
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 your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other independent professional adviser.

If you have sold or transferred all your shares, you should at once hand this circular, together with the accompanying form of proxy, to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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 GRANT OF REPURCHASE MANDATE AND
GENERAL MANDATE,
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
(3) PROPOSED RE-APPOINTMENT OF AUDITOR
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 5 to 10 of this circular.

A notice convening the annual general meeting of Clarity Medical Group Holding Limited (the “**Company**”) to be held at L11, The ONE, 100 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 30 August 2024, at 10:30 a.m. is set forth on pages 21 to 25 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 Wednesday, 28 August 2024 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.**

29 July 2024

TABLE OF CONTENTS

	<i>Page</i>
DEFINITIONS	1
EXPECTED TIMETABLE	4
LETTER FROM THE BOARD	
Introduction	5
Repurchase Mandate	6
General Mandate	6
Re-election of retiring Directors	7
Re-appointment of auditor	8
Annual General Meeting	8
Proxy arrangement	8
Closure of register of members	9
Voting by way of a poll	9
Recommendation	9
Responsibility statement	9
APPENDIX I — EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE	11
APPENDIX II — INFORMATION OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING AND OTHER INFORMATION	15
NOTICE OF ANNUAL GENERAL MEETING	21

DEFINITIONS

In this circular, unless the context otherwise requires, the following terms and expressions shall have the following meanings:

“acting in concert”	has the meaning ascribed thereto in the Takeovers Codes;
“Annual General Meeting”	the annual general meeting of the Company to be held at L11, The ONE, 100 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 30 August 2024, at 10:30 a.m. or any adjournment thereof (as the case may be);
“Articles of Association” or “Articles”	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;
“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 (2021 Revision) of the Cayman Islands, as amended 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 and, unless the context otherwise requires, refers to Clear Lead Ventures Limited, 3W Partners Fund I L.P., 3W Partners GP Limited, Mr. Goh Lu Hong and Mr. Chan Hoi Hin William;
“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;

DEFINITIONS

“Group”	the Company and its subsidiaries;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	19 July 2024, 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;
“Nomination Committee”	the nomination committee of the Company;
“Notice”	the notice dated 29 July 2024 convening the Annual General Meeting as set forth on pages 21 to 25 of this circular;
“Ordinary Resolutions”	the proposed ordinary resolutions in respect of the matters referred to in the Notice;
“PRC”	People’s Republic of China;
“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 Codes”	The Codes on Takeovers and Mergers and Share Buy-backs;

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“%”	per cent.

EXPECTED TIMETABLE

Dispatch of this circular and notice of the Annual
General Meeting Monday, 29 July 2024

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 Monday,
26 August 2024

Closure of Register of Members for the purpose of
determining the voting rights for the Annual General
Meeting (both dates inclusive) from Tuesday, 27 August 2024
to Friday, 30 August 2024

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 Wednesday,
28 August 2024

Date and time of the Annual General Meeting. 10:30 a.m. on Friday,
30 August 2024

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
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)

Mr. Wu Ting Yuk Anthony (*Chairman of the Board*)[^]
Mr. Hui Yung Chris (*Chief Executive Officer*)^{*}
Ms. Cheng Jessica[#]
Mr. Li Michael Hankin[#]
Mr. Lo Tsz Hong^{*}
Mr. Ma Wai Hung Vincent[#]
Mr. Ng Roy[^]
Dr. Tse Wai Ip^{*}
Ms. Zhao Wei[^]

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

*Head office and principal place
of business in Hong Kong:*
Room 1302, 13/F
9 Queen's Road Central
Hong Kong

Notes

- [^] Refers to Non-executive Directors
^{*} Refers to Executive Directors
[#] Refers to Independent non-executive Directors

29 July 2024

To the Shareholders:

Dear Sir or Madam,

**(1) PROPOSED GRANT OF REPURCHASE MANDATE AND
GENERAL MANDATE,
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
(3) PROPOSED RE-APPOINTMENT OF AUDITOR
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

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

LETTER FROM THE BOARD

The resolutions include (i) the grant of the Repurchase Mandate, (ii) the grant of the General Mandate, (iii) the extension of the General Mandate by the aggregate number of Shares repurchased under the Repurchase Mandate, (iv) the re-election of retiring Directors and (v) the re-appointment of the auditor of the Company.

