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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) PROPOSED CAPITAL REORGANISATION AND (2) CHANGE IN BOARD LOT SIZE**

The Company proposes to implement the following Capital Reorganisation involving the Share Consolidation, the Capital Reduction and the Share Sub-division and the Change in Board Lot Size:

#### **PROPOSED SHARE CONSOLIDATION**

The Board proposes to implement the Share Consolidation on the basis that every ten (10) issued and unissued Shares of par value of HK\$0.04 each be consolidated into one (1) Consolidated Share of HK\$0.40 each.

#### **PROPOSED CAPITAL REDUCTION AND SHARE SUB-DIVISION**

The Board proposes that immediately following the Share Consolidation becoming effective, the Capital Reduction and the Share Sub-division will be implemented, pursuant to which:

- (i) the issued share capital of the Company will be reduced by cancelling the paid up capital to the extent of HK\$0.39 on each of the then issued Consolidated Shares such that the par value of each issued Consolidated Share will be reduced from HK\$0.40 to HK\$0.01; and
- (ii) immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares of par value of HK\$0.40 each be sub-divided into forty (40) New Shares of par value of HK\$0.01 each.

The New Shares will rank *pari passu* in all respects with each other in accordance with the Memorandum and the Articles.

## **CHANGE IN BOARD LOT SIZE**

As at the date of this announcement, the Shares are traded on the Stock Exchange in board lot size of 2,500 Shares. Upon the Capital Reorganisation becoming effective, the size of each board lot of the New Shares be changed from 2,500 Shares to 2,000 New Shares.

## **GENERAL**

An EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the necessary resolution(s) in respect of the Capital Reorganisation. The Circular containing, among other matters, information regarding the Share Consolidation, the Capital Reduction and the Share Sub-division together with a notice of the EGM will be despatched to the Shareholders on or before Monday, 9 February 2026.

**As the Capital Reorganisation are subject to the satisfaction of conditions, they may or may not become effective. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

## **PROPOSED CAPITAL REORGANISATION**

The Company proposes to implement the following Capital Reorganisation involving the Share Consolidation, the Capital Reduction, and the Share Sub-division:

### **PROPOSED SHARE CONSOLIDATION**

The Board proposes to implement the Share Consolidation on the basis that every ten (10) issued and unissued Shares of par value of HK\$0.04 each be consolidated into one (1) Consolidated Share of HK\$0.40 each.

### **Effects of the Share Consolidation**

As at the date of this announcement, the authorised share capital of the Company is HK\$100,000,000 divided into 2,500,000,000 Shares with par value of HK\$0.04 each, of which 345,600,000 Shares have been issued and are fully paid or credited as fully paid.

Assuming that no further Shares will be issued or repurchased from the date of this announcement until the date of the EGM, immediately upon the Share Consolidation becoming effective, the authorised share capital of the Company will become HK\$100,000,000 divided into 250,000,000 Consolidated Shares with par value of HK\$0.40 each, of which 34,560,000 Consolidated Shares will be in issue and fully paid or credited as fully paid.

Assuming that the Placing is completed, there would be 414,720,000 Shares in issue, which would, after the completion of the Share Consolidation, be consolidated into 41,472,000 Consolidated Shares, fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other and the Share Consolidation will not result in any change in the relative rights of the Shareholders.

On 21 September 2018, the Company adopted a share option scheme (the “**Share Option Scheme**”) by passing the written resolutions of its then Shareholders. Under the Share Option Scheme, the Directors may grant options to eligible participants to subscribe for the Shares subject to the terms and conditions stipulated therein. From the date of adoption and up to the date of this announcement, no option under the Share Option Scheme has been granted. As at the date of this announcement, the Company does not have any other derivatives, options, warrants, other securities or conversion rights or similar rights which are convertible or exchangeable into, any Shares or Consolidated Shares.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save that any fractional Consolidated Shares will not be allocated to the Shareholders who may otherwise be entitled. The Directors are of the view that the Share Consolidation will not have any material adverse effect on the financial position of the Group and is in the interest of the Company and the Shareholders as a whole.

### **Conditions of the Share Consolidation**

The Share Consolidation is conditional upon the following conditions:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the New Shares upon the Capital Reorganisation becoming effective; and
- (iii) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to effect the Share Consolidation.

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be on Monday, 16 March 2026.

As at the date of this announcement, none of the conditions above have been fulfilled.

