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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 28 SEPTEMBER 2021**

The Board is pleased to announce that:

- (1) at the Annual General Meeting (the “AGM”) of the Company held on 28 September 2021, a poll was conducted on all the proposed resolutions as set out in the notice of the AGM dated 20 August 2021 (the “Notice”) pursuant to the requirements of the Listing Rules and all the resolutions were duly passed.
- (2) Mr. Cheng King Hoi, Andrew retired as Independent Non-Executive Director and ceased to be the member of each of Audit Committee, the Nomination Committee and the Remuneration Committee of the Company, all with effect from the conclusion of the AGM.

Reference is made to the circular of the Company dated 20 August 2021 (the “Circular”) concerning, *inter alia*, the AGM of the Company which has been held on 28 September 2021. Terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

(1) RESULTS OF THE AGM

The Board is pleased to announce that at the AGM of the Company held on 28 September 2021, a poll was conducted on all the proposed resolutions as set out in the Notice pursuant to the requirements of the Listing Rules and all the resolutions were duly passed.

The Company's share registrar, Tricor Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking. The poll results are set out as follows:

Resolutions		Number of votes cast (percentage of total number of votes cast)		Total number of votes cast
		For	Against	
1.	To receive and adopt the audited financial statements and the report of the directors and independent auditor's report for the year ended 31 March 2021.	40,104,002 (100%)	0 (0%)	40,104,002
2.	To re-appoint Messrs BDO Limited as auditors of the Company and to authorize the board of directors to fix their remuneration.	40,104,002 (100%)	0 (0%)	40,104,002
3.	A. To re-elect Mr. Choi Siu Wai William as non-executive director.	40,104,002 (100%)	0 (0%)	40,104,002
	B. To re-elect Mr. Ko Ming Tung Edward as independent non-executive director.	40,104,002 (100%)	0 (0%)	40,104,002
	C. To authorize the Board to fix the remuneration of the Directors.	40,104,002 (100%)	0 (0%)	40,104,002
4.	To pass Resolution 4 of the Notice of Annual General Meeting (the "Notice") – to give a general mandate to the directors to allot, issue and deal with additional shares not exceeding 20% of the aggregate number of issued shares of the Company.	40,104,002 (100%)	0 (0%)	40,104,002

Resolutions		Number of votes cast (percentage of total number of votes cast)		Total number of votes cast
		For	Against	
5.	To pass Resolution 5 of the Notice – to give a general mandate to the directors to buy back shares not exceeding 10% of the aggregate number of issued shares of the Company.	40,104,002 (100%)	0 (0%)	40,104,002
6.	To pass Resolution 6 of the Notice – to add conditional upon the passing of ordinary resolutions 4 & 5 above, the number of issued shares bought-back to the general mandate given to the directors to allot additional shares.	40,104,002 (100%)	0 (0%)	40,104,002

As more than 50% of the votes were cast in favour of each of the above resolutions 1 to 6, all such resolutions were duly passed as ordinary resolutions.

As at the date of the AGM, the total number of issued Shares of the Company entitling the Shareholders to attend and vote for or against the resolutions at the AGM was 200,000,000 Shares. There was no Share entitling the Shareholder to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules.

There was no Share requiring the Shareholders to abstain from voting at the AGM under the Listing Rules. No Shareholder has indicated in the Circular that he/she intends to abstain from voting on or vote against any of the resolutions at the AGM.

(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Cheng King Hoi, Andrew retired as Independent Non-Executive Director and ceased to be the member of each of Audit Committee, the Nomination Committee and the Remuneration Committee of the Company, all with effect from the conclusion of the AGM.

The Board would like to take this opportunity to express its gratitude to Mr. Cheng for his valuable contribution to the Group during his tenure of service.

By Order of the Board
Sterling Group Holdings Limited
美臻集團控股有限公司*
Choi Siu Wai, William
Chairman

Hong Kong, 28 September 2021

As at the date of this announcement, Ms. Wong Mei Wai Alice, Mr. Siu Yik Ming and Mr. Chung Sam Kwok Wai are the executive Directors, Mr. Choi Siu Wai William is the non-executive Director and Chairman, and Mr. Chan Kee Huen Michael and Mr. Ko Ming Tung Edward are the independent non-executive Directors.

* *For identification purpose only*