

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*

## **Sterling Group Holdings Limited** **美臻集團控股有限公司\***

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1825)**

### **CHANGE OF AUDITOR**

This announcement is made by Sterling Group Holdings Limited (the “**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.

#### **RESIGNATION OF AUDITOR**

The board of directors (the “**Board**”) of the Company announces that BDO Limited (“**BDO**”) resigned as the auditor of the Company with effect from 13 March 2023, as the Company and BDO were unable to reach a consensus in respect of the proposed audit fee of the Company for the financial year ending 31 March 2023. BDO has been the auditor of the Group for 10 years. The Board considers the rotation of auditor after an appropriate period of time is a good governance practice.

BDO has confirmed in its resignation letter that, saved as disclosed above, there is no other matter in relation to its resignation that needs to be brought to the attention of shareholders of the Company (the “**Shareholders**”).

The Board and the audit committee of the Company (“**Audit Committee**”) have confirmed that there is no disagreement between the Company and BDO, and there is no other matter in connection with the resignation of BDO that needs to be brought to the attention of the Shareholders.

As at the date of this announcement, BDO has not commenced any audit work on the consolidated financial statements of the Group for the financial year ending 31 March 2023. The Board believes that the change of auditor of the Company will not have any significant impact on the annual audit and the release of annual results of the Group for the financial year ending 31 March 2023.

The Board would like to take this opportunity to express its sincere gratitude to BDO for its professional and quality services rendered to the Group during the past years.

## **APPOINTMENT OF AUDITOR**

The Board further announces that, with the recommendation from the Audit Committee, it has resolved to appoint Baker Tilly Hong Kong Limited as the new auditor of the Company with effect from 13 March 2023 to fill the causal vacancy following the resignation of BDO and to hold office until the conclusion of the next annual general meeting of the Company.

The Board and the Audit Committee are of the view that the change of auditor would enable the Company to carry out more effective cost control to better cope with its future business development and is in the interest of the Company and its Shareholders as a whole.

The Board would like to express its warm welcome to Baker Tilly Hong Kong Limited on its appointment as the auditor of the Company.

By order of the Board  
**Sterling Group Holdings Limited**  
美臻集團控股有限公司\*  
**Wong Mei Wai Alice**

*Chairperson, Executive Director and Chief Executive Officer*

Hong Kong, 13 March 2023

*As at the date of this announcement, Ms. Wong Mei Wai Alice is the executive Director and Chairperson, Mr. Siu Yik Ming and Mr. Chung Sam Kwok Wai are the executive Directors, and Mr. Tsang Ho Yin, Ms. Zhang Lingling and Mr. Choi Wai Hin are the independent non-executive Directors.*

\* *For identification purposes only*