## **Fractional entitlement to Consolidated Shares**

Fractional Consolidated Shares arising from the Share Consolidation (if any) will be disregarded and will not be allocated to the Shareholders, but will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the existing Shares regardless of the number of share certificates held by such holder.

## **Odd lots arrangement and matching services**

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, the Company will appoint a securities firm as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

Details of the odd lots arrangement will be set out in the Circular.

**Shareholders or potential investors should note that (i) odd lots will be created after the Share Consolidation; (ii) odd lots arrangements do not guarantee successful matching of all odd lots at the relevant market price; and (iii) odd lots might be sold below the market price in the market.**

## **Exchange of share certificates for the Consolidated Shares**

Since the Company expects the Share Consolidation and the Capital Reduction and the Share Sub-division will take effect at the same time, the Company will only arrange exchange of share certificates for the New Shares. Please refer to the paragraphs headed “Exchange of share certificates for the New Shares” in this announcement below.

## Reasons for the Share Consolidation

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or proceed with a consolidation or splitting of securities. Further, the “Guide on Trading Arrangements for Selected Types of Corporate Actions” (the “**Guide**”) issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and last updated in September 2024 has further stated that (i) market price of the Shares at a level less than HK\$0.10 each will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000.

For the past 6 months, the share price of the Company has been traded below or close to extremity, the closing price of the Share ranging from HK\$0.083 to HK\$0.19. Based on the closing price of HK\$0.115 per Share as of the date of this announcement, the Board resolved to propose the Share Consolidation, resulting in HK\$1.15 per Consolidated Share (which will be higher than the extremity of HK\$0.10 as mentioned in the Guide), with the view to complying with the trading requirements under the Listing Rules and to facilitate trading activities.

The Board considers that the proposed Share Consolidation would bring about a corresponding upward adjustment in the trading price per Consolidated Share on the Stock Exchange. Further, the Share Consolidation would reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge minimum transaction costs for each securities trade. In view of the above reasons, the Board considers that the Share Consolidation is justifiable notwithstanding the potential costs and impact arising from the creation of odd lots to Shareholders. Accordingly, the Board is of the view that the Share Consolidation is beneficial to and in the interests of the Company and the Shareholders as a whole.

As at the date of this announcement, the Company has no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Capital Reorganisation, and, save for the Placing, the Company does not have any concrete plan to conduct any other equity fundraising activities in the next 12 months. However, the Board cannot rule out the possibility that the Company will conduct equity fundraising exercises when suitable fundraising and/or investment opportunities arise in order to meet its operational needs or support future development of the Group. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Group nor result in a change in the relative rights of the Shareholders.

## **PROPOSED CAPITAL REDUCTION AND SHARE SUB-DIVISION**

The Board further proposes that immediately following the Share Consolidation becoming effective, the Capital Reduction and the Share Sub-division will be implemented, pursuant to which:

- (i) the issued share capital of the Company will be reduced by cancelling the paid up capital to the extent of HK\$0.39 on each of the then issued Consolidated Shares such that the par value of each issued Consolidated Share will be reduced from HK\$0.40 to HK\$0.01; and
- (ii) immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares of par value of HK\$0.40 each be sub-divided into forty (40) New Shares of par value of HK\$0.01 each.

Each of the New Shares arising from the Capital Reduction and the Share Sub-division shall rank *pari passu* in all respects with each other in accordance with the Memorandum and the Articles and have rights and privileges and be subject to the restrictions as contained in the Memorandum and the Articles.

### **Effect of the Capital Reduction and the Share Sub-division**

Immediately upon the Capital Reduction and the Share Sub-division becoming effective and assuming no further Shares will be issued or repurchased from the date of this announcement up to and including the date of which the Capital Reduction and the Share Sub-division shall become effective, the authorised share capital of the Company shall be HK\$100,000,000 divided into 10,000,000,000 New Shares with par value of HK\$0.01 each, of which 34,560,000 New Shares will be in issue and fully paid or credited as fully paid. If assuming the Placing is completed, there would be 41,472,000 Consolidated Shares in issue, which would after the completion of the Capital Reduction and the Share Sub-division be converted into 41,472,000 New Shares.

Based on the 345,600,000 Shares in issue as at the date of this announcement or (as the case may be) 34,560,000 Consolidated Shares in issue as at the date of which the Share Consolidation becoming effective, and assuming no further Shares or (as the case may be) Consolidated Shares will be issued or repurchased prior to the date of which the Capital Reduction and the Share Sub-division shall become effective, a credit amounting to HK\$13,478,400 will arise as a result of the Capital Reduction. It is proposed that the credit arising from the Capital Reduction will be credited to the distributable reserve account of the Company, which will be utilised by the Company in such manner as the Board may deem fit and permitted under all applicable laws and the Memorandum and the Articles.

