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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)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 31 AUGUST 2022;
(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND
(3) CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The Board is pleased to announce that:

- (1) at the AGM held on 31 August 2022, 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;
- (2) Mr. Chan Kee Huen Michael retired as independent non-executive Director and ceased to be the chairperson of the audit committee and a member of each of the nomination committee and the remuneration committee of the Company, all with effect from the conclusion of the AGM; and
- (3) immediately following the retirement of Mr. Chan Kee Huen Michael with effect from the conclusion of the AGM, Mr. Choi Wai Hin, an independent non-executive Director, has been appointed as the chairman of the audit committee of the Company.

Reference is made to the circular of the Company dated 22 July 2022 (the “**Circular**”) concerning, *inter alia*, the annual general meeting (the “**AGM**”) of the Company held on 31 August 2022. Terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

(1) POLL RESULTS OF THE AGM

The Board is pleased to announce that at the AGM held on 31 August 2022, a poll was conducted on all the proposed resolutions as set out in the notice of the AGM dated 22 July 2022 (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 2022.	40,104,002 (100%)	0 (0%)	40,104,002
2.	To re-appoint Messrs BDO Limited as auditors of the Company and to authorise the board of directors to fix their remuneration.	40,104,002 (100%)	0 (0%)	40,104,002
3.	A. To re-elect Ms. Wong Mei Wai Alice as executive director.	40,104,002 (100%)	0 (0%)	40,104,002
	B. To re-elect Mr. Tsang Ho Yin as independent non-executive director.	40,104,002 (100%)	0 (0%)	40,104,002
	C. To re-elect Ms. Zhang Lingling as independent non-executive director.	40,104,002 (100%)	0 (0%)	40,104,002
	D. To re-elect Mr. Choi Wai Hin as independent non-executive director.	40,104,002 (100%)	0 (0%)	40,104,002
	E. To authorise the Board to fix the remuneration of the Directors.	40,104,002 (100%)	0 (0%)	40,104,002
4.	To grant a general mandate to the Directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.	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 grant a general mandate to the Directors of the Company to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.	40,104,002 (100%)	0 (0%)	40,104,002
6.	To extend the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company.	40,104,002 (100%)	0 (0%)	40,104,002

The description of the resolutions above is by way of summary only. The full text appears in the Notice.

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 against any of the resolutions at the AGM.

All Directors attended the AGM in person or by electronic means.

(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Chan Kee Huen Michael (“**Mr. Chan**”) retired as independent non-executive Director and ceased to be a member of each of the nomination committee and the remuneration committee, and the chairperson of the audit committee of the Company, all with effect from the conclusion of the AGM.

Mr. Chan has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the Stock Exchange or the Shareholders.

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

(3) CHANGE OF COMPOSITION OF BOARD COMMITTEES

Immediately following the retirement of Mr. Chan with effect from the conclusion of the AGM on 31 August 2022, Mr. Choi Wai Hin, an independent non-executive Director, has been appointed as the chairman of the audit committee 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

Hong Kong, 31 August 2022

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

* *For identification purpose only*