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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)

CHANGE OF AUDITOR

This announcement is made by Clarity Medical Group Holding Limited (“**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”).

Resignation of Auditor

The board of directors of the Company (the “**Board**”) wishes to inform the shareholders (the “**Shareholders**”) and potential investors of the Company that Ernst & Young (“**EY**”) has resigned as the auditor of the Company with effect from 31 March 2026 upon request from the Board. The Board has decided to seek another firm of auditors for completing the audit of the consolidated financial statements of the Group for the year ended 31 March 2025 (the “**2025 Audit**”) as the Company and EY could not reach a consensus on the timetable and costs to complete the 2025 Audit, and any further delay would adversely affect the overall progress of the resumption in trading of the Company’s shares.

In its resignation letter dated 31 March 2026 (the “**Resignation Letter**”), EY stated that its resignation was made after considering a number of factors including its available internal resources in light of current workflows; the time and costs required to complete the audit, which included the outstanding matters discussed below. In respect of 2025 Audit, EY would like to bring to the attention of the Shareholders and creditors of the Company that:

Since November 2024, the Company received anonymous allegations against certain directors or employees of the Company (the “**Allegation I**”).

Sequence of events for Allegation I:

30 December 2024 The Board resolved to establish a special investigation committee (the “**Special Committee**”) to conduct an independent investigation on Allegation I (the “**Independent Investigation I**”).

13 March 2025 We communicated with the audit committee of the Company (the “**Audit Committee**”) in relation to our requests to comment on the proposed scope of the Independent Investigation I and conduct a shadow investigation.

26 March 2025	The Board appointed an independent forensic advisor (the “ Independent Investigator I ”) to the Special Committee.
April 2025 to September 2025	We conducted shadow investigation with the Independent Investigator I and the Special Committee, including attending the verbal progress update meetings and/or interviews taken place during the period.
11 November 2025	The Board resolved to disengage the Independent Investigator I and reconstitute the membership of the Special Committee with immediate effect. We understand the decision was made pursuant to the reasons set forth in the Company’s announcement dated 12 November 2025.
28 November 2025	The Board appointed a new independent forensic advisor (the “ New Independent Investigator I ”) to the Special Committee.
To present	The Independent Investigation I conducted by the New Independent Investigator I is ongoing.

In April 2025, the Company received allegations on certain material misstatements in the prospectus of the Company’s initial public offering (the “**Allegation II**”).

Sequence of events for Allegation II:

14 May 2025	We communicated with Audit Committee in relation to our recommendations to appoint independent forensic advisor and independent investigation lawyer.
17 June 2025	We made inquiries with Audit Committee in relation to the work plan of Allegation II.
25 June 2025	The Board resolved to establish a separate special investigation committee (the “ Separate Special Committee ”) to conduct an independent investigation (the “ Independent Investigation II ”).
3 September 2025	We provided our comments on the proposed scope of the Independent Investigation II to the management of the Company.
11 November 2025	The Board resolved to reconstitute the membership of the Separate Special Committee with immediate effect.
10 February 2026	The Board appointed an independent forensic advisor (the “ Independent Investigator II ”) to the Separate Special Committee.
To present	The Independent Investigation II conducted by the Independent Investigator II is ongoing.

Details of the Allegation I and Allegation II (collectively, the “**Allegations**”) are set out in the Company’s announcements dated 17 January 2025, 13 May 2025 and 30 May 2025, respectively.

In the Independent Investigation I and Independent Investigation II (collectively, the “**Independent Investigations**”) above, EY have not been invited to the meetings/interviews with the New Independent Investigator I and the Independent Investigator II. The Independent Investigations are still ongoing without a concrete timetable for completion, including the conclusions of the Special Committee and the Separate Special Committee as to whether the Allegations are founded and if so, whether any adjustments need to be made to the 2025 Audit and/or the prior years’ consolidated financial statements. Consequently, EY is unable to assess the scope of additional audit procedures that will be required in order for it to complete the 2025 Audit without the satisfactory completion of the Independent Investigations; and hence the timing of completion for the 2025 Audit cannot be ascertained. Up to the date of the Resignation Letter, EY was not engaged as the auditor of the Company for the year ended 31 March 2026.

Except for the above mentioned matters and the suspension of trading of the Company’s shares on The Stock Exchange of Hong Kong Limited as disclosed in the announcements of the Company dated 17 January 2025, 15 April 2025, 13 May 2025, 30 May 2025 and 30 June 2025, EY has confirmed in its Resignation Letter that, other than the matters related to the aforementioned Allegations, there are no other matters connected with its resignation which EY considers should be brought to the attention of the Shareholders or creditors of the Company in relation to the change of the auditor of the Company.

The Board and the Audit Committee also confirmed that, save as disclosed above, there are no disagreements between the Company and EY, and they are not aware of any other matters in connection with the resignation of EY that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its gratitude to EY for its professional services rendered to the Company during its tenure.

Appointment of Auditor

The Board further announces that, upon the recommendation of the Audit Committee, the Board has resolved to approve the appointment of Crowe (HK) CPA Limited (“**Crowe**”) as the new auditor of the Company, subject to the completion of audit engagement acceptance procedures which are now being conducted, to fill the casual vacancy and to hold office until the conclusion of the next annual general meeting of the Company. The Company will issue a separate announcement in relation to the appointment of Crowe upon completion of such procedures.

In reaching its recommendation to the Board, the Audit Committee has considered a number of factors, including but not limited to, (i) the competence and capability of Crowe, including its knowledge and experience in handling audit work for companies listed on The Stock Exchange of Hong Kong; (ii) its market reputation; (iii) its resources, manpower and quality; (iv) its audit scope and approach; (v) its independence from the Group and objectivity; and (vi) the relevant guidelines issued by the Accounting and Financial Reporting Council.

In view of the above, the Audit Committee has assessed and considered that Crowe would be independent, competent and capable (that the resources committed by Crowe are adequate and sufficient to complete all necessary audit procedures without compromising audit quality), and suitable to act as the auditor of the Company, and the Audit Committee and the Board are of the view that the appointment of Crowe as the auditor of the Company is in the interest of the Company and the Shareholders as a whole.

CONTINUE SUSPENSION OF TRADING

Trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on Tuesday, 15 April 2025 and will remain suspended until further notice.

Shareholders and potential investors of the Company should exercise caution when dealing in the shares or other securities of the Company, and if they are in any doubt about their position, they should consult their independent professional adviser(s).

By order of the Board
CLARITY MEDICAL GROUP HOLDING LIMITED
JIANG Bo
Executive Director and Chief Executive Officer

Hong Kong, 2 April 2026

As at the date of this announcement, 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.