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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) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; (2) CHANGE IN COMPOSITION OF BOARD COMMITTEES; AND (3) RE-COMPLIANCE WITH THE LISTING RULES**

### **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Sterling Group Holdings Limited (the “**Company**”) is pleased to announce that, Mr. Zhao Chuan (“**Mr. Zhao**”) has been appointed as an independent non-executive Director, the chairman of the remuneration committee and the member of each of the audit committee and nomination committee of the Board with effect from 4 October 2024. The biography details of Mr. Zhao is set out below:

Mr. Zhao, aged 45, obtained a bachelor degree in geology from Ocean University of China in July 2001. Mr. Zhao is an international senior human resources expert certified by American Certification Institution. From November 2001 to September 2010, he worked as the branch responsible person and/or department manager in CNOOC Human Resources Service Co., Ltd.\* (中海油人力資源服務有限公司). From October 2010 to July 2014, he worked as a human administration manager in CNOOC South China Sea Deepwater Natural Gas Development Project Team\* (中國海洋石油有限公司南海深水天然氣開發項目組). From August 2014 to May 2019, he worked as a human resource manager in CNOOC Iraq Co., Ltd.\* (中海油伊拉克有限公司). In May 2018, he founded Zhongdian Technology Services (Shenzhen) Co., Ltd.\* (眾點技術服務(深圳)有限公司) and has been the chief executive officer since then. Since June 2019, he has been working as a senior project manager and/or a project partner in Chongqing Construction Engineering Third Construction Co., Ltd.\* (重慶建工第三建設有限責任公司).

Mr. Zhao has entered into a letter of appointment with the Company for a term of 3 years on 4 October 2024. Pursuant to the articles of association of the Company and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), Mr. Zhao shall hold office until the next annual general meeting of the Company and then be eligible to offer himself for re-election, and thereafter be subject to retirement by rotation and re-election at annual general meetings of the Company. Mr. Zhao is entitled to an annual director’s fee of HK\$24,000, which is determined by the Board upon recommendation from the remuneration committee of the Board with reference to his qualification, level of duties and responsibilities undertaken in the Company and the prevailing market conditions.

Mr. Zhao was related to the following companies at the time of or within 12 months prior to their dissolution:

<b>Company name</b>	<b>Place of establishment</b>	<b>Principal business activity(ies) before dissolution</b>	<b>Position</b>	<b>Means of dissolution</b>	<b>Dissolution approval date</b>
Shenzhen Home of Origin Trading Company Limited (深圳市原產地之家商貿有限公司)	Shenzhen, People's Republic of China ("PRC")	Sales of commodities	Supervisor	Dissolved by deregistration	August 2015
Heyi Meikang (Shenzhen) Health Management Company Limited (合一美康(深圳)健康管理有限公司)	Shenzhen, PRC	Provision of medical and beauty treatment services	General manager	Dissolved by deregistration	April 2019
Chongqing Chenmingyu Supply Chain Technology Company Limited (重慶辰銘羽供應鏈科技有限公司)	Chongqing, PRC	Sales of commodities	Executive director, general manager and legal representative	Dissolved by deregistration	March 2022

Mr. Zhao has confirmed that each of the above companies was solvent at the time of its dissolution and so far as he is aware no claim has been or will be made against him as a result of such dissolution.

Save as disclosed, as at the date of this announcement, Mr. Zhao (i) does not hold any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments; (ii) does not hold any other positions in the Company or any of its subsidiaries; (iii) does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company; and (iv) does not have, and/or is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (as defined under Part XV of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong). Mr. Zhao has confirmed that (i) he meets the independent criteria as set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

As at the date of this announcement, save as disclosed above, to the best of the knowledge and belief of the Board, there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to the appointment of Mr. Zhao that need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited.

The Board would like to take this opportunity to welcome Mr. Zhao for joining the Board.

## **CHANGE IN COMPOSITION OF BOARD COMMITTEES**

Following the appointment of Mr. Zhao as an independent non-executive Director, Mr. Zhao has been appointed as the chairman of the remuneration committee and the member of each of the audit committee and nomination committee of the Board with effect from 4 October 2024.

## **RE-COMPLIANCE WITH THE LISTING RULES**

The Company is pleased to announced that, following the appointment of Mr. Zhao, the Company has re-complied with Rules 3.10(1), 3.10A, 3.21 and 3.25 of the Listing Rules.

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, 4 October 2024

\* For identification purposes only

*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, Mr. Leung Ka Wai and Mr. Ma Jian are the executive Directors, and Ms. Zhang Lingling, Mr. Chow Yun Cheung and Mr. Zhao Chuan are the independent non-executive Directors.*