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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 EXTRAORDINARY GENERAL MEETING
HELD ON 2 JULY 2021**

References are made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of extraordinary general meeting (“**EGM**”) of Sterling Group Holdings Limited (the “**Company**”) each dated 11 June 2021. Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the proposed ordinary resolution (the “**Resolution**”) as set out in the Notice was duly passed by the Shareholders by way of poll at the EGM held on 2 July 2021. The Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer for the purpose of vote-taking at the EGM.

As at the date of the EGM, the total number of issued Shares of the Company was 800,000,000 Shares, which was also the total number of Shares entitling the holders thereof to attend and vote for or against the Resolution at the EGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolution at the EGM and there were no Shares requiring the Shareholders to abstain from voting at the EGM under the Listing Rules. No parties had indicated in the Circular that they intended to vote against or to abstain from voting on the Resolution at the EGM.

The poll results in respect of the Resolution were as follows:

Ordinary Resolution		Number of Votes (%)	
		For	Against
1.	<p>To approve:</p> <p>“THAT subject to the fulfilment of all the conditions (the “Conditions”) set out in the section headed “Conditions of the Share Consolidation” in the circular of the Company dated 11 June 2021, a copy of which has been tabled at the EGM marked “A” and initialled by the chairman of the EGM for the purpose of identification, with effect from the second business day immediately following the date on which this resolution is passed or the Conditions are fulfilled (whichever is later):</p> <p>(a) every four (4) issued and unissued ordinary shares of par value of HK\$0.01 each in the share capital of the Company be and are hereby consolidated into one (1) consolidated share of par value of HK\$0.04 each (the “Consolidated Shares”) (the “Share Consolidation”), such Consolidated Share(s) shall rank <i>pari passu</i> in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of the shares contained in the memorandum and articles of association of the Company;</p> <p>(b) all fractional entitlements to the issued Consolidated Shares resulting from the Share Consolidation (if any) will be disregarded and will not be issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold and the net proceeds shall be retained for the benefit of the Company in such manner and on such terms as the directors of the Company (the “Directors”) may think fit; and</p> <p>(c) any one of the Directors be and is hereby authorised to do all such acts and things and sign, execute and deliver all documents (including affixing the common seal of the Company if appropriate) he or she considers necessary, desirable or expedient to give effect to the Share Consolidation and the transactions contemplated thereunder.”</p>	572,000,000 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as an ordinary resolution of the Company.

SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

The Board is also pleased to announce that all the conditions precedent to the Share Consolidation have been fulfilled and the Share Consolidation will become effective on Tuesday, 6 July 2021. Dealings in the Consolidated Shares on the Stock Exchange will commence at 9:00 a.m. on Tuesday, 6 July 2021. Please refer to the Circular for details, including the trading arrangement of the Consolidated Shares and the exchange of share certificates in respect of the Share Consolidation. The Shareholders should note that upon the Share Consolidation becoming effective, the color of the share certificates of the Company will be changed from blue to red. Upon the Share Consolidation becoming effective, the board lot size of the Shares for trading on the Stock Exchange will be changed from 10,000 Existing Shares to 2,500 Consolidated Shares.

By order of the Board
Sterling Group Holdings Limited
美臻集團控股有限公司*
Choi Siu Wai William
Chairman

Hong Kong, 2 July 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.

* *For identification purposes only*