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

The Board announces that, with effect from 27 May 2025:

- (1) Mr. Ma resigned as an executive Director;
- (2) Ms. Zhang resigned as an independent non-executive Director, member of each of the Audit Committee, the Remuneration Committee and Nomination Committee;
- (3) Mr. Zhao resigned as an independent non-executive Director, chairman of the Remuneration Committee, and member of each of the Audit Committee and Nomination Committee;
- (4) Mr. Chow was re-designated from chairman to member of the Audit Committee;
- (5) Mr. Yang has been appointed as an executive Director;
- (6) Ms. Chen has been appointed as an independent non-executive Director, chairperson of the Audit Committee, and member of each of the Remuneration Committee and Nomination Committee; and
- (7) Ms. Gao has been appointed as an independent non-executive Director, chairperson of the Remuneration Committee, and member of each of the Audit Committee and Nomination Committee.

The board (the “**Board**”) of directors (the “**Directors**”) of Sterling Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces the resignations and appointments of the following Directors and the change of composition of board committees of the Company with effect from 27 May 2025:

- (1) Mr. Ma Jian (“**Mr. Ma**”) resigned as an executive Director;
- (2) Ms. Zhang Lingling (“**Ms. Zhang**”) resigned as an independent non-executive Director, member of each of the audit committee of the Company (the “**Audit Committee**”), the remuneration committee of the Company (the “**Remuneration Committee**”) and the nomination committee of the Company (the “**Nomination Committee**”);

- (3) Mr. Zhao Chuan (“**Mr. Zhao**”) resigned as an independent non-executive Director, chairman of the Remuneration Committee, and member of each of the Audit Committee and Nomination Committee;
- (4) Mr. Chow Yun Cheung (“**Mr. Chow**”) was re-designated from chairman to member of the Audit Committee;
- (5) Mr. Yang Lun (“**Mr. Yang**”) has been appointed as an executive Director;
- (6) Ms. Chen Jie (“**Ms. Chen**”) has been appointed as an independent non-executive Director, chairperson of the Audit Committee, and member of each of the Remuneration Committee and Nomination Committee; and
- (7) Ms. Gao Yuan Yuan (“**Ms. Gao**”) has been appointed as an independent non-executive Director, chairperson of the Remuneration Committee, and member of each of the Audit Committee and Nomination Committee.

RESIGNATION OF EXECUTIVE DIRECTOR

Mr. Ma

Mr. Ma resigned as an executive Director as he would like to devote more time to develop his personal endeavors.

Mr. Ma 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. Ma for his valuable contributions to the Group during his tenure of office as the executive Director.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Zhang

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

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.

Mr. Zhao

Mr. Zhao resigned as an independent non-executive Director, chairman of the Remuneration Committee, and member of each of the Audit Committee and Nomination Committee as he would like to devote more time to develop his personal endeavors.

Mr. Zhao 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. Zhao for his valuable contributions to the Group during his tenure of office as the independent non-executive Director.

CHANGE OF CHAIRMAN OF THE AUDIT COMMITTEE

Following the appointment of Ms. Chen, Mr. Chow was re-designated from chairman to member of the Audit Committee and Ms. Chen has been appointed as the chairman of the Audit Committee.

APPOINTMENT OF EXECUTIVE DIRECTOR

Mr. Yang

Mr. Yang has been appointed as an executive Director.

The biographical details of Mr. Yang are set out as follows:

Mr. Yang, aged 42, obtained a diploma in computerized accounting from Heilongjiang University of Science and Technology in July 2005. From March 2022 to January 2023, Mr. Yang worked as the sales director of Jiangsu Hengshun Vinegar Industry Company Limited, overseeing the management of his sales team. His responsibilities included formulating, deploying, and supervising the implementation of sales targets. From August 2015 to January 2022, he served as manager of Heilongjiang Tianshunyuan Halal Food Co., Ltd. His responsibilities included overseeing overall sales for key customer department and managing and evaluating sales personnel.

Mr. Yang has entered into a service agreement with the Company for a term of three years. 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. Yang will be entitled to an annual salary of HK\$36,000 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, Mr. Yang 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, Mr. Yang (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 appointments of Mr. Yang 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 Listing Rules.

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

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Chen

Ms. Chen has been appointed as an independent non-executive Director, chairperson of the Audit Committee, and member of each of the Remuneration Committee and Nomination Committee.

The biographical details of Ms. Chen are set out as follows:

Ms. Chen, aged 40, obtained a degree of Bachelor of Arts with Honours in accounting from University of Liverpool in July 2006. Ms. Chen had been a member of the Association of Chartered Certified Accountants (the “ACCA”) since July 2015 and has been a fellow of the ACCA since July 2020. From December 2007 to December 2018, Ms. Chen worked as an accountant in C K Wong & Co, a company in the United Kingdom. Since December 2018, she has been working as a partner in D1 Accounting, an accounting firm in the United Kingdom.

She served as the independent non-executive director of World Super Holdings Limited (stock code: 8612), a company listed on the GEM of The Stock Exchange of Hong Kong Limited, from August 2023 to February 2025.

Ms. Chen has entered into a service agreement with the Company for a term of three years. 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. Chen will be entitled to an annual salary of HK\$36,000 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. Chen 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. Chen (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 appointments of Ms. Chen 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 Listing Rules.

Ms. Chen confirmed that she met the independence criteria as set out in Rule 3.13 of the Listing Rules.

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

Ms. Gao

Ms. Gao has been appointed as an independent non-executive Director, chairperson of the Remuneration Committee, and member of each of the Audit Committee and Nomination Committee.

The biographical details of Ms. Gao are set out as follows:

Ms. Gao, aged 34, obtained a degree of Bachelor of Laws from Information Business College of North University of China in 2014. Ms. Gao holds a lawyer's certificate in the People's Republic of China. She served as a legal assistant at Beijing Yifa Law Office from March 2015 to November 2017, and at Guangdong Yongyan Law Office from November 2017 to October 2018, as well as from December 2019 to March 2021. From November 2018 to November 2019, she was as a legal manager in Shenzhen Zhiying Youdao Asset Management Company Limited, where she was responsible for drafting and reviewing contracts. Since May 2021, she has worked as a lawyer at Guangdong Military Law Office, handling matrimonial cases, labour disputes, civil litigation cases such as contract disputes.

Ms. Gao has entered into a service agreement with the Company for a term of three years. 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. Gao will be entitled to an annual salary of HK\$36,000 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. Gao 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. Gao (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 appointments of Ms. Gao 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 Listing Rules.

Ms. Gao confirmed that she met the independence criteria as set out in Rule 3.13 of the Listing Rules.

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

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, 27 May 2025

As at the date of this announcement, Ms. Wong Mei Wai Alice is the executive Director and Chairperson, Mr. Siu Yik Ming and Mr. Yang Lun are the executive Directors, and Mr. Chow Yun Cheung, Ms. Chen Jie and Ms. Gao Yuan Yuan are the independent non-executive Directors.

* *For identification purposes only*