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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 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 RESOLUTION INVOLVING LEGAL
ACTION HCMP 1627 OF 2025;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 3 to 8 of this circular.

A notice convening the EGM 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 Friday, 27 February 2026 at 10:30 a.m. is set out on pages 10 to 11 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 extraordinary general meeting (i.e. not later than Wednesday, 25 February 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 extraordinary general meeting of the Company or any adjourned meeting should you so wish.**

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

5 February 2026

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DEFINITIONS

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

“Articles”	the articles of association of the Company
“Board”	the board of the Directors
“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)
“Court”	the Court of First Instance of the High Court of Hong Kong
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 20/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Friday, 27 February 2026, at 10:30 a.m.
“Group”	the Company and its Subsidiaries
“HCMP 1627 Action”	the legal action initiated by the originating summons issued by the Plaintiff against the Company at the Court under action number HCMP 1627 of 2025 and received by the Company on 22 September 2025
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Notice”	the notice convening the EGM as set out on pages 10 to 11 of this circular

DEFINITIONS

“Plaintiff”	TSE Wai Ip, against whom a bankruptcy order was made on 3 November 2025 by the Court, and a former Director until 1 August 2025
“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
“Share(s)”	ordinary share(s), with nominal value of HK\$0.01 each, in the share capital of our Company;
“Shareholder(s)”	the holder(s) of the Share(s)
“Subsidiary(ies)”	has the meaning ascribed to it in the Listing Rules
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Jiang Bo *(Chief Executive Officer)*

Non-executive Director:

Professor Wang Qinmei

Mr. Chen Jiarong

Mr. Sun Peng

Independent non-executive Directors:

Mr. Wang Can

Ms. Ci Ying

Dr. Chen Poujian

Mr. Xu Anliang

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 Shareholders

5 February 2026

Dear Sir or Madam,

**(1) PROPOSED RE-ELECTION OF DIRECTORS;
(2) PROPOSED RESOLUTION INVOLVING LEGAL
ACTION HCMP 1627 OF 2025;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you information on the following resolutions proposed to be tabled at the EGM, so as to enable you to make an informed decision on the resolutions at the EGM. The resolutions include: (i) the re-election of Directors; (ii) to authorise the Board to write to the Court in respect of the HCMP 1627 Action; and (iii) a notice convening the EGM.

LETTER FROM THE BOARD

2. RE-ELECTION OF DIRECTORS

Prior appointments by the Board

Mr. Xu Anliang (“**Mr. Xu**”) was appointed by the Board as an independent non-executive Director and a member of the Audit Committee of the Company on 22 January 2026.

Mr. Sun Peng (“**Mr. Sun**”) was appointed as a non-executive Director by the Board on 22 January 2026.

It is proposed that each of Mr. Xu and Mr. Sun be re-elected at the EGM by separate ordinary resolutions pursuant to Article 83(2) of the Articles. Re-election of each of such Directors will be individually voted on by the Shareholders. The Board, after considering the views of the Nomination Committee of the Company, recommended on 2 February 2026 such resolutions be put forward to the EGM for the Shareholders to consider.

Biographical details of Mr. Xu and Mr. Sun are set forth in Appendix I to this circular. Where the re-election of Mr. Xu and Mr. Sun is approved at the EGM, the term of each of their appointments under their current letters of appointment (as set out in Appendix I) will continue subject to (a) the retirement, early vacation of office, removal and re-election provisions of the Articles and (b) the corporate governance code provision in relation to the retirement and re-election of Directors as adopted by the Company from time to time.

Each of Mr. Xu and Mr. Sun was appointed by the Board under Article 83(3) and will hold office until the next annual general meeting of the Company. If their re-elections are not approved at the EGM, they will continue to serve as Director until the next annual general meeting of the Company in accordance with Article 83(3) of the Articles, at which time they will retire and be eligible for re-election unless they are earlier removed in accordance with the Articles.

Confirmations

Each of Mr. Xu and Mr. Sun has confirmed that, save as disclosed in this circular, (1) he has not held 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; (2) he does not have any other major appointments and professional qualifications; (3) he does not have any relationship with any Director, senior management or substantial shareholders (as defined under the Listing Rules) or controlling shareholder (as defined under the Listing Rules) of the Company; (4) he 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 (5) does not have any other positions held within the Company or other members of the Group. In addition, each of them has confirmed that there is no other information in respect of his appointment that is discloseable pursuant to rules 13.51(2)(h) to (v) of the Listing Rules, and that there is no other matter that needs to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

Mr. Xu, being an independent non-executive Director, has confirmed his independence pursuant to Rule 3.13 of the Listing Rules, and the Nomination Committee of the Company is satisfied with his independence having regard to the independence criteria as set out in Rule 3.13 of the Listing Rules.