Assuming that there is no change in the number of issued Shares from the date of this announcement up to and including the date on which the Capital Reorganisation becoming effective (other than the Placing), the share capital structure of the Company before and after the Completion of the Placing will be as follows:

	<b>As at the date of this announcement</b>	<b>Immediately upon the Capital Reorganisation becoming effective but assuming Placing not completed</b>	<b>Immediately upon the Capital Reorganisation becoming effective and the Placing being completed</b>
Par value	HK\$0.04 per Share	HK\$0.01 per New Share	HK\$0.01 per New Share
Number of authorised shares of the Company	2,500,000,000 Shares	10,000,000,000 New Shares	10,000,000,000 New Shares
Amount of authorised share capital of the Company	HK\$100,000,000	HK\$100,000,000	HK\$100,000,000
Number of issued shares of the Company	345,600,000 Shares	34,560,000 New Shares	41,472,000 New Shares
Amount of issued share capital of the Company	HK\$13,824,000	HK\$345,600	HK\$414,720

Other than the expenses to be incurred in relation to the Capital Reduction and Share Sub-division, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save that any fractional Consolidated Shares will not be allocated to the Shareholders who may otherwise be entitled. The Directors are of the view that the Capital Reduction and the Share Sub-division will not have any material adverse effect on the financial position of the Group and are in the interest of the Company and the Shareholders as a whole.

## **Conditions of the Capital Reduction and the Share Sub-division**

The Capital Reduction and the Share Sub-division are conditional upon the following conditions:

- (i) the Share Consolidation has become effective;
- (ii) the passing of a special resolution by the Shareholders at the EGM to approve the Capital Reduction and the Share Sub-division;
- (iii) the Directors signing the solvency statement in accordance with the requirements of the Companies Act;
- (iv) registration by the Registrar of Companies in the Cayman Islands with a copy of the solvency statement and the EGM minute which approved the Capital Reduction;
- (v) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the New Shares upon the Capital Reduction and the Share Sub-division becoming effective; and
- (vi) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to effect the Capital Reduction and Share Sub-division.

The Capital Reduction and the Share Sub-division will become effective when the conditions mentioned above are fulfilled. Upon the approval by the Shareholders of the Capital Reorganisation at the EGM, the Company will file the requisite documents with the Registrar of Companies in the Cayman Islands. It is expected that the Capital Reduction and the Share Sub-division shall be completed and take effect at the same time when the Share Consolidation takes effect.

As at the date of this announcement, none of the above conditions have been fulfilled.

## **Application for listing of the New Shares**

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the New Shares upon the Capital Reorganisation becoming effective.



Subject to the granting of listing of, and permission to deal in, the New Shares on the Stock Exchange upon the Capital Reorganisation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the New Shares to be admitted into CCASS established and operated by HKSCC.

None of the Shares are listed or dealt in any other stock exchange other than the Stock Exchange, and at the time the Capital Reorganisation becoming effective, the New Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

### **Exchange of share certificates for the New Shares**

Subject to the Capital Reorganisation becoming effective, Shareholders may during the period from Monday, 16 March 2026 to 4:30 p.m. on Friday, 24 April 2026 (both days inclusive), submit share certificates for the existing Shares (in red colour) to the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, in exchange, at the expense of the Company for new share certificates for the New Shares (in yellow colour). Thereafter, share certificates for the existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may be allowed by the Stock Exchange from time to time) for each share certificate for the Shares cancelled or each new share certificate issued for the New Shares, whichever the number of certificates cancelled/issued is higher.

The existing share certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:10 p.m. on Wednesday, 22 April 2026, and thereafter will not be accepted for delivery, trading and settlement purposes. However, the existing share certificates will continue to be good evidence of legal title to the New Shares on the basis of ten (10) Shares for one (1) New Share.

The new share certificates for the New Shares will be issued in yellow colour in order to distinguish them from the share certificates for the Shares which are in red colour.

