only make such purchases in circumstances where they consider them to be in the best interests of the Company.

FUNDING OF REPURCHASE

In making repurchases, the Company proposes to apply funds legally available for such purpose in accordance with its memorandum of association, the Articles of Association, the Listing Rules and the Companies Act. Under the Companies Act, Shares repurchased by the Company may only be paid out of profits or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by its memorandum of association, the Articles of Association and subject to the Companies Act, out of capital. Any premium payable on share repurchases may only be paid out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles of Association and subject to the Companies Act, out of capital. In accordance with the Companies Act, the Shares so repurchased would remain part of the authorised but unissued share capital of the Company.

IMPACT OF REPURCHASE

As compared with the financial position of the Company as of 31 March 2024 (being the date of its latest audited financial statements), the Directors consider that there may be a material adverse impact on the working capital or gearing position of the Company if the Repurchase Mandate is exercised in full during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as it would, in the circumstances, have a material adverse effect on the working capital or the gearing level of the Company (as compared with the position disclosed in its most recent published audited financial statements) which in the opinion of the Directors are from time to time appropriate for the Company.

PRICE OF SHARES

During each of the previous twelve months up to 15 April 2025, the date on which trading in the Shares has been suspended, the highest and lowest prices at which the Shares have been traded on the Stock Exchange were as follows:

	Share price	
	Highest	**Lowest**
	HK$	*HK$*
2024		
May	0.59	0.49
June	0.53	0.47
July	0.51	0.41
August	0.46	0.37
September	0.50	0.38
October	0.50	0.38
November	0.44	0.37
December	0.42	0.38
2025		
January	0.50	0.35
February	0.45	0.36
March	0.43	0.35
April	0.41	0.33

UNDERTAKING

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates has any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

As of the Latest Practicable Date, none of the core connected persons of the Company has notified the Company that he/she/it has a present intention to sell his/her/its Shares to the Company, nor has he/she/it undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum of association of the Company, the Articles of Association and the Companies Act.

As at the Latest Practicable Date, the Company has no intention to cancel the repurchased shares following settlement of any such repurchase or hold them as treasury shares but the Company may cancel any shares it repurchased and/or hold them as treasury shares subject to, market conditions and its capital management needs at the relevant time of the repurchases.

For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of rule 32 of the Takeovers Codes. As a result, a Shareholder, or group of Shareholders acting in concert depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Codes.

The Directors are not aware of any consequence under the Takeovers Codes as a result of a repurchase of Shares made under the Repurchase Mandate and have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as to result in takeover obligations.

The Directors have no intention to make share repurchase on the Stock Exchange to such extent as may result in the public shareholding becoming less than the prescribed minimum percentage under the Listing Rules.

SHARE REPURCHASES MADE BY THE COMPANY

There was no repurchase by the Company, or any of its subsidiaries, of any listed securities of the Company during the six months immediately preceding the Latest Practicable Date.

CONFIRMATION

The Company confirms that neither the explanatory statement in this Appendix I nor the Repurchase Mandate has any unusual features.

DIRECTORS WHO OFFERED THEMSELVES TO BE RE-ELECTED AT THE 2025 AGM

Set forth below is a summary of the biographical information on the Directors who offer themselves to be re-elected at the 2025 AGM.

Executive Director

Mr. Hui Yung Chris (許勇), aged 55, was appointed as an independent non-executive Director on 29 March 2019 and he was also a member of the Audit Committee and the Remuneration Committee. He was responsible for supervising and providing independent advice to our Board during his tenure as an independent non-executive Director. Mr. Hui has been re-designated from an independent non-executive Director to an executive Director and ceased to act as a member of each of the Audit Committee and the Remuneration Committee on 30 June 2022 and he was also appointed as the Chief Executive Officer with effect from 30 June 2022. He was then re-designated as a Co-CEO with effect from 9 September 2024. He is currently responsible for managing, overseeing the Group's ophthalmic services and business development in the Greater Bay Area. Mr. Hui obtained a bachelor's degree in Business Administration from the Chinese University of Hong Kong in July 1991.

