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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting of shareholders of Sterling Group Holdings Limited (the “**Company**”) will be held at 19/F., Win Plaza, 9 Sheung Hei Street, San Po Kong, Kowloon, Hong Kong on Friday, 14 March 2025 at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the loan agreement dated 30 August 2024 (the “**Loan Agreement**”) (a copy of which, signed by the Chairman of the meeting for the purposes of identification, has been produced to the meeting marked “A”) entered into between Sterling Apparel Limited (“**SAL**”), a wholly-owned subsidiary of the Company, as lender, and Santai Global Asset Management Ltd (“**Santai**”), as borrower in relation to advances made by the Company to Santai in the principal sum of US\$4,212,811 (equivalent to approximately HK\$32,859,926) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) any one or more of the directors in the Company be and is/are hereby authorised to take all steps necessary or expedient in his/her opinion to implement and/or give effect to the Loan Agreement and the transactions contemplated thereunder; and
- (c) any act done or document executed (if necessary, under the common seal of the Company) by any directors of the Company in relation to or for the purpose of giving effect to the Loan Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified.”

* For identification purpose only

2. “**THAT:**

- (a) the agreement dated 30 August 2024 (the “**Agreement**”) (a copy of which, signed by the Chairman of the meeting for the purposes of identification, has been produced to the meeting marked “B”) entered into between SAL, Santai and JP Outfitters Inc. (“**JPO**”) in relation to (i) the termination of the first letter of support executed by SAL in favour of JPO dated 18 November 2022; (ii) supply of inventories; and (iii) provision of financial assistance, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the sales cap of HK\$6,000,000 in relation to the Agreement be and is hereby approved, confirmed and ratified;
- (c) any one or more of the directors in the Company be and is/are hereby authorised to take all steps necessary or expedient in his/her opinion to implement and/or give effect to the Agreement and the transactions contemplated thereunder; and
- (d) any act done or document executed (if necessary, under the common seal of the Company) by any directors of the Company in relation to or for the purpose of giving effect to the Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified.”

3. “**THAT:**

- (a) the agreement dated 30 August 2024 (the “**Second Agreement**”) (a copy of which, signed by the chairman of the meeting for the purposes of identification, has been produced to the meeting marked “C”) entered into between SAL, Santai and JPO in relation to (i) the termination of the three letters of support executed by SAL in favour of JPO dated 13 April 2023, 20 September 2023 and 28 December 2023; and (ii) provision of the second financial assistance, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) any one or more of the directors in the Company be and is/are hereby authorised to take all steps necessary or expedient in his/her opinion to implement and/or give effect to the Second Agreement and the transactions contemplated thereunder; and
- (c) any act done or document executed (if necessary, under the common seal of the Company) by any directors of the Company in relation to or for the purpose of giving effect to the Second Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified.”

4. **“THAT:**

- (a) the guaranty fee agreement dated 30 August 2024 (the **“Guaranty Fee Agreement”**) (a copy of which, signed by the Chairman of the meeting for the purposes of identification, has been produced to the meeting marked “D”) entered into between SAL, Mr. Choi Siu Wai William as the first guarantor and Ms. Wong Mei Wai Alice as the second guarantor (the **“Second Guarantor”**) in relation to the guaranty fees payable to the above guarantors and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual cap of the guaranty fee payable to the Second Guarantor pursuant to the Guaranty Fee Agreement of HK\$7 million be and is hereby approved, confirmed and ratified;
- (c) any one or more of the directors in the Company be and is/are hereby authorised to take all steps necessary or expedient in his/her opinion to implement and/or give effect to the Guaranty Fee Agreement and the transactions contemplated thereunder; and
- (d) any act done or document executed (if necessary, under the common seal of the Company) by any directors of the Company in relation to or for the purpose of giving effect to the Guaranty Fee Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified.”

By order of the Board
Sterling Group Holdings Limited
Wong Mei Wai Alice
Chairperson

26 February 2025

Notes:

- (1) Any member of the Company entitled to attend and vote at the above meeting may appoint another person as his proxy to attend and to vote instead of him. A proxy need not be a member of the Company.
- (2) All resolutions at the annual general meeting will be taken by way of poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (3) Where there are joint registered holders of any share of the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. The vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

- (4) In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be delivered to the office of the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (5) A form of proxy for use at the meeting is being despatched to the shareholders of the Company together with a copy of this notice.
- (6) The register of members of the Company will be closed from 11 March 2025 to 14 March 2025 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the meeting, all transfers of shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on 10 March 2025.

As at the date of this notice, 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 Mr. Zhao Chuan, Ms. Zhang Lingling and Mr. Chow Yun Cheung are the independent non-executive Directors.