## **Reasons for the Capital Reduction and Share Sub-division**

Under the Companies Act, a company may not issue shares at a discount to the nominal value of such shares. Immediately after completion of the Share Consolidation but before implementation of the Capital Reduction and the Share Sub-division, the nominal value of the Consolidated Shares will be HK\$0.40 per Consolidated Share. The Capital Reduction and the Share Sub-division will keep the nominal value of the New Shares at a lower level of HK\$0.01 per New Share, which allows greater flexibility in the pricing for any issue of new Shares in the future. The credit in the distributable reserve account arising from the Capital Reduction will enable the Company to set off its accumulated loss and may be applied in the future for distribution to the Shareholders or in any manner permitted by applicable laws, the Memorandum and the Articles. The Board considers that the Capital Reduction and the Share Sub-division is beneficial to and in the interests of the Company and the Shareholders as a whole.

## **CHANGE IN BOARD LOT SIZE**

As at the date of this announcement, the Shares are traded on the Stock Exchange in board lots of 2,500 Shares. In addition to the proposed Capital Reorganisation, it is proposed that, subject to and conditional upon the Capital Reorganisation becoming effective, the board lot size for trading on the Stock Exchange shall be changed from 2,500 Shares to 2,000 New Shares. Based on the closing price of HK\$0.115 per Share (equivalent to the theoretical closing price of HK\$1.15 per New Share) as at the date of this announcement, (i) the value per board lot of 2,500 Shares is HK\$287.5; (ii) the value of each board lot of 2,500 New Shares would be HK\$2,875 assuming the Capital Reorganisation becoming effective; and (iii) the estimated value per board lot of 2,000 New Shares would be HK\$2,300 on the assumption that the Change in Board Lot Size has also become effective.

## **REASONS FOR THE CHANGE IN BOARD LOT SIZE**

Pursuant to the consultation paper titled “Board Lot Framework Enhancement in Hong Kong Securities Market” issued by the Stock Exchange in December 2025 (the “**Consultation Paper**”), it is proposed that the Stock Exchange will implement standardisation of board lot units, where listed issuers would have to select their board lot unit from a defined set of eight standardised board lot units: 1, 50, 100, 500, 1,000, 2,000, 5,000, and 10,000 share(s). The current board lot size of 2,500 Shares does not fall within the proposed eight standardised board lot units proposed by the Stock Exchange. As such, the Company would like to early adopt the proposed standardised of board lot units by taking the opportunity after the Share Reorganisation becoming effective.

In addition, the Consultation Paper also proposes lowering the board lot value floor guidance level from HK\$2,000 to HK\$1,000. It is expected that the board lot value after the reduction of board lot size from 2,500 Shares to 2,000 New Shares will be greater than HK\$1,000 after taking into account the minimum transaction costs for a securities trade. In view of the prevailing trading price of the Shares, the Board proposes to implement the Change in Board Lot Size together with the Capital Reorganisation. The Change in Board Lot Size would enable the Company to comply with the new trading requirements proposed under the Consultation Paper. The Company also considers that the Change in Board Lot Size will maintain the trading amount for each board lot at a reasonable level and attract more investors and broaden the shareholder base of the Company. As such, the Board considers that the Change in Board Lot Size is beneficial to and in the interest of the Company and the Shareholders as a whole.

## EXPECTED TIMETABLE

The expected timetable for the Capital Reorganisation and the Change in Board Lot Size is set out below. The expected timetable is subject to the results of the EGM and satisfaction of the conditions to the Capital Reorganisation and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this announcement refer to Hong Kong local times and dates.

### Time and Date

Expected date of despatch of the Circular, notice of the EGM and form of proxy of the EGM .....	Monday, 9 February 2026
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM. ....	4:30 p.m. on Tuesday, 24 February 2026
Closure of register of members for determining the entitlement to attend and vote at the EGM (both dates inclusive) .....	Wednesday, 25 February 2026 to Monday, 2 March 2026
Latest date and time for lodging the proxy form for the EGM .....	1:00 p.m. on Saturday, 28 February 2026
Record date for the EGM .....	Monday, 2 March 2026
Expected date and time of the EGM .....	1:00 p.m. on Monday, 2 March 2026

Publication of announcement of poll results of the EGM. . . . . Monday, 2 March 2026

Effective date and time of the Capital Reorganisation . . . . . 9:00 a.m. on  
Monday, 16 March 2026

First day for free exchange of existing share certificates  
for new share certificates of the New Shares . . . . .Monday, 16 March 2026

Dealings in the New Shares commence . . . . . 9:00 a.m. on  
Monday, 16 March 2026

Original counter for trading in existing Shares in board  
lots of 2,500 Shares (in the form of existing share certificates)  
temporarily closes . . . . . 9:00 a.m. on  
Monday, 16 March 2026