REPURCHASE MANDATE

On 20 September 2023, 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 will lapse at the conclusion of the Annual General Meeting.

At the Annual General Meeting, 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 Annual General Meeting; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles 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.

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.

GENERAL MANDATE

On 20 September 2023, 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 will lapse at the conclusion of the Annual General Meeting.

At the Annual General Meeting, 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 Annual General Meeting; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles 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, the total number of Shares in issue was 528,917,125 and they were all fully paid up or credited as fully paid-up.

LETTER FROM THE BOARD

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 105,783,425 Shares.

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.

RE-ELECTION OF RETIRING DIRECTORS

According to Article 83 of the Articles, Ms. Cheng Jessica (“**Ms. Cheng**”), being the newly appointed Director on 29 May 2024, shall hold office until the Annual General Meeting and, being eligible, will offer herself for re-election at the Annual General Meeting.

According to Article 84 of the Articles of the Company, Mr. Hui Yung Chris (“**Mr. Hui**”), Ms. Zhao Wei (“**Ms. Zhao**”) and Mr. Ma Wai Hung Vincent (“**Mr. Ma**”) shall retire from office by rotation at the Annual General Meeting. All of them, being eligible, will offer themselves for re-election at the Annual General Meeting.

The Nomination Committee has reviewed the structure and composition of the Board and nominated the aforesaid four retiring Directors to the Board for it to recommend to Shareholders for re-election at the Annual General Meeting. Mr. Ma, who is a member of the Nomination Committee, abstained from voting at the Nomination Committee meeting when his nomination was being considered.

The nominations were made in accordance with the nomination policy of the Company and the objective criteria (including without limitation, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out under the Board diversity policy of the Company. The Nomination Committee had also taken into account the working profile, extensive experience, contributions of each of such retiring Directors and their commitment to their role. In proposing Ms. Cheng and Mr. Ma to be re-elected as independent non-executive Directors at the Annual General Meeting, the Nomination Committee reviewed the confirmation of independence provided by Ms. Cheng and Mr. Ma pursuant to Rule 3.13 of the Listing Rules, and it was satisfied with their independence having regard to the independence criteria as set out in Rule 3.13 of the Listing Rules.

The Nomination Committee considers that each of the retiring Directors will continue to bring valuable business experience, knowledge from different industries and professionalism to the Board for its efficient and effective functioning and diversity. The Board accepted the Nomination Committee’s nomination and recommended the

LETTER FROM THE BOARD

Shareholders to re-elect the retiring Directors as Directors at the Annual General Meeting. Each of the retiring Directors has abstained from voting on the relevant resolution at the Board meeting regarding their own re-election.

Particulars of the retiring Directors who are proposed to be re-elected at the Annual General Meeting and further information in relation to the re-election of Directors are set forth in Appendix II to this circular. Re-election of retiring Directors will be individually voted on by the Shareholders.

RE-APPOINTMENT OF AUDITOR

According to Article 152 of the Articles, the auditor of the Company shall hold office until the Annual General Meeting. The Board (which agreed with the view of the audit committee of the Company) recommended that, subject to the approval of the Shareholders at the Annual General Meeting, Ernst & Young be re-appointed as the external auditor of the Company for the financial year ending 31 March 2025.

ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set forth on pages 21 to 25 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, among other things, (i) the grant of the Repurchase Mandate, (ii) the grant of the General Mandate, (iii) the extension of the General Mandate by the aggregate number of shares repurchased under the Repurchase Mandate, (iv) the re-election of retiring Directors and (v) the re-appointment of auditor.

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 proposed at the Annual General Meeting.

The Annual General Meeting will be held at L11, The ONE, 100 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 30 August 2024, at 10:30 a.m..

PROXY ARRANGEMENT

A form of proxy for the Annual General Meeting 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 Annual General Meeting (i.e. not later than Wednesday, 28 August 2024 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 Annual General Meeting 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.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from Tuesday, 27 August 2024 to Friday, 30 August 2024 (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 Annual General Meeting. 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 Monday, 26 August 2024 for such purpose.

