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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: 1657)**

### **PROPOSED AMENDMENTS TO THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by SG Group Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the existing amended and restated memorandum and articles of association of the Company (the “**Existing M&A**”) and to adopt the second amended and restated memorandum and articles of association of the Company (the “**New M&A**”) for the purpose of, among others, (i) reflecting the core shareholder protection standards as set out in the revised Appendix 3 to the Listing Rules which took effect on 1 January 2022; (ii) bringing the Existing M&A in line with the amendments made to the applicable laws of the Cayman Islands and the Listing Rules; and (iii) making some other housekeeping improvements (the “**Proposed Amendments**”).

The Proposed Amendments as well as the adoption of the New M&A are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”), and will become effective upon the approval by the Shareholders at the AGM.

A circular containing, among other things, details of the Proposed Amendments, together with a notice of the AGM will be despatched to the Shareholders in due course.

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

Hong Kong, 20 September 2023

*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.*