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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)

**PROPOSED AMENDMENTS TO THE EXISTING ARTICLES AND
ADOPTION OF THE NEW ARTICLES**

This announcement is made by Sterling Group Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

On 1 January 2022, the Listing Rules were amended by, among other things, adopting a uniform set of 14 core standards for shareholder protections for issuers regardless of their place of incorporation set out in Appendix 3 of the Listing Rules. The board of directors (the “**Board**”) of the Company proposes to make certain amendments to the existing amended and restated articles of association of the Company (the “**Existing Articles**”) to (i) conform to the said core standards for shareholder protections; (ii) allow general meetings to be held as electronic meetings or hybrid meetings and to provide provisions to govern the proceedings of such meetings; (iii) bring the Existing Articles in line with certain corporate governance requirements of the Listing Rules and the applicable law in the Cayman Islands; and (iv) incorporate various consequential and housekeeping changes (the “**Proposed Amendments**”). The Board also proposes to adopt the second amended and restated articles of association of the Company containing the Proposed Amendments in substitution for, and to the exclusion of, the Existing Articles in its entirety (the “**New Articles**”).

The Proposed Amendments, and the adoption of the New Articles, shall be subject to the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting of the Company to be held on Friday, 1 September 2023 (the “**AGM**”). A circular containing, among other things, details of the Proposed Amendments and the proposed adoption of the New Articles, together with a notice convening the AGM, will be despatched to the Shareholders in due course.

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, 21 July 2023

As at the date of this announcement, Ms. Wong Mei Wai Alice is the executive Director and Chairperson, Mr. Siu Yik Ming and Mr. Chung Sam Kwok Wai are the executive Directors, and Mr. Tsang Ho Yin, Ms. Zhang Lingling and Mr. Choi Wai Hin are the independent non-executive Directors.

* For identification purpose only