VOTING BY WAY OF A POLL

According to Rule 13.39(4) of the Listing Rules and the Articles, 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 proposed resolutions of the Company will be adopted at the Annual General Meeting.

The poll results will be published on the websites of the Stock Exchange and the Company after the conclusion of the Annual General Meeting.

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, the proposed re-election of retiring Directors, and the re-appointment of the auditor 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 the relevant Ordinary Resolutions to be proposed at the Annual General Meeting.

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

LETTER FROM THE BOARD

- (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.

By order 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 to be proposed at the Annual General Meeting 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 528,917,125 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 52,891,712 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 REPURCHASES

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 REPURCHASES

In making repurchases, the Company proposes to apply funds legally available for such purpose in accordance with its memorandum of association, the Articles, 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 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 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 the Latest Practicable Date, the highest and lowest prices at which the Shares have been traded on the Stock Exchange were as follows:

	Share price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
June	0.95	0.80
July	0.92	0.83
August	0.91	0.78
September	0.81	0.67
October	0.75	0.58
November	0.84	0.53
December	0.72	0.57
2024		
January	0.68	0.44
February	0.50	0.44
March	0.77	0.40
April	0.69	0.49
May	0.59	0.49
June	0.53	0.47
July (up to the Latest Practicable Date)	0.51	0.45

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 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 CODES

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.

As of the Latest Practicable Date, the Controlling Shareholders together held an aggregate of 165,775,126 Shares, representing approximately 31.34% of the total number of the Shares in issue.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted, then (if the present shareholdings otherwise remained the same) the equity interests in the Company held by the Controlling Shareholders would increase to approximately to 34.82% of the total number of Shares in issue.

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.

**RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL
GENERAL MEETING**

Set forth below is a summary of the biographical information on the retiring Directors proposed to be re-elected at the Annual General Meeting.

Ms. Cheng Jessica, being the newly appointed Director on 29 May 2024, shall hold office until the Annual General Meeting and, being eligible, will offer herself for re-election at the Annual General Meeting in accordance with Article 83 of the Articles.

Mr. Hui Yung Chris, Ms. Zhao Wei and Mr. Ma Wai Hung Vincent shall retire from office by rotation and, being eligible, will offer themselves for re-election at the Annual General Meeting in accordance with Article 84 of the Articles

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 is currently responsible for overseeing overall business and development and operations of our Group. 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

Ms. Zhao Wei (趙瑋), aged 45, was appointed as a non-executive Director on 20 March 2019. She is responsible for advising on the overall strategic planning of our Group. Ms. Zhao received her bachelor's degree of science with a major in business and finance in English from Shanghai Jiao Tong University in July 2001 and a master's degree of business administration from The University of Hong Kong in November 2013. Ms. Zhao is a non-practising member of the Chinese Institute of Certified Public Accountants. She is currently the managing director, Corporate Development and Investments of WuXi AppTec (Shanghai) Co., Ltd., and she is mainly responsible for sourcing, evaluating, executing and integrating its strategic acquisitions, investments and joint ventures. Ms. Zhao worked at Ernst & Young Hua Ming Shanghai Branch (“**EY Shanghai**”) from September 2001 to April 2008. From February 2006 to April 2006, she briefly left EY Shanghai and worked for Deloitte & Touche Corporation Finance Ltd. Later, from May 2008 to November 2014, she worked at Ernst & Young (China) Advisory Limited.

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

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

Independent Non-executive Director

Ms. Cheng Jessica, aged 44, 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 People's Republic of China (the “**PRC**”); a consultant at Genesis Medical Technology (Shanghai) Company Limited, 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.

Mr. Ma Wai Hung Vincent (馬偉雄), aged 59, was appointed as an independent non-executive Director on 6 May 2021. He is also a member of the Audit Committee and Nomination Committee and the Chairman of the Remuneration Committee. Mr. Ma is responsible for supervising and providing independent advice to our Board. Mr. Ma obtained a degree of Bachelor of Arts with a major in Economics from the University of California, Los Angeles (UCLA) in June 1987, and a degree of Master of Business Administration from the Columbia University, New York in May 1991. Mr. Ma is currently the managing director of Soma International Limited, a Hong Kong based company

principally engaged in toys trading business and other business investment, where he is responsible for the overall management of the company. Mr. Ma has over 29 years of experience in the toy industry.