3. HCMP 1627 ACTION

Background of the HCMP 1627 Action

Reference is made to the announcement of the Company dated 23 September 2025 on the HCMP 1627 Action initiated by the Plaintiff. Under such action, the Plaintiff is applying to the Court for:

- (1) the Court's leave to bring proceedings on behalf of the Company against certain current and former directors and another company;
- (2) a Court order appointing a receiver and manager of the Company pending the determination of the Plaintiff's application and/or the proceedings to be brought under item (1) above;
- (3) a Court order appointing an independent person to investigate and report to the Court on the Company's financial position and/or the facts or circumstances that gave rise to the Plaintiff's application or the proceedings to be brought under item (1) above; and
- (4) costs to be paid by the Company.

For details regarding the Plaintiff's allegations, please refer to the Company's announcements of 23 September 2025.

The Plaintiff and the Plaintiff's bankruptcy

On 1 August 2025, the Board resolved to vacate the Plaintiff's office as a Director, after noting (i) the various outstanding legal proceedings, claims and bankruptcy petition made against the Plaintiff and (ii) Article 86(4) of the Articles which provides for the disqualification of a Director who suspends payment or compounds with his creditors. Please refer to the Company's announcements of 1 August 2025 and 16 September 2025.

On 22 September 2025, the Company received the Plaintiff's originating summons in respect of the HCMP 1627 Action.

LETTER FROM THE BOARD

On 23 September 2025, the Company held an extraordinary general meeting, and the Shareholders further resolved to remove the Plaintiff from his office as an executive Director pursuant to Article 83(5) of the Articles. Please refer to the Company's circular of 3 September 2025 and its announcement of 23 September 2025.

On 3 November 2025, a bankruptcy order was made against the Plaintiff by the Court, as announced by the Company on 7 November 2025.

Board's position and assessment of potential impacts arising from the HCMP 1627 Action

The Board is of the view that:

- (1) If the Plaintiff's application for the appointment of a receiver is approved by the Court, it will seriously disrupt the Company's normal operations and significantly impede the progress of its resumption application.
- (2) The Special Committee of the Board, assisted by legal and forensic advisers, is already conducting an independent investigation in compliance with the Stock Exchange's resumption guidance, the scope of which substantially overlaps with the Plaintiff's allegations. The results of this investigation will be submitted to the Stock Exchange and publicly announced in due course.
- (3) Under these circumstances, initiating proceedings before the completion of the independent investigation would be premature, inappropriate, and not in the best interests of the Company, as it would result in unnecessary disruption, legal costs and further delay the resumption process.

Accordingly, the Board at its meeting held on 2 February 2026 passed a resolution to (a) authorise the management to take all necessary actions to defend the Company in the legal proceedings commenced by the Plaintiff and (b) affirm its trust in the management's integrity and commercial judgement within their authorised authority under the Articles. The Board also seeks shareholders' support by proposing the following resolutions.

LETTER FROM THE BOARD

Proposed resolution for Shareholders to consider at the EGM

Based on the above-mentioned grounds and circumstances, the Board proposes that the following be passed as an ordinary resolution at the EGM to authorise the Board to write to the Court, in respect of the HCMP 1627 Action, that (a) the Shareholders support the Company's continued efforts in pursuing resumption application, (b) the Shareholders support the current Board in addressing the allegations, including those raised by the Plaintiff, through the established internal corporate governance processes, namely, the Special Committee's ongoing independent investigations, and do not endorse the HCMP 1627 Action initiated by the Plaintiff, and (c) on the basis of the foregoing, the Shareholders support the Company and the current Board in continuing to defend the HCMP 1627 Action.

4. EGM AND PROXY ARRANGEMENT

A notice convening the EGM with the proposed resolution is set out on pages 10 to 11 of this circular. A form of proxy for use at the EGM is enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.claritymedic.com). Whether or not you intend to be present at the EGM, you are requested to complete the form of proxy and return it to the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the EGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting at the EGM if they so wish.

Pursuant to Article 66(1) of the Articles and Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll, save that the chairman of the EGM may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

On a poll, every Shareholder present in person or by proxy(ies) or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

5. CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from Tuesday, 24 February 2026 to Friday, 27 February 2026, both days inclusive, during which period no share transfers can be registered.

In order to be eligible for attending and voting at the EGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 23 February 2026.

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

7. RECOMMENDATIONS

The Directors consider that the resolutions set out in the Notice for consideration and approval by Shareholders are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the EGM.

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

JIANG Bo

Executive Director and Chief Executive Officer

AS NON-EXECUTIVE DIRECTOR:**Mr. Sun Peng (“Mr. Sun”)**

Mr. Sun, aged 48, has over 20 years of experience in software engineering. He obtained a bachelor’s degree in Engineering in Computer Science and a master’s degree in Computer Science from the University of Science and Technology of China in 2002 and 2005 respectively.

