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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 AUDITOR

This announcement is made by Sterling Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(4) of The Rules Governing the Listing of Securities (the “**Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

RESIGNATION OF AUDITOR

The board of directors (the “**Board**”) of the Company hereby announces that Baker Tilly Hong Kong Limited (“**Baker Tilly**”) has resigned as the auditor of the Company with effect from 31 March 2026, as the Company and Baker Tilly were unable to reach a consensus on the audit fee in respect of the audit of the consolidated financial statements of the Group for the year ended 31 March 2026 (the “**2026 Audit**”).

The Company has invited several professional accounting firms with the requisite listed-company audit experience, including Baker Tilly, to provide audit fee proposals for the 2026 Audit. Five professional accounting firms, including Baker Tilly, responded with quotations. The audit committee of the Company (the “**Audit Committee**”) has reviewed the audit fee proposals from the five accounting firms; and arranged meetings to discuss with three of them, including Baker Tilly.

In view of the ongoing challenging business environment and the Group’s financial performance, the Group has been cautiously managing its expenditure and cash flows, and actively reducing its operating expenses. The Audit Committee has considered that the proposed audit fee from Baker Tilly is less competitive compared to certain other quotations. The Board and the Audit Committee have considered that appointing a new auditor would improve cost-effectiveness and support the Group’s ongoing cost competitiveness.

Baker Tilly has confirmed in its letter of resignation dated 31 March 2026 that there are no other circumstances connected with its resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

The Board and the Audit Committee have confirmed that there is no disagreement between the Company and Baker Tilly and that, save as disclosed above, there are no other matters or circumstances in connection with the resignation of Baker Tilly that need to be brought to the attention of the Shareholders.

As at the date of this announcement, Baker Tilly has not commenced any audit work on the 2026 Audit. The Board believes that the change of auditor of the Company will not have any significant impact on the 2026 Audit and the release of annual results of the Group for the financial year ended 31 March 2026.

The Board would like to take this opportunity to express its gratitude and appreciation to Baker Tilly for its professional and quality services rendered to the Company during the past years.

APPOINTMENT OF AUDITOR

The Board further announces that, with the recommendation from the Audit Committee, Rongcheng (Hong Kong) CPA Limited (“**Rongcheng**”, formerly known as CL Partners CPA Limited) has been appointed as the auditor of the Company with effect from 31 March 2026 to fill the casual vacancy following the resignation of Baker Tilly and to hold office until the conclusion of the next annual general meeting of the Company.

The Audit Committee has considered a number of factors in assessing the appointment of Rongcheng including but not limited to (i) the competence and calibre of Rongcheng including its audit experience in handling audit work for companies listed on the Stock Exchange, and its familiarity with the requirements under the Listing Rules; (ii) its independence and objectivity; (iii) the background and capability of its team; (iv) its reputation in the market; (v) its fee quote and audit proposal; and (vi) the relevant guidance issued by the Accounting and Financial Reporting Council, including the Guidance Notes on Change of Auditors and the Guidelines for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors.

Based on the above, the Audit Committee has assessed and considered that Rongcheng is independent, competent and capable to act as the auditor of the Company. The Board and the Audit Committee are also of the view that the change of auditor would not have any material impact on the Group; would maintain the audit quality while improving the cost-effectiveness of the audit, and is in the interest of the Company and the Shareholders as a whole.

The Board would like to take this opportunity to express its warm welcome to Rongcheng on its appointment as the auditor of the Company.

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, 31 March 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 and Ms. Wu Jing are the independent non-executive Directors.

* *For identification purposes only*