Mr. Hui has more than 25 years of experience in investment and capital markets and joined our Group since 29 March 2019. He currently also serves as an external supervisor for China Bohai Bank Co., Ltd., a company listed on the Main Board of the Stock Exchange (stock code: 9668) since December 2019. He served as the secretary of the board of directors of Wanda Commercial Properties Company Limited ("**WCP**") (萬達商業地產股份有限公司) from September 2015 to February 2019. He also served as a non-executive director of Wanda Hotel Development Company Limited (萬達酒店發展有限公司), which is a subsidiary of WCP and is listed on the Main Board of the Stock Exchange (stock code: 169), from November 2017 to February 2019. Prior to joining WCP, Mr. Hui served as a founding partner of J&Partners GP Limited from December 2011 to September 2015. From July 2001 to July 2010, he worked at Barclays Investment Bank where he served as a managing director of Investment Banking Division. He also served as a director of New China Trust Co., Ltd. (新華信託股份有限公司) from November 2009 to October 2010, a director of Deutsche Bank in Asia Pacific from March 1996 to July 2001, and a vice president of the Debt Markets of Merrill Lynch (Asia Pacific) Limited from May 1994 to February 1996. Mr. Hui is also a director of various subsidiaries of the Company.

Save as disclosed above, Mr. Hui has no relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) or Controlling Shareholders of the Company.

Save as disclosed above, Mr. Hui does not hold any other positions with the Company or other members of the Group.

Mr. Hui has not held any directorship in other listed public companies in the last three years.

Non-Executive Directors

Mr. Wu Ting Yuk Anthony GBS, JP (胡定旭), aged 71, was appointed as a non-executive Director on 20 March 2019, and he is also the chairman of our Company and the chairman of Nomination Committee. He is responsible for providing strategic guidance for the overall development of our Group. Mr. Wu joined the Hospital Authority in December 1999 and was chairman from October 2004 to November 2013. Mr. Wu was a partner of Ernst & Young ("**EY**") from July 1985 to December 2005, and served as the chairman of EY Far East and China Practice from January 2000 to December 2005.

Mr. Wu also served as a member of the 12th and 13th Standing Committee of the Chinese People's Political Consultative Conference National Committee, and has been awarded the Gold Bauhinia Star and Justice of the Peace by the Government of Hong Kong. Mr. Wu is a fellow of Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales, and the honorary chairman of the Institute of Certified Management Accountants (Australia) Hong Kong Branch. Between 2010 and 2012, he was the chairman of the General Committee of the Hong Kong General Chamber of Commerce.

He is also the chairman of the Board of Trustees of China Oxford Scholarship Fund, an honorary professor of the Faculty of Medicine of the Chinese University of Hong Kong, Faculty of Chinese Medicine of Baptist University of Hong Kong and the Peking Union Medical College Hospital.

Mr. Wu has directorships in certain Hong Kong listed companies. He served as an independent non-executive director of China Taiping Insurance Holdings Company Limited (中國太平保險控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 0966) from August 2013 to December 2024. He was appointed as the chairman (in December 2023) and as an independent non-executive director (in July 2019) of Venus Medtech (Hangzhou) Inc. (杭州啟明醫療器械股份有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 2500). He currently serves as an independent non-executive director in China Resources Medical Holdings Company Limited (華潤醫療控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 1515), Ocumension Therapeutics (歐康維視生物), a company listed on the Main Board of the Stock Exchange (stock code: 1477), Power Assets Holdings Limited (電能實業有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 0006), CStone Pharmaceuticals (基石藥業), a company listed on the Main Board of the Stock Exchange (stock code: 2616), Sing Tao News Corporation Limited (星島新聞集團有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 1105), and Hui Xian Real Estate Investment Trust (匯賢產業信託) (stock code: 87001).

Save as disclosed above, Mr. Wu has no relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) or Controlling Shareholders of the Company.

Save as disclosed above, Mr. Wu does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Mr. Wu has not held any directorship in other listed public companies in the last three years.

Professor Wang Qinmei (王勤美), aged 70, is currently the professor of ophthalmology and optometry, chief physician, doctoral supervisor at Wenzhou Medical University. He is currently deputy president and chief medical officer of Wenzhou Medical University Eye and Vision Hospital Group (溫州醫科大學眼視光醫院集團). He possesses over 40 years of experience in ophthalmology.

After graduation, he joined Wenzhou Medical University Affiliated Eye and Vision Hospital (溫州醫學院附屬眼視光醫院) where he served as the executive president. He was also an expert member, member of the Corneal Disease Group and former deputy leader of Corneal Disease Group of the ophthalmology branch of the Chinese Medical Association (中華醫學會眼科學分會).

He served as chief editor of multiple textbooks including Refractive Surgery for the Ministry of Education's 10th, 12th, and 13th Five-Year Plans and as lead translator and contributing translator for several monographs in refractive surgery.

Besides, He was elected as a member of the 10th Central Committee of the China Democratic League in 2008.

