

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

Case Number: _____

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name: SG Group Holdings Limited (樺欣控股有限公司)

Stock code (ordinary shares): 8442

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 16 March 2018.

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 21 March 2017

Name of Sponsor(s): Anglo Chinese Corporate Finance Limited

Names of directors:

*(please distinguish the status of the directors
- Executive, Non-Executive or Independent
Non-Executive)*

Executive Directors:

Mr. Choi King Ting, Charles (蔡敬庭)

Mr. Choi Ching Shing (蔡清丞)

Independent non-executive Directors:

Mr. Lai Kwok Hung, Alex (黎國鴻)

Mr. Yeung Chuen Chow, Thomas (楊存洲)

Mr. Cüneyt Bülent Bilâloğlu

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Name(s) of substantial shareholder(s): (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	Name	Number of shares of HK\$0.01 each in the share capital of the Company ("Shares") held/interested	Approximate percentage of shareholding
	JC Fashion International Group Limited (<i>Note 1</i>)	24,000,000	75%
	Mr. Choi King Ting, Charles (<i>Note 1</i>)	24,000,000	75%

Note:

- Mr. Choi King Ting, Charles directly owns 100% of JC Fashion International Group Limited, which will in turn hold approximately 75% of the issued share capital of the Company. Mr. Choi King Ting, Charles is deemed, or taken to be interested in, all the shares held by JC Fashion International Group Limited for the purpose of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:

N/A

Financial year end date:

30 April

Registered address:

4th Floor, Harbour Place,
103 South Church Street,
P.O. Box 10240,
Grand Cayman KY1-1002,
Cayman Islands

Head office and principal place of business:

Unit 104A, 1/F.,
Fook Hong Industrial Building,
19 Sheung Yuet Road,
Kowloon Bay,
Hong Kong

Web-site address (if applicable):

<http://www.jcfash.com>

Share registrar:

Principal share registrar and transfer office in the Cayman Islands:

Harneys Fiduciary (Cayman) Limited

4th Floor, Harbour Place,
103 South Church Street,
P.O. Box 10240,
Grand Cayman KY1-1002,
Cayman Islands

Branch share registrar and transfer office in Hong Kong:

Boardroom Share Registrars (HK) Limited

Room 2103B, 21/F,
148 Electric Road,
North Point,
Hong Kong

Auditors:

Deloitte Touche Tohmatsu
35th Floor, One Pacific Place,
88 Queensway,
Hong Kong

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B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Group is an apparel designing and sourcing service provider for branded fashion retailers.

C. Ordinary shares

Number of ordinary shares in issue: 32,000,000 Shares

Par value of ordinary shares in issue: HK\$0.01

Board lot size (in number of shares): 500

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

D. Warrants

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio:
(Not applicable if the warrant is denominated in dollar value of conversion right) N/A

No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

E. Other securities

Details of any other securities in issue.
(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

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Signed:

Mr. Choi King Ting, Charles (蔡敬庭)

Mr. Choi Ching Shing (蔡清丞)

Mr. Lai Kwok Hung, Alex (黎國鴻)

Mr. Yeung Chuen Chow, Thomas
(楊存洲)

.....
Mr. Cüneyt Bülent Bilâoğlu

NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*