Hong Kong Weiye Software Co., Limited
香港偉業軟件股份有限公司
(Incorporated in Hong Kong with limited liability)

SG Group Holdings Limited
樺欣控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1657)

JOINT ANNOUNCEMENT

(1) DESPATCH OF THE COMPOSITE DOCUMENT RELATING TO UNCONDITIONAL MANDATORY CASH OFFER BY DL SECURITIES (HK) LIMITED FOR AND ON BEHALF OF THE OFFEROR TO ACQUIRE ALL THE ISSUED SHARES OF THE COMPANY (OTHER THAN THOSE ALREADY OWNED AND/OR AGREED TO BE ACQUIRED BY THE OFFEROR AND THE OFFEROR CONCERT PARTIES); (2) APPOINTMENT OF EXECUTIVE DIRECTORS AND CHANGE IN COMPOSITION OF BOARD COMMITTEES; AND (3) CHANGE OF CHAIRMAN OF THE BOARD, CHIEF EXECUTIVE OFFICER AND AUTHORISED REPRESENTATIVE

Joint financial advisers to the Offeror

DL Securities (HK) Limited

Dakin Capital Limited

Independent Financial Adviser to the Independent Board Committee

Sorrento Capital Limited

References are made to (i) the announcements dated 4 June 2026, 23 June 2026, 25 June 2026 and 10 July 2026 jointly issued by Hong Kong Weiye Software Co., Limited (the "**Offeror**") and SG Group Holdings Limited (the "**Company**") in relation to, among others, the Share Purchase Agreement and the Offer, the Completion and the delay in despatch of the Composite Document; and (ii) the announcement dated 24 June 2026 issued by the Company in relation to the appointment of the Independent Financial Adviser; and (iii) the Composite Document dated 24 July 2026 jointly issued by the Offeror and the Company in relation to, among other things, the Offer. Unless the context requires otherwise, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, among others, (i) details of the Offer; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Offer; and (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Offer, together with the Acceptance Form, has been despatched to the Shareholders on 24 July 2026 in accordance with the Takeovers Code.

EXPECTED TIMETABLE FOR THE OFFER

The expected timetable set out below is indicative only and is subject to change. Any changes to the expected timetable will be jointly announced by the Offeror and the Company. Unless otherwise expressly stated, all time and date references contained in this joint announcement refer to Hong Kong time and date.

Event(s)	**Time & Date**
Despatch date of the Composite Document and the accompanying Acceptance Form and commencement date of the Offer *(Note 1)*	Friday, 24 July 2026
Offer opens for acceptance *(Note 1)*	Friday, 24 July 2026
Latest time and date for acceptance of the Offer *(Notes 2, 3 and 5)*	by 4:00 p.m. on Friday, 14 August 2026
Closing Date *(Notes 3 and 5)*	Friday, 14 August 2026

Announcement of the results of the Offer (or its extension or revision, if any) on the website of the Stock Exchange *(Notes 3 and 5)* .... no later than 7:00 p.m. on Friday, 14 August 2026

Latest date for posting of remittances in respect of valid acceptances received under the Offer *(Notes 4 and 5)* .... Tuesday, 25 August 2026

Notes:

1. The Offer, which is unconditional in all respects, is made on the date of posting of the Composite Document, and is capable of acceptance on and from that date until 4:00 p.m. on the Closing Date, unless the Offeror decides to revise or extend the Offer in accordance with the Takeovers Code. Acceptances of the Offer shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the paragraph headed "6. Right of Withdrawal" in Appendix I to the Composite Document.

2. Beneficial owners of Shares who hold their Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (as set out in the paragraph headed "1. Procedures for Acceptance of the Offer" in Appendix I to the Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.

