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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)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Sterling Group Holdings Limited (the “**Company**”) will be held at 19/F, Win Plaza, 9 Sheung Hei Street, San Po Kong, Kowloon, Hong Kong on 2 March 2026 at 1:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTION

1. “**THAT** subject to and conditional upon (i) the granting of approval by the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the Consolidated Shares (as defined below); and (ii) compliance with the relevant procedures and requirements under the applicable laws of Cayman Islands and the Rules Governing the Listing of Securities of the Stock Exchange (the “**Listing Rules**”) to effect the Share Consolidation (as defined below), with effect from the second business day immediately following the date on which this resolution is passed or the above condition is fulfilled (whichever is later):
 - (a) every ten (10) issued and unissued ordinary shares of par value HK\$0.04 each in the share capital of the Company be consolidated into one (1) share (each a “**Consolidated Share**”) of par value of HK\$0.40 (the “**Share Consolidation**”), such Consolidated Shares to rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company;
 - (b) the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation be and is hereby rounded down to a whole number by cancelling any fraction in the issued share capital of the Company arising from the Share Consolidation (if applicable);
 - (c) immediately following the Share Consolidation, the authorised share capital of the Company be changed from HK\$100,000,000 divided into 2,500,000,000 ordinary shares of par value of HK\$0.04 each to HK\$100,000,000 divided into 250,000,000 ordinary shares of par value of HK\$0.40 each; and

- (d) any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute (under hand or as a deed and, where appropriate, under the common seal of the Company) all such documents which relate to the Share Consolidation and are of administrative nature, on behalf of the Company, as such director(s) consider(s) necessary, desirable or expedient to give effect to the foregoing arrangements for the Share Consolidation.”

SPECIAL RESOLUTION

2. “**THAT** subject to and conditional upon (i) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the New Shares (as defined below) in issue and to be issued upon the Capital Reduction (as defined below) and the Share Sub-division (as defined below) becoming effective; (ii) the Directors signing the solvency statement in accordance with the requirements of the Companies Act; (iii) the registration by the Registrar of Companies in the Cayman Islands of a copy of the solvency statement and the minutes which approved the Capital Reduction; (iv) compliance with the relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to effect the Capital Reduction and the Share Sub-division; and (v) the obtaining of all necessary approvals from any regulatory authority or otherwise which may be required in respect of the Capital Reduction and the Share Sub-division, with effect from the date on which the above conditions are fulfilled (the “**Effective Date**”):
- (a) the issued share capital of the Company be reduced by cancelling the paid-up capital of the Company to the extent of HK\$0.39 on each of the then issued Consolidated Shares of the Company of par value of HK\$0.40 each such that the par value of each issued Consolidated Share will be reduced from HK\$0.40 to HK\$0.01 (the “**Capital Reduction**”);
- (b) immediately after the Capital Reduction becomes effective, each of the authorised but unissued Consolidated Shares of par value HK\$0.40 each be sub-divided (the “**Sub-division**”) into forty (40) unissued new shares of the Company of par value HK\$0.01 each (the “**New Shares**”), such New Shares to rank *pari passu* in all respects with each other and have the rights and privileges, and be subject to the restrictions, in respect of ordinary shares contained in the memorandum and articles of association of the Company;
- (c) immediately following the Capital Reduction and the Share Sub-division, the authorised share capital of the Company be changed from HK\$100,000,000 divided into 250,000,000 ordinary shares of par value of HK\$0.40 each to HK\$100,000,000 divided into 10,000,000,000 ordinary shares of par value of HK\$0.01 each;

- (d) the credit arising from the Capital Reduction be applied towards offsetting the accumulated losses of the Company (the “**Accumulated Losses**”) as at the Effective Date and the balance of any such credit remaining after offsetting the Accumulated Losses (if any) be transferred to a distributable reserve account of the Company which may be applied by the Company in any manner permitted under all applicable laws and the memorandum and articles of association of the Company; and
- (e) any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute (under hand or as a deed and, where appropriate, under the common seal of the Company) all such documents, on behalf of the Company, as such director(s) consider(s) necessary, desirable or expedient to give effect to or in connection with the Capital Reduction or the Share Sub-division.”

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

Hong Kong, 9 February 2026

* *For identification purpose only*

Registered Office:
3rd Floor, Century Yard
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P.O. Box 902
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Cayman Islands

*Headquarters and principal place of
business in Hong Kong:*
18-19/F, Win Plaza
9 Sheung Hei Street
San Po Kong, Kowloon
Hong Kong

Notes:

1. Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him/her/it. A proxy need not be a shareholder of the Company.
2. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not less than 48 hours before the time appointed for holding the Meeting.
3. Completion and return of the form of proxy will not preclude a member of the Company from attending the Meeting and voting in person at the Meeting or any adjournment thereof if he/she/it so desires. If a member of the Company attends the Meeting after having deposited the form of proxy, his/her/its form of proxy will be deemed revoked.

4. Where there are joint registered holders of any share of the Company, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, then one of the said persons so present being the most, or as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holder stand on the register in respect of the relevant joint holding.
5. For the purposes of determining the entitlement of the shareholders of the Company to attend and vote at the Meeting, the register of members of the Company will be closed from Wednesday, 25 February 2026 to Monday, 2 March 2026 (both dates inclusive) during which period no transfer of the shares of the Company will be registered. In order to qualify for entitlement to attend and vote at the Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 24 February 2026. The record date for ascertaining shareholders' entitlement to attend and vote at the EGM is Monday, 2 March 2026.
6. As at the date of this notice, the executive directors of the Company are Ms. Wong Mei Wai Alice (*Chairperson*), Mr. Yang Lun, Ms. Zhang Man, and the independent non-executive directors of the Company are Ms. Chen Jie and Ms. Wu Jing.