Temporary counter for trading in New Shares  
in board lots of 250 New Shares  
(in the form of existing share certificates) opens . . . . . 9:00 a.m. on  
Monday, 16 March 2026

Original counter for trading in New Shares in board  
lots of 2,000 New Shares (in the form of  
new share certificates for New Shares) re-opens . . . . . 9:00 a.m. on  
Monday, 30 March 2026

Parallel trading in the New Shares  
(in the form of new share certificates for the  
New Shares and existing share certificates) commences . . . . . 9:00 a.m. on  
Monday, 30 March 2026

Designated broker starts to stand in the market to  
provide matching services for the sale and  
purchase of odd lots of the New Shares . . . . . 9:00 a.m. on  
Monday, 30 March 2026

Designated broker ceases to stand in the market to  
provide matching services for sale and purchase of  
odd lots of the New Shares . . . . . 4:00 p.m. on  
Wednesday, 22 April 2026

Temporary counter for trading New Shares in board  
lots of 250 New Shares (in the form of  
existing share certificates) closes . . . . . 4:10 p.m. on  
Wednesday, 22 April 2026

Parallel trading in New Shares

(in the form of new share certificates for

the New Shares and existing share certificates) ends ..... 4:10 p.m. on  
Wednesday, 22 April 2026

Last date and time for free exchange of

existing share certificates for the new shares certificates of

the New Shares ..... 4:30 p.m. on  
Friday, 24 April 2026

## GENERAL

An EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the necessary resolution(s) in respect of the Capital Reorganisation. The Circular containing, among other matters, information regarding the Capital Reorganisation together with a notice of the EGM will be despatched to the Shareholders on or before Monday, 9 February 2026.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders have a material interest in the Share Consolidation, the Capital Reduction and the Share Sub-division and no Shareholders are required to abstain from voting at the EGM.

**As the Capital Reorganisation are subject to the satisfaction of conditions, they may or may not become effective. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and phrases shall have the following meanings:

“Articles”	the articles of association of the Company, as amended from time to time
“Board”	board of Director(s)
“Capital Reduction”	the proposed reduction of the issued share capital of the Company whereby the paid up capital of each of the issued Consolidated Shares will be reduced from HK\$0.40 each to HK\$0.01 each by cancelling the paid up capital to the extent of HK\$0.39 on each issued Consolidated Share
“Capital Reorganisation”	the Share Consolidation, the Capital Reduction and the Share Sub-division
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system

“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“Change in Board Lot Size”	the proposed change in board lot size from 2,500 Shares into 2,000 New Shares
“Circular”	the circular to be despatched to the Shareholders containing, among other things, details of the Capital Reorganisation and the notice of the EGM
“Companies Act”	the Companies Act (Revised), of the Cayman Islands as consolidated and revised
“Company”	Sterling Group Holdings Limited 美臻集團控股有限公司*, an exempted company incorporated in the Cayman Islands with limited liability, whose shares are listed on main board of the Stock Exchange (stock code: 1825)
“Consolidated Share(s)”	the ordinary share(s) of par value HK\$0.40 each in the share capital of the Company upon the Share Consolidation becoming effective
“Directors”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, to approve the Capital Reorganisation
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	collectively, the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Committee”	has the meaning ascribed thereto under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company, as amended from time to time

“New Share(s)”	the ordinary share(s) of par value HK\$0.01 each in the issued and unissued share capital of the Company upon the Capital Reorganisation becoming effective
“Placing”	the proposed placing of 69,120,000 Shares under general mandate as announced by the Company on 29 December 2025
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Share(s)”	the ordinary share(s) of par value HK\$0.04 each in the share capital of the Company before the Capital Reorganisation becoming effective
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Shares of par value of HK\$0.04 each in the share capital of the Company into one (1) Consolidated Share of par value of HK\$0.40 each
“Share Sub-division”	the proposed sub-division of each of the authorised but unissued Consolidated Share of par value HK\$0.40 each into forty (40) New Shares of par value of HK\$0.01 each
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

By order of the Board  
**Sterling Group Holdings Limited**  
 美臻集團控股有限公司\*  
**Yang Lun**  
*Executive Director*

Hong Kong, 15 January 2026

\* *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. Yang Lun and Ms. Zhang Man are the executive Directors; and Ms. Chen Jie, Ms. Gao Yuan Yuan and Ms. Wu Jing are the independent non-executive Directors.*