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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)**

### **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 14 MARCH 2025**

References are made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of extraordinary general meeting (“**EGM**”) of Sterling Group Holdings Limited (the “**Company**”) each dated 26 February 2025. Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Circular.

#### **POLL RESULTS OF THE EGM**

The Board is pleased to announce that each of the proposed ordinary resolutions (the “**Resolutions**”) as set out in the Notice was duly passed by the Shareholders by way of poll at the EGM held on 14 March 2025. The Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer for the purpose of vote-taking at the EGM.

The poll results in respect of the Resolutions were as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	<p>(a) the loan agreement dated 30 August 2024 (the “<b>Loan Agreement</b>”) (a copy of which, signed by the Chairman of the meeting for the purposes of identification, has been produced to the meeting marked “<b>A</b>”) entered into between Sterling Apparel Limited (“<b>SAL</b>”), a wholly-owned subsidiary of the Company, as lender, and Santai Global Asset Management Ltd (“<b>Santai</b>”), 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;</p> <p>(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</p> <p>(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.</p>	175,226,500 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
2.	<p>(a) the agreement dated 30 August 2024 (the “<b>Agreement</b>”) (a copy of which, signed by the Chairman of the meeting for the purposes of identification, has been produced to the meeting marked “<b>B</b>”) entered into between SAL, Santai and JP Outfitters Inc. (“<b>JPO</b>”) 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;</p> <p>(b) the sales cap of HK\$6,000,000 in relation to the Agreement be and is hereby approved, confirmed and ratified;</p> <p>(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</p> <p>(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.</p>	175,226,500 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
3.	<p>(a) the agreement dated 30 August 2024 (the “<b>Second Agreement</b>”) (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;</p> <p>(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</p> <p>(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.</p>	175,226,000 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
4.	<p>(a) the guaranty fee agreement dated 30 August 2024 (the “<b>Guaranty Fee Agreement</b>”) (a copy of which, signed by the Chairman of the meeting for the purposes of identification, has been produced to the meeting marked “<b>D</b>”) entered into between SAL, Mr. Choi Siu Wai William as the first guarantor and Ms. Wong Mei Wai Alice as the second guarantor (the “<b>Second Guarantor</b>”) in relation to the guaranty fees payable to the above guarantors and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(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;</p> <p>(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</p> <p>(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.</p>	175,226,000 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the Resolutions, each of the Resolutions was duly passed as an ordinary resolution of the Company.

As at the date of the EGM, the total number of issued Shares was 345,600,000, which was the total number of Shares entitling the holders thereof to attend and vote on the resolution at the EGM. There were no restrictions on any Shareholders to cast votes on the proposed resolution at the EGM and no Shares entitling the holder to attend and abstain from voting in favour at the EGM.

No Shareholder was required under the Listing Rules to abstain from voting on the resolution at the EGM. None of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on the resolution at the EGM.

Except for Ms. Wong Mei Wai Alice and Mr. Zhao Chuan, all other Directors attended the EGM either in person or by electronic means.

By order of the Board  
**Sterling Group Holdings Limited**  
**Chung Sam Kwok Wai**  
*Executive Director*

Hong Kong, 14 March 2025

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

\* *For identification purpose only*