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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 (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. Chow Yun Cheung (“**Mr. Chow**”) has tendered his resignation as independent non-executive Director, member of each of the remuneration committee (the “**Remuneration Committee**”), the audit committee (the “**Audit Committee**”) and nomination committee (the “**Nomination Committee**”), with effect from 20 June 2025 so as to allow him to devote more time for his other business commitments.

Mr. Chow has confirmed that he has no disagreement with the Board and that there are no matters relating to his 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. Chow 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. Chow, 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.

The Company will use its best endeavour to identify suitable candidate(s) to fill the vacancy of independent non-executive Director and the vacancy of the member of the Audit 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, 20 June 2025

*As at the date of this announcement, Ms. Wong Mei Wai Alice is the executive Director and Chairperson, Mr. Siu Yik Ming and Mr. Yang Lun are the executive Directors, and Ms. Chen Jie and Ms. Gao Yuan Yuan are the independent non-executive Directors.*

\* For identification purpose only