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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)

NOTICE OF ANNUAL GENERAL MEETING

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.