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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 12 SEPTEMBER 2023**

The Board is pleased to announce that at the AGM held on 12 September 2023, a poll was conducted on all the proposed resolutions as set out in the Notice pursuant to the requirements of the Listing Rules and all the resolutions were duly passed.

Reference is made to the circular of the Company dated 28 July 2023 (the “**Circular**”) concerning, *inter alia*, the annual general meeting (the “**AGM**”) of the Company held on 12 September 2023. Terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

POLL RESULTS OF THE AGM

The Board is pleased to announce that at the AGM held on 12 September 2023, a poll was conducted on all the proposed resolutions as set out in the notice of the AGM dated 28 July 2023 (the “**Notice**”) pursuant to the requirements of the Listing Rules and all the resolutions were duly passed.

The Company's share registrar, Tricor Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking. The poll results are set out as follows:

Ordinary resolutions		Number of votes cast (percentage of total number of votes cast)		Total Number of votes cast
		For	Against	
1.	To receive and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors (the "Directors") and the auditors of the Company for the year ended 31 March 2023.	40,104,002 (100%)	0 (0%)	40,104,002
2.	To re-appoint Baker Tilly Hong Kong Limited as auditors of the Company and authorise the board of directors to fix their remuneration.	40,104,002 (100%)	0 (0%)	40,104,002
3.	A. To re-elect Mr. Siu Yik Ming as an executive director of the Company.	40,104,002 (100%)	0 (0%)	40,104,002
	B. To re-elect Mr. Chung Sam Kwok Wai as an executive director of the Company.	40,104,002 (100%)	0 (0%)	40,104,002
	C. To authorise the board of Directors to fix the remuneration of the Directors of the Company.	40,104,002 (100%)	0 (0%)	40,104,002
4.	To grant a general mandate to the Directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.	40,104,002 (100%)	0 (0%)	40,104,002
5.	To grant a general mandate to the Directors of the Company to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.	40,104,002 (100%)	0 (0%)	40,104,002

Ordinary resolutions		Number of votes cast (percentage of total number of votes cast)		Total Number of votes cast
		For	Against	
6.	To extend the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company.	40,104,002 (100%)	0 (0%)	40,104,002
Special resolution		Number of votes cast (percentage of total number of votes cast)		Total Number of votes cast
		For	Against	
7.	To approve the proposed amendments to the existing amended and restated articles of association of the Company and to adopt the second amended and restated articles of association of the Company.	40,104,002 (100%)	0 (0%)	40,104,002

The description of the resolutions above is by way of summary only. The full text appears in the Notice.

As more than 50% of the votes were cast in favour of each of the above resolutions 1 to 6, such resolutions were duly passed as ordinary resolutions. As more than 75% of the votes were cast in favour of the above resolution 7, such resolution was duly passed as a special resolution.

As at the date of the AGM, the total number of issued Shares of the Company entitling the Shareholders to attend and vote for or against the resolutions at the AGM was 240,000,000 Shares. There was no Share entitling the Shareholder to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules.

There was no Share requiring the Shareholders to abstain from voting at the AGM under the Listing Rules. No Shareholder has indicated in the Circular that he/she intends to abstain from voting on or against any of the resolutions at the AGM.

All Directors attended the AGM in person or by electronic means.

By Order of the Board
Sterling Group Holdings Limited
美臻集團控股有限公司*
Wong Mei Wai Alice
Chairperson

Hong Kong, 12 September 2023

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

* *For identification purpose only*