

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)

(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND (2) NON-COMPLIANCE WITH THE LISTING RULES

This announcement is made by Sterling Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby announces that Mr. Tsang Ho Yin (“**Mr. Tsang**”) has tendered his resignation as independent non-executive Director, chairman of the remuneration committee (the “**Remuneration Committee**”) and member of each of the audit committee (the “**Audit Committee**”), nomination committee (the “**Nomination Committee**”) and compliance committee of the Board, with effect from 26 June 2024 so as to allow him to devote more time for his other business commitments.

To the best knowledge, information and belief of the Company, the Company is not aware that there is any disagreement between Mr. Tsang and the Board and there are no other matters relating to Mr. Tsang’s resignation that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Board would like to express its sincere gratitude to Mr. Tsang for his valuable contribution to the Company during his tenure of office.

NON-COMPLIANCE WITH THE LISTING RULES

According to Rules 3.10(1) and 3.10A of the Listing Rules, the Board must include at least three independent non-executive Directors and the number of independent non-executive Directors should represent at least one-third of the Board. Following the resignation of Mr. Tsang, the Company only has two independent non-executive Directors, thus the number of the independent non-executive Directors falls below the minimum number required under Rules 3.10(1) and 3.10A of the Listing Rules.

As a result of the insufficient number of independent non-executive Directors, the Company has also failed to comply with the requirements set out in Rule 3.21 of the Listing Rules with regard to the minimum number of members and the composition of the Audit Committee, and the current composition of the Remuneration Committee does not meet the requirements under Rule 3.25 of the Listing Rules.

The Company will use its best endeavour to identify suitable candidate(s) to fill the vacancy of independent non-executive Director and the vacancies of the member of the Audit Committee and the Remuneration Committee and in any event within three months from the date of this announcement as required under Rules 3.11 and 3.23 of the Listing Rules, and will make further announcement as and when appropriate.

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, 26 June 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 Ms. Zhang Lingling and Mr. Chow Yun Cheung are the independent non-executive Directors.

* For identification purpose only