Save as disclosed above, Professor Wang has no relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) or Controlling Shareholders of the Company.

Save as disclosed above, Professor Wang does not hold any other positions with the Company or other members of the Group.

Professor Wang has not held any directorship in other listed public companies in the last three years.

Independent Non-executive Directors

Ms. Cheng Jessica (鄭宇凌), aged 45, was appointed as an independent non-executive Director and a member of the Audit Committee on 29 May 2024. She is responsible for supervising and providing independent advice to our Board. Ms. Cheng is currently a managing partner of Chief Sound Industries Limited, an electronics manufacturing company in the PRC; a consultant at Genesis MedTech Group, an international medical device company; and an advisory partner at MCM Partners, a global merchant bank, corporate advisor and asset management firm headquartered in Hong Kong.

Previously, Ms. Cheng held the position of President of the Greater Bay Area at Genesis GBA Limited, an international medical device company from 2021 to 2023. Ms. Cheng also served as an independent consultant to BGI Health (HK) Company Limited, a subsidiary of BGI Genomics, a world-leading genomics company listed on the Shenzhen Stock Exchange (stock code: 300676). Between 2018 and 2020, Ms. Cheng served as the chief operating officer in the Greater Bay Area and chief operating officer for the Strategic Investment Department at WeDoctor (Hong Kong) Limited, a technology-enabled healthcare solutions platform in the PRC. Prior to the above, Ms. Cheng worked in both commercial firms and government statutory bodies in the medical sector, including serving as the manager of the chairman and chief executive's office of the Hong Kong Hospital Authority from 2009 to 2014.

Ms. Cheng obtained a Bachelor of Business Administration degree from the University of Kent (formally known as the University of Kent at Canterbury), United Kingdom, in 2001, and a Master of Science degree in Training and Human Resource Management from the University of Leicester, United Kingdom, in 2010. Ms. Cheng's contributions to the community extends beyond her professional endeavours. Ms. Cheng is currently a member of the 13th Guangdong Provincial Committee of the Chinese People's Political Consultative Committee; Deputy Director of Medicine & Health Committee of Council for the Promotion of Guangdong-Hong Kong-Macao Cooperation; Member of the Hospital Governing Committee of the Pamela Youde Nethersole Eastern Hospital in Hong Kong; Honorary Secretary of the Little Life Warrior Society, a non-profit charitable organisation that supports children cancer patients and their families; and a Member of the Lung Tong Area Committee in the Kowloon City District of Hong Kong.

Save as disclosed above, Ms. Cheng has no relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) or Controlling Shareholders of the Company.

Save as disclosed above, Ms. Cheng does not hold any other positions with the Company or other members of the Group.

Ms. Cheng has not held any directorship in other listed public companies in the last three years.

Dr. Chen Poujian (陳剖建), aged 60, has been serving as the chairman and executive director of Ruihua Health Assurance Corporation (瑞華健康保險股份有限公司) since July 2018. He possesses over 35 years of experience in insurance and investment.

Dr. Chen is a senior economist with a PhD degree in Economics from Zhongnan University of Economics and Law. He obtained a bachelor's degree from the Central University of Finance and Economics in 1986 and a master's degree from Zhongnan University of Economics and Law in 1992.

In 1988, Dr. Chen joined Ping An Insurance (Group) Company of China, Ltd. as a founding team member, serving as general manager of reinsurance division in the Jiangsu branch. He founded Tianan Insurance Co., Ltd (天安保險股份有限公司) in 1994 and John Hancock Tianan Life Insurance Company in 2001. From October 1994 to March 2010, he served as CEO and chairman of Tianan Insurance Co., Ltd. In 2012, Dr. Chen founded China Horae Capital Management (中國紅瑞資本管理集團有限公司), where he served as CEO. In 2016, Dr. Chen spearheaded the establishment of Ruihua Health Assurance Corporation and, upon its official approval to commence business by the regulator in 2018, was appointed chairman.

Save as disclosed above, Dr. Chen has no relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) or Controlling Shareholders of the Company.

Save as disclosed above, Dr. Chen does not hold any other positions with the Company or other members of the Group.

Dr. Chen has not held any directorship in other listed public companies in the last three years.

