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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) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND JOINT COMPANY SECRETARY; AND (2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND JOINT COMPANY SECRETARY

The board (the “**Board**”) of directors (“**Director(s)**”) of Sterling Group Holdings Limited (the “**Company**”) announces that with effect from 31 January 2024:

1. Mr. Choi Wai Hin (“**Mr. Choi**”) has tendered his resignation as an independent non-executive Director due to his other business engagements and will cease to be the chairperson of the audit committee of the Company (the “**Audit Committee**”) and a member of each of the remuneration committee (the “**Remuneration Committee**”) and nomination committee of the Company (the “**Nomination Committee**”) upon his resignation as an independent non-executive Director; and
2. Ms. Wong Wing Yee (“**Ms. Wong**”) has resigned as a joint company secretary of the Company due to her other personal work arrangements.

Each of Mr. Choi and Ms. Wong has confirmed that he/she has no disagreement with the Board and he/she is not aware of other matters relating to his/her resignation that need to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in connection with his/her resignation.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Choi and Ms. Wong for their valuable contributions to the Company during their tenure of office.

The Board is pleased to further announce that, with effect from 31 January 2024:

1. following the resignation of Mr. Choi, Mr. Chow Yun Cheung (“**Mr. Chow**”) has been appointed as an independent non-executive Director, the chairperson of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee; and
2. following the resignation of Ms. Wong, Mr. Yiu Chun Wing (“**Mr. Yiu**”) has been appointed as a joint company secretary of the Company.

The biographical details of Mr. Chow and Mr. Yiu are set forth below:

Mr. Chow

Mr. Chow, aged 44, has over 20 years of experience in the accounting, corporate finance and compliance fields. Mr. Chow obtained a bachelor’s degree of business administration in 2001 from The Chinese University of Hong Kong. He is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Chow had served as the independent non-executive director of various listed companies in Hong Kong, including Hon Corporation Limited (stock code: 8259, the shares of which were delisted on 22 June 2022) from January 2022 to May 2022, Echo International Holdings Group Limited (stock code: 8218) from January 2021 to March 2023, and China Shenghai Group Limited (stock code: 1676) from November 2022 to July 2023. Since February 2018, Mr. Chow has been appointed as a non-executive director of Industronics Berhad (stock code: 9393), the issued shares of which are listed on Bursa Malaysia (the stock exchange in Malaysia). Since August 2019, Mr. Chow has been serving as an independent non-executive director of Moody Technology Holdings Limited (stock code: 1400), the issued shares of which are listed on the Main Board of the Stock Exchange. He is also concurrently serving as the company secretary of CROSSTEC Group Holdings Limited (stock code: 3893), and the financial controller and company secretary of Titan Invo Technology Limited (stock code: 872), the issued shares of both of which are listed on the Main Board of the Stock Exchange.

Mr. Yiu

Mr. Yiu, aged 42, has over 15 years of experience in auditing, accounting and financial management. Mr. Yiu obtained a bachelor’s degree of business administration in accounting from the Hong Kong University of Science and Technology in November 2004. He was admitted as a certified public accountant of the Hong Kong Institute of Certified Public Accountants in May 2010. He was an independent non-executive Director of B&D Strategic Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1780) from April 2019 to January 2020. From November 2018 to June 2021, he was the financial controller and company secretary of Tin Shing Group Holdings Limited. Since December 2022, Mr. Yiu has served as an independent non-executive director of China Wah Yan Healthcare Limited (stock code: 648), a company listed on the Main Board of the Stock Exchange. He has also served as a company secretary of WellCell Holdings Co., Limited (stock code: 2477), a company listed on the Main Board of the Stock Exchange since July 2021.

Mr. Chow has entered into a letter of appointment with the Company for a term of three years commencing from 31 January 2024, which is subject to retirement by rotation and re-election in the annual general meetings of the Company in accordance with the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and the articles of association of the Company. Mr. Chow is entitled to an annual remuneration of HK\$120,000 during his term of office, as determined with reference to Mr. Chow’s experience, duties and responsibilities with the Group, as well as the Group’s performance and the prevailing market, and is subject to the annual review by the Remuneration Committee and the Board. Mr. Chow has confirmed that he has satisfied the independence criteria as set out in Rule 3.13 of the Listing Rules.

As at the date of this announcement and save as disclosed above, Mr. Chow (i) has not held any other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any other positions within the Company or any of its subsidiaries; (iii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company (having the meaning ascribed to it under the Listing Rules); and (iv) does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

Save as disclosed above, the Board is not aware of any other matter relating to the appointment of Mr. Chow that needs to be brought to the attention of the shareholders of the Company and the Stock Exchange 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 express its warm welcome to Mr. Chow and Mr. Yiu for joining 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 January 2024

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

* *For identification purposes only*