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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)

INSIDE INFORMATION COMPLETION OF PLACING OF EXISTING SHARES BY CONTROLLING SHAREHOLDER

This announcement is made by SG Group Holdings Limited (the “**Company**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on 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).

Reference is made to the announcement of the Company dated 29 April 2019 in respect of the Placing (the “**Announcement**”). Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

COMPLETION OF PLACING OF SHARES BY JC FASHION INTERNATIONAL

The Company was informed by JC Fashion International that the completion of the Placing (the “**Completion**”) took place on 3 May 2019. All 1,000,000 Placing Shares were successfully placed by the Placing Agent to certain investors (the “**Placees**”) at HK\$6.00 per Placing Share pursuant to the terms and conditions of the Placing Agreement. To the best knowledge of the Board and having made all reasonable enquiries and as confirmed by the Placing Agent, the Placees (and, where applicable, each of their respective ultimate beneficial owners) are not connected persons (as defined in the GEM Listing Rules) and are third parties independent of and not acting in concert (as defined in the Codes on Takeovers and Mergers and Share Buy-backs) with JC Fashion International and the Company or any of its connected persons.

SHAREHOLDING STRUCTURE UPON COMPLETION

Set out below is the shareholding structure of the Company immediately before and upon Completion:

	Shareholding immediately before Completion		Shareholding immediately upon Completion	
	<i>Number of Shares held</i>	<i>Approximate % of Shares in issue</i>	<i>Number of Shares held</i>	<i>Approximate % of Shares in issue</i>
JC Fashion International	24,000,000	75.00	23,000,000	71.88
The Placees	-	-	1,000,000	3.12
Public	8,000,000	25.00	8,000,000	25.00
Total	<u>32,000,000</u>	<u>100.00</u>	<u>32,000,000</u>	<u>100.00</u>

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, 3 May 2019

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 (“GEM”) 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 of The Stock Exchange of Hong Kong Limited at www.hkexnew.hk 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.