Mr. Ma acted as an independent non-executive director of PF Group Holdings Limited, a company listed on the GEM of the Stock Exchange (stock code: 8221) from December 2016 to December 2020. From April 2002 to June 2003, Mr. Ma was the vice chairman and executive director of Aptus Holdings Limited (currently known as Celebrate International Holdings Limited and formerly known as Hong Kong Life Group Holdings Limited) (“Aptus”), a company listed on the GEM of the Stock Exchange (stock code: 8212) which was subsequently delisted in July 2020. From June 2003 to September 2004, Mr. Ma acted as a non-executive director of Aptus. Mr. Ma was responsible for the overall business development of the Aptus group of companies. Mr. Ma is also a general committee member of The Toys Manufacturers’ Association of Hong Kong Limited.

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

Mr. Ma 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 retiring 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 528,917,125, 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 retiring 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 Yung Chris entered into a service agreement with the Company. Particulars of the agreement are summarized 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 Yung Chris is entitled to an annual remuneration of HK\$3,600,000 for his appointment as 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 chief executive officer of the Group.

Ms. Zhao Wei entered into a letter of appointment and supplemental letter of appointment with the Company. Particulars of the letter of appointment and supplemental letter of appointment are summarised below:

- (i) appointment is of a term of three years commencing on 18 February 2022 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.
- (ii) Ms. Zhao is not entitled to receive any remuneration with effective from 1 December 2023 in accordance with the terms of supplemental letter of appointment.

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

Mr. Ma Wai Hung Vincent 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 18 February 2022 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.
- (ii) Mr. Ma 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 retiring 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.



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 L11, The ONE, 100 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 30 August 2024, at 10:30 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “**Director(s)**”) and the auditor (the “**Auditor**”) of the Company, Ernst & Young, for the financial year ended 31 March 2024;
2. (A) (i) To re-elect Mr. Hui Yung Chris as an executive Director;
(ii) To re-elect Ms. Zhao Wei as a non-executive Director;
(iii) To re-elect Ms. Cheng Jessica as an independent non-executive Director;
(iv) To re-elect Mr. Ma Wai Hung Vincent as an independent non-executive Director;
(B) to authorise the board of Directors (the “**Board**”) to determine the remuneration of the Directors;
3. To re-appoint Ernst & Young as the Auditor and to authorise the Board to fix its remuneration;

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL BUSINESS

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

4A. **“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 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 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.”

NOTICE OF ANNUAL GENERAL MEETING

4B. “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 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. 4A(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

NOTICE OF ANNUAL GENERAL MEETING

relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

4C. “**THAT:**

conditional upon the passing of resolutions Nos. 4A and 4B, the general mandate granted to the Directors pursuant to resolution No. 4B 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. 4A, **PROVIDED THAT** such amount shall not exceed 10% of the total number of the Shares in issue as of the date of passing of this resolution.”

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

Hong Kong, 29 July 2024

Notes:

1. Any member entitled to attend and vote at the Annual General Meeting 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 Wednesday, 28 August 2024 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 Annual General Meeting 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 Annual General Meeting 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.

NOTICE OF ANNUAL GENERAL MEETING

6. The register of members of the Company will be closed from Tuesday, 27 August 2024 to Friday, 30 August 2024 (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 Annual General Meeting. 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, 26 August 2024 for such purpose.
7. As at the date of this notice, the Board comprises Mr. HUI Yung Chris, Dr. TSE Wai Ip and Mr. LO Tsz Hong as executive Directors, Mr. WU Ting Yuk Anthony as Chairman and non-executive Director, Mr. NG Roy and Ms. ZHAO Wei as non-executive Directors and Mr. LI Michael Hankin, Mr. MA Wai Hung Vincent and Ms. CHENG Jessica as independent non-executive Directors.
8. Unless the context otherwise requires, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated 29 July 2024.