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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)

UNUSUAL PRICE AND TRADING VOLUME MOVEMENTS
AND
INSIDE INFORMATION
AND
RESUMPTION OF TRADING

This announcement is made by Sterling Group Holdings Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) at the request of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and pursuant to the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (“**SFO**”) and Rules 13.09 and 13.10 of the Rules Governing the Listing of Securities on the Stock Exchange.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company has noted the increase in the price and the increase in trading volume of the shares of the Company on 29 January 2021.

Reference is made to the announcement of the Company dated 28 January 2021 in relation to, among others, the approach by a potential purchaser (the “**Potential Purchaser**”) with the Company and its controlling shareholders in relation to a potential acquisition (the “**Potential Transaction**”) by the Potential Purchaser of a significant interest in the Company.

On 29 January 2021 (after trading hours), following with further discussions, the Potential Purchaser and the controlling shareholders of the Company agreed not to proceed with the Potential Transaction due to recent price volatility of the Company’s shares on the Stock Exchange. The Company is of the view that the decision of the Potential Purchaser and the Company’s controlling shareholders has no material impact on the financial position and business operations of the Group as a whole.

Pursuant to Rule 31.1 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), neither the Potential Purchaser nor any person acting in concert with it in the course of the Potential Transaction, nor any person who is subsequently acting in concert with any of them, may within 12 months from the date of this announcement either (i) announce an offer or possible offer for the Company (including a partial offer which could result in the Potential Purchaser holding shares carrying 30% or more voting rights of the Company), or (ii) acquire any voting rights of the Company if the Potential Purchaser or persons acting in concert with it would thereby become obliged under Rule 26 of the Takeovers Code to make an offer, except with the consent of the Executive (as defined under the Takeovers Code).

As at the date of this announcement, the Company’s controlling shareholders are not in discussions with any other persons in relation to the potential acquisition of interests in the Company.

Having made such enquiry with respect to the Company as may be reasonable in the circumstances, the Board confirms that, save as disclosed above, it is not aware of any reasons for such price and volume movements or of any information which must be announced to avoid a false market in the Company’s securities or of any inside information that needs to be disclosed under Part XIVA of the SFO.

Shareholders of the Company and potential investors are advised to exercise caution in dealing with the securities of the Company.

This announcement is made by the order of the Company. The Board collectively and individually accepts responsibility for the accuracy of this announcement.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was suspended with effect from 1:00 p.m. on 29 January 2021 pending the release of this announcement. Application has been made by the Company for resumption of trading in its Shares on the Stock Exchange with effect from 9:00 a.m. on 2 February 2021.

By order of the Board
Sterling Group Holdings Limited
美臻集團控股有限公司*
Chung Sam Kwok Wai
Executive Director

Hong Kong, 1 February 2021

As at the date of this announcement, Ms. Wong Mei Wai Alice, Mr. Siu Yik Ming and Mr. Chung Sam Kwok Wai are the executive Directors, Mr. Choi Siu Wai William is the non-executive Director and Chairman, and Mr. Chan Kee Huen Michael, Mr. Cheng King Hoi Andrew and Mr. Ko Ming Tung Edward are the independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

** For identification purposes only*