

*Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated 29 September 2018 (the “**Prospectus**”) issued by Sterling Group Holdings Limited (the “**Company**”).*

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*This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for shares or other securities of the Company. Potential investors should read the Prospectus issued by the Company for detailed information about the Company and the Share Offer described below before deciding whether or not to invest in the Offer Shares.*

*This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or a solicitation to purchase or subscribe for securities in the United States or any other jurisdiction. The Offer Shares have not been and will not be registered under the United States Securities Act of 1933 as amended from time to time (the “**U.S. Securities Act**”) or any state securities law in the United States and may not be offered or sold, pledged or transferred within the United States. There is not and it is not currently intended for there to be any public offering of securities of the Company in the United States.*

# Sterling Group Holdings Limited

## 美臻集團控股有限公司\*

(incorporated in the Cayman Islands with limited liability)

### SHARE OFFER

- Number of Offer Shares** : 228,000,000 Shares, comprising  
200,000,000 New Shares and 28,000,000  
Sale Shares (subject to the Offer Size  
Adjustment Option)
- Number of Placing Shares** : 205,200,000 Shares, comprising  
177,200,000 New Shares and 28,000,000  
Sale Shares (subject to reallocation and  
the Offer Size Adjustment Option)
- Number of Public Offer Shares** : 22,800,000 Shares (subject to reallocation)
- Offer Price** : Not more than HK\$0.44 per Offer  
Share and expected to be not less  
than HK\$0.40 per Offer Share, plus  
brokerage of 1.0%, SFC transaction  
levy of 0.0027% and Stock Exchange  
trading fee of 0.005% (payable in full  
on application in Hong Kong dollars  
and subject to refund)
- Nominal Value** : HK\$0.01 per Share
- Stock Code** : 1825

#### Sole Sponsor

**AmCap**

*Ample Capital Limited*  
豐盛融資有限公司

#### Sole Global Coordinator



#### Joint Bookrunners and Joint Lead Managers



#### Co-Managers



\* For identification purposes only

Application has been made by the Company to the Listing Committee for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and the Offer Shares to be issued pursuant to the Share Offer (including any additional Shares which may be issued pursuant to the exercise of the Offer Size Adjustment Option and the exercise of any options which may be granted under the Share Option Scheme). Assuming that the Share Offer becomes unconditional at or before 8:00 a.m. on Friday, 19 October 2018, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Friday, 19 October 2018. The Shares will be traded in board lots of 10,000 Shares each.

The Share Offer comprises the Public Offer of initially 22,800,000 Shares (subject to reallocation) and the Placing of initially 205,200,000 Shares, comprising 177,200,000 New Shares and 28,000,000 Sale Shares (subject to reallocation and the Offer Size Adjustment Option), representing 10% and 90% of the total number of Offer Shares initially being offered under the Share Offer, respectively. The allocation of the Offer Shares between the Public Offer and the Placing will be subject to reallocation as described in the section headed “*Structure and conditions of the Share Offer*” in the Prospectus. In particular, the Sole Global Coordinator may, at its sole discretion, reallocate Offer Shares from the Placing to the Public Offer to satisfy valid applications under the Public Offer. In accordance with Guidance Letter HKEx-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, the maximum total number of Offer Shares that may be reallocated to the Public Offer following such reallocation shall be not more than double the initial allocation to the Public Offer (i.e. 45,600,000 Offer Shares), and the final Offer Price shall be fixed at the bottom end of the indicative Offer Price range (i.e. HK\$0.40 per Offer Share) stated in the Prospectus.

Under the Placing Underwriting Agreement, the Company is expected to grant the Placing Underwriters, exercisable by the Sole Global Coordinator (for itself and on behalf of the Placing Underwriters), the Offer Size Adjustment Option, which is exercisable prior to the Listing Date to require the Company to allot and issue up to 34,200,000 additional Offer Shares, representing not more than 15% of the Offer Shares initially available under the Share Offer, at the Offer Price to cover over-allocations in the Placing. The Company will disclose in its allotment results announcement whether and to what extent the Offer Size Adjustment Option has been exercised, and will confirm in the announcement that, if the Offer Size Adjustment Option is not exercised by then, the Offer Size Adjustment Option will lapse and cannot be exercised on any future date. The allotment results announcement will be published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.sterlingapparel.com.hk](http://www.sterlingapparel.com.hk).

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange as well as the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable

the Shares to be admitted into CCASS. Investors should seek the advice of their stockbrokers or other professional advisers for details of the settlement arrangement as such arrangements may affect their rights and interests.

The Offer Price will not be more than HK\$0.44 per Offer Share and is currently expected to be not less than HK\$0.40 per Offer Share unless otherwise announced. Applicants for the Public Offer Shares are required to pay, on application, the maximum Offer Price of HK\$0.44 per Offer Share plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%.

If the Offer Price as finally determined is less than HK\$0.44 per Offer Share, appropriate refund payments (including the brokerage fee, SFC transaction levy and Stock Exchange trading fee attributable to the surplus application monies) will be made to successful applicants without interest. Further details are set out in the paragraph headed “12. Refund of application monies” in the section headed “How to apply for Public Offer Shares” in the Prospectus.

**Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the relevant Application Forms.**

Applicants who would like the Public Offer Shares to be allotted in their own names should complete and sign the **WHITE** Application Form. Applicants who would like the Public Offer Shares to be allotted in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Form or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Saturday, 29 September 2018 until 12:00 noon on Friday, 5 October 2018 (or such later date as described in the section headed “How to apply for Public Offer Shares – 9. Effect of bad weather on the opening of the application lists” in the Prospectus) from:

1. the following offices of the Public Offer Underwriters:

**Alpha Financial Group Limited**

Room A, 17/F

Fortune House

61 Connaught Road Central

Central

Hong Kong

**Great Roc Capital Securities Limited**

Suite 1601–1603, 16/F  
West Tower, Shun Tak Centre  
168–200 Connaught Road Central  
Central  
Hong Kong

**AFG Securities Limited**

Room B, 17/F  
Fortune House  
61 Connaught Road Central  
Central  
Hong Kong

**Elstone Securities Limited**

Suite 3712, 37/F  
West Tower, Shun Tak Centre  
168–200 Connaught Road Central  
Central  
Hong Kong

**Grand Partners Securities Limited**

9/F  
Connaught Harbourfront House  
35–36 Connaught Road West  
Hong Kong

**I Win Securities Limited**

Room 1916  
Hong Kong Plaza  
188 Connaught Road West  
Sai Wan  
Hong Kong

**Wealth Link Securities Limited**

Unit B1, 5/F  
Guangdong Investment Tower  
148 Connaught Road Central  
Hong Kong

2. any of the following branches of Standard Chartered Bank (Hong Kong) Limited:

<b>District</b>	<b>Branch name</b>	<b>Branch address</b>
<b>Hong Kong Island</b>	Central Branch	G/F, 1/F, 2/F and 27/F Two Chinachem Central 26 Des Voeux Road Central
	Causeway Bay Branch	G/F to 2/F, Yee Wah Mansion 38–40A Yee Wo Street Causeway Bay
<b>Kowloon</b>	Mongkok Branch	Shop B, G/F, 1/F & 2/F 617–623 Nathan Road Mongkok
<b>New Territories</b>	Metroplaza Branch	Shop 473B, Level 4, Metroplaza 223 Hing Fong Road Kwai Chung

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Saturday, 29 September 2018 until 12:00 noon on Friday, 5 October 2018 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "**Horsford Nominees Limited – Sterling Group Public Offer**" should be deposited in the special collection boxes provided at any of the designated branches of the receiving bank referred to above at the following times:

Saturday, 29 September 2018	–	9:00 a.m. to 1:00 p.m.
Tuesday, 2 October 2018	–	9:00 a.m. to 5:00 p.m.
Wednesday, 3 October 2018	–	9:00 a.m. to 5:00 p.m.
Thursday, 4 October 2018	–	9:00 a.m. to 5:00 p.m.
Friday, 5 October 2018	–	9:00 a.m. to 12:00 noon

CCASS Clearing/Custodian Participants can input **electronic application instructions** from 9:00 a.m. on Saturday, 29 September 2018 until 12:00 noon on Friday, 5 October 2018 or such later time as described in the section headed "*How to apply for Public Offer Shares – 9. Effect of bad weather on the opening of the application lists*" in the Prospectus.

Please refer to the sections headed “*Structure and conditions of the Share Offer*” and “*How to apply for Public Offer Shares*” in the Prospectus for details of the conditions and procedures of the Public Offer.

The Offer Price is expected to be fixed by the Price Determination Agreement to be entered into between the Sole Global Coordinator (for itself and on behalf of the Underwriters) and the Company on the Price Determination Date. The Price Determination Date is expected to be on or about Wednesday, 10 October 2018. If, for whatever reason, the Sole Global Coordinator (for itself and on behalf of the Underwriters) and the Company are unable to reach any agreement on the Offer Price or enter into the Price Determination Agreement on or before 5:00 p.m. on Monday, 15 October 2018, the Share Offer will not become unconditional and will lapse.

The Company expects to announce the final Offer Price, the level of indication of interest in the Placing, the level of applications in the Public Offer and the basis of allocation of Public Offer Shares on or before Thursday, 18 October 2018 on the website of the Company at **www.sterlingapparel.com.hk** and the website of the Stock Exchange at **www.hkexnews.hk**.

The results of allocations and the successful applicants’ Hong Kong identity card/passport/Hong Kong business registration numbers under the Public Offer will be made available from Thursday, 18 October 2018 through a variety of channels at the times and date and in the manner specified in the section headed “*How to apply for Public Offer Shares – 10. Publication of results*” in the Prospectus.

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum Offer Price of HK\$0.44 per Offer Share (excluding brokerage fee, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Public Offer are not fulfilled in accordance with “*Structure and conditions of the Share Offer – Conditions of the Share Offer*” in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage fee, SFC transaction levy and the Stock Exchange trading fee, will be refunded, without interest or the cheque or banker’s cashier order will not be cleared.

Any refund of your application monies will be made on or before Thursday, 18 October 2018.

The Company will not issue temporary documents of title in respect of Shares or receipt for application fees received. Share certificates will only become valid at 8:00 a.m. on Friday, 19 October 2018 provided that the Share Offer has become unconditional and the right of termination described in the section headed “*Underwriting – Underwriting arrangements and expenses – Public Offer – Grounds for termination*” in the Prospectus has not been exercised.

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, 19 October 2018. The Shares will be traded in board lots of 10,000 Shares each. The stock code of the Shares will be 1825.

By Order of the Board of Directors  
**Sterling Group Holdings Limited**

美臻集團控股有限公司\*

**Wong Mei Wai Alice**

*Executive Director and chief executive officer*

Hong Kong, 29 September 2018

*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 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*