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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) CHANGE OF AUTHORISED REPRESENTATIVE
(3) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR
(4) CHANGE OF COMPOSITION OF BOARD COMMITTEES
AND
(5) 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 5 June 2026:

- (1) Mr. Wang Yunji (“**Mr. Wang**”) resigned as an executive Director; an authorised representative of the Company (the “**Authorised Representative**”) for the purpose of Rule 3.05 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”); and an authorised representative for accepting the service of process and notices on behalf of the Company in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Process Agent**”);
- (2) Ms. Zhang Man has been appointed as an Authorised Representative; and
- (3) Ms. Zhang Yuan (“**Ms. Zhang**”) 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. Wang

Mr. Wang resigned as (i) an executive Director; (ii) an Authorised Representative; and (iii) a Process Agent, as he would like to devote more time to his personal endeavours, with effect from 5 June 2026.

Mr. Wang 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.

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

CHANGE OF AUTHORISED REPRESENTATIVE

Ms. Zhang Man

The Board further announces that with effect from 5 June 2026, Ms. Zhang Man, being an executive Director of the Company, has been appointed as an Authorised Representative to fill the vacancy of such position.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Zhang

Ms. Zhang 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, with effect from 5 June 2026.

Ms. Zhang 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. Zhang for her valuable contributions to the Group during her tenure of office as the independent non-executive Director.

NON-COMPLIANCE WITH THE LISTING RULES

Pursuant to Rule 13.92 of the Listing Rules, the Stock Exchange will not consider diversity to be achieved for a single gender board. Following the resignation of Mr. Wang as an executive Director, the Board does not have a Director of a different gender, and hence the Company has not been in compliance with the requirement under Rule 13.92 of the Listing Rules.

The Board will use its best endeavour to identify a suitable male candidate that meets relevant requirements. In making the appointment of a Director, a number of factors including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge will be taken into account with an aim to make the Board more diverse, and the decision will be made in accordance with the nomination policy of the Company.

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. Zhang, 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, the vacancy of the male candidate as a Director and the vacancy of the member of the Audit Committee, the Remuneration Committee and the Nomination Committee; and in any event within three months from the date of this announcement as required under Rules 3.11, 3.23, 3.27, 3.27C and 13.92 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, 5 June 2026

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

** For identification purpose only*