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SG Group Holdings Limited

樺欣控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8442)

PROFIT WARNING

This announcement is made by SG Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that, based on information currently available to the Board, the Group expects to record profit after tax of approximately HK\$1.4 million for the three months ended 31 July 2018 (the “**Period**”) as compared to profit after tax of approximately HK\$6.7 million for the three months ended 31 July 2017. Such drop was mainly due to (i) the increase of professional fee of approximately HK\$2.2 million; and (ii) the net unrealised foreign exchange loss of approximately HK\$1.7 million.

The Company is still in the process of finalising the consolidated first quarterly results of the Group for the Period. The information contained in this announcement is only based on the preliminary assessment by the Board after considering the information available for the time being, which have neither been reviewed by the audit committee of the Company nor audited by the Company’s auditors. The above information may be subject to further adjustment based on further updated information, and following the completion of the review by the Company’s audit committee. Shareholders and potential investors are advised to read carefully the first quarterly results announcement of the Group for the Period, which is expected to be released on 12 September 2018.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

By Order of the Board
SG Group Holdings Limited
Choi King Ting, Charles
*Chairman, Chief Executive Officer
and Executive Director*

Hong Kong, 6 September 2018

As at the date of this announcement, the executive Directors are Mr. Choi King Ting, Charles and Mr. Choi Ching Shing; and the independent non-executive Directors are Mr. Lai Kwok Hung, Alex, Mr. Yeung Chuen Chow, Thomas and Mr. Cüneyt Bülent Bilâloğlu.

This announcement, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least seven days from the date of publication. This announcement will also be published on the website of the Company at www.jcfash.com.