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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)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



References are made to the announcement of Sterling Group Holdings Limited (the “**Company**”) dated 29 December 2025 (the “**Announcement**”), in relation to the Placing of up to 69,120,000 Placing Shares under the General Mandate. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE PLACING

The Board is pleased to announce that all the conditions set out in the Placing Agreement had been fulfilled and the Completion took place on 22 January 2026. An aggregate of 69,120,000 Placing Shares have been placed by the Placing Agent to not less than six Placees at the Placing Price of HK\$0.10 per Placing Share pursuant to the terms and conditions of the Placing Agreement, representing approximately 16.7% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares immediately upon the Completion.

The net proceeds from the Placing, after deduction of relevant related expenses (including but not limited to placing commission, professional fees and disbursements), amounted to approximately HK\$6.77 million, representing a net issue price of approximately HK\$0.098 per Placing Share. The Company intends to apply the entire net proceeds in the same manner as previously disclosed in the Announcement, namely, for general working capital purposes.

CHANGES IN THE SHAREHOLDING STRUCTURE OF THE COMPANY

To the best knowledge, information and belief of the Directors, the table below sets out the changes in the shareholding structure of the Company immediately before and after the Completion:

Shareholders	Immediately before the Completion		Immediately after the Completion	
	<i>Number of Shares</i>	<i>Approximate % of total issued Shares</i>	<i>Number of Shares</i>	<i>Approximate % of total issued Shares</i>
Public				
– Placees	–	–	69,120,000	16.7%
– Other public shareholders	345,600,000	100%	345,600,000	83.3%
Total	<u>345,600,000</u>	<u>100%</u>	<u>414,720,000</u>	<u>100%</u>

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, 22 January 2026

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.

** For identification purpose only*