As of the Latest Practicable Date, the interests and short positions of the above-mentioned Directors in the Shares, underlying Shares and debentures of the Company which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions), or would be required, pursuant to section 352 of the SFO, to be entered in the register required to be kept therein, or would be required pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set forth in the Listing Rules to be notified to the Company and the Stock Exchange, were as follows:

Long and short positions in the Shares and underlying Shares of the Company

Name of Directors	**Nature of Interests**	**Interest in underlying Shares** *(Note 1)*	**Approximately percentage of shareholding in our Company** *(%)*
Hui Yung Chris *(Note 3)*	Beneficial owner	5,000,000 (L)	0.95%

Notes:

1. The letter "L" represents the individual's long positions in underlying Shares.

2. As of the Latest Practicable Date the number of issued ordinary Shares of the Company was 536,334,496, which has been used for the calculation of the approximately percentage of shareholding in our Company.

3. A total of 5,000,000 awarded Shares were granted to Mr. Hui Yung Chris under the shares award plan adopted by the Company on 23 November 2022.

Save as disclosed above, so far as the Directors are aware as of the Latest Practicable Date, the above-mentioned Directors did not have any other interests in Shares or underlying Shares within the meaning of Part XV of the SFO.

Particulars of letters of service agreements and/or letters of appointment of Directors

Mr. Hui entered into a service agreement with the Company. Particulars of the agreement are summarised below:

(i) service agreement is of a term of one year commencing on 30 June 2022 and shall continue thereafter until terminated in accordance with the terms of the agreement. Under the agreement, either party may terminate the agreement at any time by giving to the other not less than one months' prior written notice; and

(ii) Mr. Hui is entitled to an annual remuneration of HK$3,600,000 for his appointment as Co-chief executive officer of the Group. Mr. Hui shall not be entitled to any further remuneration in his capacity as an executive Director, except for the remuneration payable to him as Co-chief executive officer of the Group.

Mr. Wu entered into a letter of appointment with the Company. Particulars of the letter of appointment are summarised below:

(i) appointment is of a term of three years commencing on 26 January 2022 and shall be renewable automatically thereafter in accordance with the terms of the letter of appointment. He is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association.

(ii) Mr. Wu is entitled to an annual remuneration of HK$480,000 for his appointment as non-executive Director of the Group. He shall not be entitled to any further remuneration, benefits or other entitlements in his capacity as a non-executive Director, except for the remuneration payable to him as non-executive Director of the Group.

Ms. Cheng Jessica entered into a letter of appointment with the Company. Particulars of the letter of appointment are summarised below:

(i) appointment is of a term of three years commencing on 29 May 2024 and shall continue thereafter in accordance with the terms of the letter of appointment. She is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association.

(ii) Ms. Cheng is entitled to receive an annual remuneration of HK$300,000 as an independent non-executive Director.

Professor Wang entered into a letter of appointment with the Company. Particulars of the letter of appointment are summarised below:

(i) appointment is of a term of three years commencing on 11 November 2025 and shall be renewable automatically thereafter in accordance with the terms of the letter of appointment. He is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association.

(ii) Professor Wang is entitled to an annual remuneration of HK$300,000 for his appointment as non-executive Director of the Group.

Dr. Chen entered into a letter of appointment with the Company. Particulars of the letter of appointment are summarised below:

(iii) appointment is of a term of three years commencing on 11 November 2025 and shall continue thereafter in accordance with the terms of the letter of appointment. He is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association.

(iv) Dr. Chen is entitled to receive an annual remuneration of HK$300,000 as an independent non-executive Director.

Policy on Directors' emolument

Emoluments of the executive Directors are determined with reference to the basis of the relevant executive Director's experience, responsibility, workload, and time devoted to the Group. Emoluments of the non-executive Directors and independent non-executive Directors are determined with reference to their duties and responsibilities, and their mutual agreement with the Company.

Other information

Save as disclosed above, there are no other matters concerning the above-mentioned Directors that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Details of the Proposed Amendments brought about by the adoption of the New Articles of Association are as follows. Unless otherwise specified, article numbers referred to herein are article numbers of the Articles of Association.

Article 101(2) of the existing Articles of Association is proposed to be removed entirely, and the contents of which are proposed to be replaced with "Intentionally deleted".

