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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)

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND COMMITTEE MEMBERS

The Board of the Company announces that, with effect from 1 December 2021:

- (1) Mr. KO has resigned as an independent non-executive Director, a member of each of the Audit Committee and Nomination Committee, and the chairman of Remuneration Committee;
- (2) Mr. TSANG, who is currently an independent non-executive Director, is appointed as the chairman of the Remuneration Committee; and
- (3) Ms. ZHANG has been appointed as an independent non-executive Director, a member of each of the Audit Committee, Nomination Committee and Remuneration Committee.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of Sterling Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Ko Ming Tung Edward (“**Mr. KO**”) has resigned as an independent non-executive Director, a member of each of the audit committee (the “**Audit Committee**”) and nomination committee (the “**Nomination Committee**”), and the chairman of remuneration committee (the “**Remuneration Committee**”) of the Company with effect from 1 December 2021 due to his own business commitment.

Mr. KO has confirmed that he has no disagreement with the Board and there is no other matter relating to his resignation that needs to be brought to the attention of the holders of securities of the Company.

The Board would like to take this opportunity to express its sincere gratitude to Mr. KO for his valuable contributions to the Company during his tenure of office.

APPOINTMENT OF CHAIRMAN OF REMUNERATION COMMITTEE

The Board announces that Mr. Tsang Ho Yin (“**Mr. TSANG**”), who is currently an independent non-executive Director, and a member of each of the Audit Committee, Nomination Committee and Remuneration Committee, is appointed as the chairman of Remuneration Committee with effect from 1 December 2021.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that Ms. Zhang Lingling (“**Ms. ZHANG**”) has been appointed as an independent non-executive Director, and a member of each of the Audit Committee, Nomination Committee and Remuneration Committee with effect from 1 December 2021.

Ms. ZHANG, aged 30, graduated from Chengdu University of Information Technology with a bachelor’s degree in Accountancy in 2013 and The Open University of Hong Kong with a master’s degree in Business Administration in 2019. She has solid experience in financial analysis, initial public offerings and fund raising in secondary market. Ms. ZHANG obtained the securities qualification certificate of The Securities Association of China, the fund qualification certificate of Asset Management Association of China and the Certification of China Banking Professional. She is now the vice president and a representative of Funderstone Securities Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”), and a representative of Funderstone Futures Limited, a corporation licensed to carry out Type 2 (dealing in future contracts) regulated activity under the SFO.

The Company and Ms. ZHANG entered into a letter of appointment for a term of three years and effective on 1 December 2021. Pursuant to the articles of association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), Ms. ZHANG shall hold office until the next general meeting of the Company and then be eligible and offer herself for re-election, and thereafter be subject to retirement by rotation and re-election at annual general meetings of the Company. Ms. ZHANG is entitled to an annual director’s fee of HK\$120,000 and bonus at the discretion of the Board with reference to the market conditions, the Group’s performance, and her duties and performance.

As at the date of this announcement, save as disclosed herein, Ms. ZHANG (i) has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules); (ii) does not hold any other position in the Group; (iii) does not have any interest in any shares, underlying shares or debenture of the Company and/or its associated corporation within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in any other listed companies in the past three years.

Save as disclosed herein, the Board is not aware of any other matter relating to the appointment of Ms. ZHANG that needs to be brought to the attention of the shareholders of the Company and does not have any information required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to take this opportunity to express its warmest welcome to Ms. ZHANG for joining the Board.

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, 1 December 2021

As at the date of this announcement, the Board comprises the following Directors:

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, Mr. Tsang Ho Yin and Ms. Zhang Lingling are the independent non-executive Directors.

* *For identification purpose only*