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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)**

### **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHANGE IN COMPOSITION OF BOARD COMMITTEES AND RE-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**”) announces that, with effect from 29 April 2026, Ms. Zhang Yuan (“**Ms. Zhang**”) has been appointed 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**”). The biographical details of Ms. Zhang are set out below:

Ms. Zhang, aged 44, obtained a bachelor degree of Computer Science and Technology from Wuhan Textile University\* (武漢紡織大學), formerly known as Wuhan University of Science and Engineering\* (武漢科技學院), in 2005. Ms. Zhang has over 15 years of experience in software development and over 10 years of management experience. Ms. Zhang has served as a general manager of the technical department of Wellup Tech Limited since November 2024, and has been responsible for the software and project development. She served as the general manager of strategic software development department of Shenzhen Zhongqiaozi Technology Co., Ltd.\* (深圳市中橋智科技有限公司) from May 2021 to October 2024, leading the project management covering full cycle of development of online derivative tools. From September 2012 to February 2021, she worked in various positions in a media conglomerate; and was responsible for team building and management; and software testing and standard setting in respect of media and e-commerce projects.

Ms. Zhang has entered into a letter of appointment with the Company for a term of one year from 29 April 2026. She will hold office until the next annual general meeting of the Company and is thereafter subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Ms. Zhang will be entitled to a monthly director fee of HK\$2,500 (actual payment will be calculated based on actual days of the appointment on a pro-rata basis) which is determined by the Board on the recommendation of the Remuneration Committee and by reference to her duties and responsibilities and prevailing market conditions.

As at the date of this announcement, Ms. Zhang has no interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, as at the date of this announcement, Ms. Zhang (i) has not held any directorships in other publicly listed companies in the last three years; and (ii) does not have any other relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed above, the Board is not aware of any other matter in relation to the appointment of Ms. Zhang that needs to be brought to the attention of the shareholders of the Company and does not have any information which is required to be disclosed under Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) of The Stock Exchange of Hong Kong Limited.

Ms. Zhang has confirmed that:

1. she has satisfied all the criteria for independence as set out in Rule 3.13(1) to (8) of the Listing Rules;
2. she has no past or present financial or other interest in the business of the Group or any connection with any core connected person (as defined under the Listing Rules) of the Company; and
3. there are no other factors that may affect her independence at the time of her appointment.

The Board would like to take this opportunity to express its warmest welcome to Ms. Zhang for joining the Board.

## **RE-COMPLIANCE WITH THE LISTING RULES**

The Company is pleased to announce that, following the appointment of Ms. Zhang, the Company has re-complied with the requirements under Rules 3.10(1), 3.10A, 3.21, 3.25 and 3.27A of the Listing Rules.

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, 29 April 2026

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

\* *For identification purposes only*