The contents of Article 101(2) of the existing Articles of Association are reproduced below for reference:

"101(2) In addition to such other limitations as may be provided in the Memorandum of Association and these Articles, and to the extent permitted by applicable law, the following acts of the Company (whether in a single transaction or a series of related transactions, and whether directly or indirectly, or by amendment, merger, consolidation, or otherwise) shall require the prior written approval of a majority of at least three-fourths of all the Directors (for the purposes of this Article 101(2), the term "Company" means, in each case, the Company itself as well as each of its subsidiaries (together with the Company, the "Group"), unless wholly inapplicable) SAVE THAT for those acts referred to in sub-paragraphs (a), (b), (d), (e), (g), (i), (j), (m), (o) and (s), the additional approval of the Members required under the Act and/or the Listing Rules (where applicable) shall be required unless such act is under the Act the statutory power of the Members which cannot by law be fettered in which case, the sanction of the Members required under the Act shall be sufficient without the need for the said approval by the Board:

(a) the authorization, creation or issuance of any class or series of securities (or warrants, options or similar rights to acquire such securities) having any right, preference or priority superior to or on a parity with the shares or any new issuance of debt or warrants, options or similar rights to acquire such securities of the Company other than issuances to employees, directors and consultants pursuant to any share option plan that may have been adopted by the Company;

(b) any repurchase or redemption of any shares, rights, options, warrants or securities of the Company and the issuance of shares, rights, options warrants or securities with such rights of repurchase or redemption;

(c) any change in the nature or scope of the business of any of the Company and/or any of the companies of the Group;

(d) any acquisition, merger, sale, consolidation, joint venture, establishment of any subsidiary, strategic alliance of the Company with or into one or more entities;

(e) the sale of all or substantially all the Company's assets, intellectual property or goodwill, except for any such sale or purchase of assets with a value not exceeding Hong Kong dollars 1,000,000 in any 12-month period by the Group as a whole;

(f) the declaration or payment of a dividend on any shares of the Company;

(g) the adoption or amendment of any new share option plan and the amendment to any terms and conditions thereof and of any of the existing share option plan in force;

(h) any transaction between the Company and any of its members, directors, officers, employees or other insider and any of their affiliates or associates other than on an arms-length basis;

(i) any matter in which the Company pledges or mortgage its assets in excess of aggregate amount of Hong Kong dollars 1,000,000 in any 12-month period by the Group as a whole;

(j) any appointment of additional person as a Director by the Directors under Article 83(3) and any companies of the Group's board of directors;

(k) an increase of more than 15% in the total compensation of any management personnel of the Company and/or any companies of the Group in a 12-month period;

(l) amendment of accounting policies or change of the financial year of the Company;

(m) any incurrence of debt or provision of guarantee to any party in excess of aggregate amount of Hong Kong dollars 1,000,000 in any 12-month period by the Company and/or any companies of the Group as a whole;

(n) adoption or material amendment of any agreement, understanding or arrangement among the Company and/or any companies of the Group;

(o) adoption of and material amendment of any terms of, the Company and/or any companies of the Group's any stock option plans or share participation schemes or any bonus or profit-sharing scheme;

(p) adoption of any business plan or annual budget of the Company and/or any companies of the Group, and any material changes to such plan or budget;

(q) subscription or purchase of any shares, registered capital or other equity interests with a purchase value greater than Hong Kong dollars 1,000,000 in aggregate in any company or entity during any 12-month period by the Company and/or any companies of the Group as a whole;

(r) purchase of assets in excess of an aggregate of Hong Kong dollars 1,000,000 during any calendar year by the Company and/or any companies of the Group as a whole;

(s) extension of any loan to any party in excess of the aggregate amount of Hong Kong dollars 1,000,000 during any 12-month period by the Company and/or any companies of the Group; and

(t) purchase or lease of assets (including real estate or interest in any other entity) in excess of an aggregate of Hong Kong dollars 1,000,000 during any 12-month period by the Company and/or any companies of the Group as a whole."

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)

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**Annual General Meeting**") of Clarity Medical Group Holding Limited (the "**Company**") will be held at 20/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Tuesday, 6 January 2026, at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. (A) (i) To re-elect Mr. Hui Yung Chris as an executive director of the Company;

   (ii) To re-elect Mr. Wu Ting Yuk Anthony as a non-executive director of the Company;

   (iii) To re-elect Ms. Cheng Jessica as an independent non-executive director of the Company;

   (iv) To re-elect Dr. Chen Poujian as an independent non-executive director of the Company; and

   (v) To re-elect Professor Wang Qinmei as a non-executive director of the Company;

   (B) to authorise the board of directors (the "**Board**") to fix the remuneration of the directors;

2. To consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:

2A. "**THAT:**

(a) subject to paragraph (c) below, the exercise by the directors of the Company (the "**Directors**") during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase issued ordinary shares of the Company of HK$0.01 each (the "**Shares**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, the memorandum and articles of association of the Company (the "**Articles**") and requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) shall be in addition to any other authorisations given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;

(c) the number of Shares to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the Shares in issue (excluding treasury shares, if any) as of the date of passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:

"**Relevant Period**" means the period from the date of 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 any applicable laws or the Articles to be held; or

(iii) the date upon which the authority set forth in this resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting."

