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**VOLUNTARY ANNOUNCEMENT BY CLEAR LEAD VENTURES LIMITED
DISPOSAL OF SHARES BY A CONTROLLING SHAREHOLDER**

This announcement is made by Clear Lead Ventures Limited (the “**Seller**”), a substantial shareholder (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) of Clarity Medical Group Holding Limited (the “**Company**”), on a voluntary basis.

On 6 August 2024, Innovative Vision Inc (the “**Buyer**”) and the Seller entered into a Sale and Purchase Agreement (the “**Sale and Purchase Agreement**”) in connection with the sale and purchase of certain number of ordinary shares (the “**Shares**”) in the Company. Prior to the execution of the Sale and Purchase Agreement, the Seller was the controlling shareholder (as defined under the Listing Rules) of the Company, holding 165,775,126 Shares that represent approximately 31.34% of the total issued share capital of the Company.

The key terms of the Sale and Purchase Agreement are set forth below:

The sale transaction: The Seller has conditionally agreed to sell and the Buyer has conditionally agreed to purchase a total of 153,385,966 Shares (the “**Sale Shares**”), representing approximately 29% of the total number of Shares issued by the Company.

Closing arrangements: Closing with respect to the sale and purchase of the Sale Shares shall take place in two tranches:

- (1) The first closing (the “**First Closing**”) with respect to the sale of 107,370,176 Shares (the “**First Closing Sale Shares**”), which represent approximately 20.30% of the total number of Shares issued by the Company, shall take place within 10 business days from the date of the Sale and Purchase Agreement, i.e. on or before 20 August 2024 (the “**First Long-stop Date**”); and
- (2) The second closing (the “**Second Closing**”) with respect to the sale of the remaining 46,015,790 Shares (the “**Second Closing Sale Shares**”), which represent approximately 8.70% of the total number of Shares issued by the Company, shall take place within three months from the date of the Sale and Purchase Agreement, i.e. on or before 5 November 2024 (the “**Second Long-stop Date**”).

- Consideration:**
- (1) HK\$0.66 for each of the First Closing Sale Shares, HK\$70,864,316.16 in aggregate; and
 - (2) HK\$0.67 for each of the Second Closing Sale Shares, HK\$30,830,579.30 in aggregate.

- Representations and Covenants:**
- (1) The Seller and the Buyer are independent from and are not connected with each other; and they do not act in concert (as defined under the Codes on Takeovers and Mergers and Share Buy-backs);
 - (2) The Seller must, after the date of the Second Closing, use commercially reasonable endeavours to sell the remaining 12,389,160 Shares held by it (the “**Residue Shares**”), which represent approximately 2.34% of the total number of Shares issued by the Company, in the open market or to any person which is independent from the Seller and the Buyer;
 - (3) The Buyer does not exercise any control, assert any influence and hold any option on the Residue Shares.

THE TRANSACTION STATUS

Following the delivery of a written waiver and consent made by the Seller and the Buyer on 21 August 2024 regarding the extension of the First Long-stop Date, the First Closing took place on 2 September 2024 and the Seller completed the sale of the First Closing Sale Shares to the Buyer. The Seller and the Buyer did not consummate the Second Closing by the Second Long-stop Date.

The Seller confirmed that the Second Closing has lapsed and there has been no extension or revision to the Second Long-stop Date. The provisions in relation to the Second Closing in the Sale and Purchase Agreement in respect of the Second Closing Sale Shares cease to have force and effect on the Buyer and the Seller. The Seller no longer has obligations to complete the Second Closing with the Buyer under the Sale and Purchase Agreement.

On 13 January 2025, the Seller received a new offer from the Buyer with respect to the sale of 46,015,790 Shares in the Company. The Seller has not yet decided whether to accept such new offer. In the event that the Seller accepts the new offer, the terms and conditions subject to which the sale transaction will be conducted will be documented in a new sale and purchase agreement which will incorporate the following representations and covenants: (1) the Seller and the Buyer are independent from and are not connected with each other, and they do not act in concert (as defined under the Codes on Takeovers and Mergers and Share Buy-backs); (2) the Seller must sell the Residue Shares in the open market after the completion of the sale of 46,015,790 Shares to the Buyer; and (3) the Buyer does not exercise any control, assert any influence or hold any option on the Residue Shares.

Upon completion of the First Closing and as of the date hereof, the Seller holds 58,404,950 Shares, representing approximately 11.04% of the total issued share capital of the Company.

DISCLOSURE OF INTEREST

After the execution of the Sale and Purchase Agreement, the Seller disclosed the change in nature of its interest in the Sale Shares, i.e. 29% of the total issued share capital of the Company, by filing a notice to The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in accordance with Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) on 9 August 2024.

Upon completion of the First Closing, the Seller filed another notice to the Stock Exchange to report the cessation of its interest in the First Closing Sale Shares on 3 September 2024.

Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

By order of the board of
CLEAR LEAD VENTURES LIMITED
CHAN Hoi Hin William
Director

Hong Kong, 14 January 2025

As at the date of this announcement, the board of Clear Lead Ventures Limited comprises Mr. CHAN Hoi Hin William and Mr. GOH Lu Hong as the directors.