From July 2005 to May 2010, he worked as a software engineer at the Microsoft Advanced Technology Centre in Beijing. From May 2010 to January 2022, he worked at Xiaomi Corporation as a software engineer. Since February 2022, he has been a software engineer at Hefei Whale Microelectronics Co., Ltd., a wholly-owned subsidiary of Jiangsu Yitong High-tech Co., Ltd. (“**Yitong**”), the shares of which are listed on the Shenzhen Stock Exchange (stock code: 300211). He is also the general manager and director of Yitong, since February 2022 and April 2023 respectively.

As at the date of this circular, Mr. Sun was interested in 52,125,000 Shares, representing approximately 9.72% of the total number of Shares in issue within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong.

The Company and Mr. Sun had entered into a letter of appointment as a non-executive Director for an initial term of three years commencing from 22 January 2026, such term being subject to, among other things, retirement by rotation and re-election requirements under the Articles and the Listing Rules. Mr. Sun has waived his entitlement to director’s remuneration.

AS INDEPENDENT NON-EXECUTIVE DIRECTOR:**Mr. Xu Anliang (“Mr. Xu”)**

Mr. Xu, aged 62, holds a master’s degree and obtained a doctor’s degree in economics from Nankai University in 2006. Mr. Xu is also a non-practicing member of the Chinese Institute of Certified Public Accountants.

Mr. Xu has been working for government institutions and corporations for many years. From 2019 to 2024, Mr. Xu served as a senior executive vice president of Wanxiang Group Corporation (“**Wanxiang Group**”), the chairman of Wanxiang Venture Capital Co., Ltd, and held various positions in the subsidiaries of Wanxiang Group. Mr. Xu served as an executive director of Puxing Energy Limited, a company listed on the Main Board of the Stock Exchange (stock code: 0090), from April 2021 to March 2024.

The Company and Mr. Xu had entered into a letter of appointment as an independent non-executive Director for an initial term of three years commencing from 22 January 2026, such term being subject to, among other things, retirement by rotation and re-election requirements under the Articles and the Listing Rules. Mr. Xu is entitled to an annual remuneration of HK\$300,000 for his role as an independent non-executive Director. Mr. Xu’s emolument is determined by the Board, upon recommendation by the Remuneration Committee of the Company with reference to his duties and responsibilities, experience and market rate of directors’ remuneration of companies listed on the Stock Exchange that are of a comparable size and operation as the Company.

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 extraordinary general meeting (the “EGM”) 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 Friday, 27 February 2026 at 10:30 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments:

ORDINARY RESOLUTIONS

- (1) To consider and approve the re-election of the following directors of the Company (the “Directors”):
 - (a) To re-elect Mr. Sun Peng as a non-executive Director of the Company pursuant to Article 83(2) of the Articles, following his appointment by the Board, and to authorise the Board to fix his remuneration; and
 - (b) To re-elect Mr. Xu Anliang as an independent non-executive Director pursuant to Article 83(2) of the Articles, following his appointment by the Board, and to authorise the Board to fix his remuneration;
- (2) To authorise the Board to write to the Court of First Instance of the High Court of Hong Kong (the “Court”), in respect of the originating summons issued by TSE Wai Ip (the “Plaintiff”) against the Company under action number HCMP 1627 of 2025 (the “HCMP 1627 Action”), that (a) the Shareholders support the Company’s continued efforts in pursuing resumption application, (b) the Shareholders support the current Board in addressing the allegations, including those raised by the Plaintiff, through the established internal corporate governance processes, namely, the Special Committee’s ongoing independent investigations, and do not endorse the HCMP 1627 Action initiated by the Plaintiff, and (c) on the basis of the foregoing, the Shareholders support the Company and the current Board in continuing to defend the HCMP 1627 Action.

By Order of the Board

CLARITY MEDICAL GROUP HOLDING LIMITED

JIANG Bo

Executive Director and Chief Executive Officer

Hong Kong, 5 February, 2026

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. Any member entitled to attend and vote at the EGM 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 EGM (i.e. not later than Wednesday, 25 February 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 EGM 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 EGM 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.
6. The register of members of the Company will be closed from Tuesday, 24 February 2026 to Friday, 27 February 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 EGM. 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 Monday, 23 February 2026 for such purpose.
7. As at the date of this notice, the Board comprises Mr. JIANG Bo as executive Director, Mr. CHEN Jiarong, Professor WANG Qinmei and Mr. SUN Peng as non-executive Directors, and Mr. WANG Can, Ms. CI Ying, Dr. CHEN Poujian and Mr. Xu Anliang 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 5 February 2026.

As at the date of this notice, the Board comprises Mr. JIANG Bo as executive Director, Mr. CHEN Jiarong, Professor WANG Qinmei and Mr. SUN Peng as non-executive Directors, Mr. WANG Can, Ms. CI Ying, Dr. CHEN Poujian and Mr. Xu Anliang as independent non-executive Directors.