2B. "**THAT:**

(a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and otherwise deal with additional Shares or securities convertible into Shares and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws, the Articles and the Listing Rules, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above, shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants, debentures and other securities convertible into Shares) and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of the Shares allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a rights issue (as defined in paragraph (d) below), or (ii) the exercise of any options granted under the share option schemes or similar arrangement for the time being adopted or to be adopted for the grant or issue to officers and/or employees of the Company and/or its subsidiaries, of options to subscribe for, or rights to acquire Shares of the Company approved by the Stock Exchange, or (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with the Articles, shall not exceed 20% of the total number of the Shares in issue (excluding treasury shares, if any) as of the date of passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:

"**Relevant Period**" shall have the same meaning as ascribed to it under the resolution set forth in resolution No. 2A(d) above; and

"**Rights issue**" means the allotment, issue or grant of Shares open for a period fixed by the Directors to holders of the Shares or any class of Shares thereof on the register of members on a fixed record date in proportion to their then holdings of such Shares or of such class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company)."

2C. "**THAT:**

conditional upon the passing of resolutions Nos. 2A and 2B, the general mandate granted to the Directors pursuant to resolution No. 2B be and is hereby extended by the addition thereto an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to the resolution No. 2A, PROVIDED THAT such amount shall not exceed 10% of the total number of the Shares in issue (excluding treasury shares, if any) as of the date of passing of this resolution."

3. as a special business to consider and, if thought fit, to pass the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

"**THAT**:

(a) the proposed amendments to the existing articles of association of the Company as set out in Appendix III of the circular of the Company dated 8 December 2025 (the "**Proposed Amendments**") be and are hereby approved;

(b) the new articles of association of the Company (the "**New Articles of Association**"), which contain all the Proposed Amendments and a copy of which has been produced to this meeting and marked "A" and initialled by the chairman of the meeting, be and are hereby approved and adopted in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect; and

(c) any director or the company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of New Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong."

By Order of the Board
Clarity Medical Group Holding Limited
WU Ting Yuk Anthony
Non-Executive Director and Chairman

Hong Kong, 8 December, 2025

Notes:

1. Any member entitled to attend and vote at the 2025 AGM is entitled to appoint another person as his or her or its proxy to attend and vote instead of him or her or it. A member may appoint a proxy in respect of only part of his or her or its holding of Shares. A proxy need not be a shareholder of the Company.

2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his or her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.

3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting (i.e. not later than Sunday, 4 January 2026 at 10:30 a.m.) or any adjournment thereof.

4. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the 2025 AGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. Where there are joint holders of any Share any one of such joint holders may vote, either in person 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 2025 AGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding. The register of members of the Company will be closed from Wednesday, 31 December 2025 to Tuesday, 6 January 2026 (both days inclusive), during which period no transfer of Shares will be effected in order to determine the entitlement to attend and vote at the 2025 AGM. All share transfers accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 30 December 2025 for such purpose. The record date for determining the eligibility of the Shareholders to attend and vote at the AGM will be 6 January 2026.

6. As the register of members of the Company will be closed from Wednesday, 31 December 2025 to Tuesday, 6 January 2026 (both days inclusive), during which period no transfer of Shares will be effected in order to determine the entitlement to attend and vote at the 2025 AGM. All share transfers accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 30 December 2025 for such purpose.

7. As at the date of this notice, the Board comprises Mr. JIANG Bo and Mr. HUI Yung Chris as executive Directors, Mr. WU Ting Yuk Anthony as Chairman and non-executive Director, Mr. CHEN Jiarong and Professor WANG Qinmei as non-executive Directors, and Ms. CHENG Jessica, Mr. WANG Can, Ms. CI Ying and Dr. CHEN Poujian as independent non-executive Directors.

8. Unless the context otherwise requires, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 8 December 2025.

As at the date of this announcement, the Board comprises Mr. JIANG Bo and Mr. HUI Yung Chris as executive Directors, Mr. WU Ting Yuk Anthony as Chairman and non-executive Director, Mr. CHEN Jiarong and Professor WANG Qinmei as non-executive Directors and Ms. CHENG Jessica, Mr. WANG Can, Ms. CI Ying and Dr. CHEN Poujian as independent non-executive Directors.