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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 EXECUTIVE DIRECTOR, (2) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND (3) NON-COMPLIANCE WITH THE LISTING RULES

The board (the “**Board**”) of directors (the “**Directors**”) of Sterling Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces resignation of the following Directors and the change of composition of board committees of the Company with effect from 30 January 2026:

- (1) Mr. Siu Yik Ming (“**Mr. Siu**”) resigned as an executive Director; and
- (2) Ms. Gao Yuan Yuan (“**Ms. Gao**”) resigned as an independent non-executive Director, chairperson of the remuneration committee of the Company (the “**Remuneration Committee**”), member of the audit committee of the Company (the “**Audit Committee**”) and member of the nomination committee of the Company (the “**Nomination Committee**”).

RESIGNATION OF EXECUTIVE DIRECTOR

Mr. Siu

Mr. Siu resigned as an executive Director as he would like to devote more time to develop his personal endeavors with effect from 30 January 2026. Mr. Siu shall remain as directors of certain subsidiaries of the Company.

Mr. Siu has confirmed that he has no disagreement with the Board and that there are no matters in relation to his resignation that need to be brought to attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its sincere gratitude to Mr. Siu for his valuable contributions to the Group during his tenure of office as the executive Director.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Gao

Ms. Gao resigned as an independent non-executive Director, chairperson of the Remuneration Committee, and member of each of the Audit Committee and the Nomination Committee as she would like to devote more time to develop her personal endeavors.

Ms. Gao has confirmed that she has no disagreement with the Board and that there are no matters in relation to her resignation that need to be brought to attention of the shareholders of the Company and the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Ms. Gao for her valuable contributions to the Group during her tenure of office as the independent non-executive Director.

NON-COMPLIANCE WITH THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE (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 Ms. Gao, 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. Besides, the Company has failed to comply with the requirements set out in Rules 3.25 and 3.27A of the Listing Rules with regard to the composition of the Remuneration Committee and the Nomination Committee respectively, which require these committees comprising a majority of independent non-executive Directors.

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, 3.23, 3.27 and 3.27C 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, 30 January 2026

As at the date of this announcement, Ms. Wong Mei Wai Alice is the executive Director and Chairperson, Mr. Yang Lun and Ms. Zhang Man are the executive Directors; and Ms. Chen Jie and Ms. Wu Jing are the independent non-executive Directors.

** For identification purpose only*