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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)

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

The board (the “**Board**”) of directors (the “**Directors**”) of Sterling Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces the following changes of the Company with effect from 9 October 2026:

- (1) Ms. Wu Jing (“**Ms. Wu**”) resigned as an independent non-executive Director and member of the audit committee of the Company (the “**Audit Committee**”);
- (2) Ms. Chen Jie (“**Ms. Chen**”) resigned as an independent non-executive Director, chairperson of the Audit Committee, member of the remuneration committee of the Company (the “**Remuneration Committee**”) and member of the nomination committee of the Company (the “**Nomination Committee**”);
- (3) Ms. Ye Lili (“**Ms. Ye**”) has been appointed as an independent non-executive Director and member of the Audit Committee; and
- (4) Mr. Hon Siu Fai (“**Mr. Hon**”) has been appointed as an independent non-executive Director, chairperson of the Audit Committee, member of the Remuneration Committee and member of the Nomination Committee.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Wu

Ms. Wu resigned as an independent non-executive Director and member of the Audit Committee as she would like to devote more time to her personal endeavours, with effect from 9 October 2026.

Ms. Chen

Ms. Chen resigned as an independent non-executive Director, chairperson of the Audit Committee, member of the Remuneration Committee and member of the Nomination Committee as she would like to devote more time to her personal endeavours, with effect from 9 October 2026.

Each of Ms. Wu and Ms. Chen 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 of Hong Kong Limited (the “Stock Exchange”).

The Board would like to take this opportunity to express its sincere gratitude to Ms. Wu and Ms. Chen for their valuable contributions to the Group during their tenure of office as the independent non-executive Directors.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Ye

Ms. Ye has been appointed as an independent non-executive Director and member of the Audit Committee, with effect from 9 October 2026. The biographical details of Ms. Ye are set out below:

Ms. Ye, aged 34, obtained an undergraduate graduation certificate in Human Resource Management from Jiangxi Normal University (江西師範大學) in 2022 . Ms. Ye has over 10 years of experience in business operation and management and equity investment. Ms. Ye has been the deputy general manager of Jiangxi Qianhuiying Technology Investment Co., Ltd.* (江西乾惠盈科技投資有限公司) since 2022, responsible for corporate administration, risk control, and financing. From 2019 to 2022, she worked in Jiangxi Jixian Cold Chain Logistics Co., Ltd.* (江西集鮮冷鏈物流有限公司) as the administrative director. From 2016 to 2019, she served as the administrative manager of Jiangxi Xide Defense System Technology Co., Ltd.* (江西希德防務系統技術有限公司).

Ms. Ye has entered into a letter of appointment with the Company for a term of one (1) year from 9 October 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. Ye will be entitled to a monthly director fee of HK\$10,000 (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.

Mr. Hon

Mr. Hon has been appointed as an independent non-executive Director, chairperson of the Audit Committee, member of the Remuneration Committee and member of the Nomination Committee, with effect from 9 October 2026. The biographical details of Mr. Hon are set out below:

Mr. Hon, aged 42, obtained his Bachelor of Business Administration (Honours)–Accounting Major from Hong Kong Baptist University in June 2007. He is a Certified Public Accountant (Practising) registered under the Accounting and Financial Reporting Council Ordinance. Mr. Hon has over 18 years of experience in accounting, audit and finance sectors. He has been working in Global Vision CPA Limited since August 2019, holding various positions from senior audit manager to director. From March 2017 to July 2019, Mr. Hon served as the financial controller of Ban Loong Holdings Limited, a company listed on the Stock Exchange (stock code: 00030). From December 2013 to March 2017, he was the assistant finance manager of Landing International Development Limited, a company listed on the Stock Exchange (stock code: 00582).

Mr. Hon has entered into a letter of appointment with the Company for a term of one (1) year from 9 October 2026. He 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. Mr. Hon will be entitled to a monthly director fee of HK\$15,000 (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 his duties and responsibilities and prevailing market conditions.

As at the date of this announcement, each of Ms. Ye and Mr. Hon 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, each of Ms. Ye and Mr. Hon (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. Ye and Mr. Hon 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 of the Stock Exchange (the “**Listing Rules**”).

Each of Ms. Ye and Mr. Hon has confirmed that:

1. she/he has satisfied all the criteria for independence as set out in Rule 3.13(1) to (8) of the Listing Rules;
2. she/he 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/his independence at the time of her/his appointment.

The Board would like to take this opportunity to express its warmest welcome to Ms. Ye and Mr. Hon for joining the Board.

By order of the Board
Sterling Group Holdings Limited
美臻集團控股有限公司*
Xie Jianfeng
Executive Director

Hong Kong, 9 October 2026

As at the date of this announcement, Ms. Wong Mei Wai Alice is the executive Director and Chairperson; Ms. Luo Yuechan and Mr. Xie Jianfeng are the executive Directors, and Ms. Cai Zhenhua, Ms. Ye Lili and Mr. Hon Siu Fai are the independent non-executive Directors.

** For identification purpose only*