3. In accordance with the Takeovers Code, the Offer must initially be open for acceptance for at least 21 days after the date of the Composite Document. The latest time and date for acceptance of the Offer is 4:00 p.m. on Friday, 14 August 2026 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. The Offeror and the Company will jointly issue an announcement through the website of the Stock Exchange no later than 7:00 p.m. on the Closing Date stating whether the Offer has been extended, revised or expired. In the event that the Offeror decides to revise or extend the Offer, all Independent Shareholders, whether or not they have already accepted the Offer, will be entitled to accept the revised Offer under the revised terms. The revised Offer must be kept open for at least 14 days after the date of the revised offer document(s) and shall not close earlier than the Closing Date.

4. Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable for the Offer Shares tendered under the Offer will be despatched to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event no later than seven (7) Business Days after the date of receipt by the Hong Kong Share Registrar of all relevant documents required to render such acceptance complete and valid in accordance with the Takeovers Code.

5. If there is a tropical cyclone warning signal number 8 or above, or a "black rainstorm warning signal" or "extreme conditions" as announced by the Hong Kong Government:

   (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force at or after 12:00 noon on the latest date for acceptance of the Offer under Rule 15.1 of the Takeovers Code, any publication date of a closing announcement under Rule 19.1 of the Takeovers Code or the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, these dates, as the case may be, will remain on the same Business Day; or

(b) in force in Hong Kong at any local time at 12:00 noon and/or thereafter on the latest date for acceptance of the Offer under Rule 15.1 of the Takeovers Code, any publication date of a closing announcement under Rule 19.1 of the Takeovers Code or the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, these dates, as the case may be, will be rescheduled to the following Business Day which does not have any of those warnings or condition in force in Hong Kong at any local time at 12:00 noon and/or thereafter or such other day as the Executive may approve in accordance with the Takeovers Code.

Save as mentioned above, if the latest time for acceptance of the Offer does not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Independent Shareholders by way of joint announcement(s) on any change to the expected timetable as soon as practicable.

IMPORTANT

The Offer is unconditional in all respects. Shareholders are encouraged to read the Composite Document and the accompanying Acceptance Form carefully, in particular the Letter from the Independent Board Committee and the Letter from the Independent Financial Adviser contained therein, before deciding whether or not to accept the Offer.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

The Offeror and the Company remind their respective associates of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of the Company.

APPOINTMENT OF EXECUTIVE DIRECTORS AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

As disclosed in the Composite Document, the Offeror intends to nominate new directors to the Board. The Board announces that, with effect immediately after the posting of the Composite Document on 24 July 2026, Mr. Zha Wenyu, Mr. Wang Chunbin, Mr. Zhang Denghui and Mr. Jiang Hongqing, have been appointed as executive Directors.

The biographical details of the abovementioned new executive Directors (collectively, the "**New Executive Directors**") are set out below.

Mr. Zha Wenyu (查文宇), aged 51, is the chairman of the board of Sefon Software. Mr. Zha has over 25 years of experience in the information technology and business management sectors. Mr. Zha joined Sefon Software in September 2016 and has been serving as the chairman of the board of Sefon Software since then. Mr. Zha is a member of the Chinese People's Political Consultative Conference of the Wuhou District of Chengdu. Mr. Zha has been recognised with various honours and awards, including the high-level talent under the National Special Support Plan for High-Level Talents in Science and Technology Entrepreneurship (國家高層次人才特殊支持計劃科技創業領軍人才), Chengdu Leading Talent in Big Data (成都市大數據領軍人才), Chengdu Outstanding Talent in New Economy (成都市新經濟優秀人才), and the "Tianfu Qingcheng" Leading Talent in Entrepreneurship of Sichuan Province (四川省"天府青城"天府創業領軍人才).

Mr. Zha obtained a bachelor's degree in business administration from Chongqing Technology and Business University (重慶工商大學) (formerly known as Chongqing Business School (重慶商學院)).

Mr. Wang Chunbin (王純斌), aged 49, is the director and general manager of Sefon Software. Mr. Wang has over 24 years of experience in information technology, software development, and corporate management. He joined Sefon Software in May 2014 and has been serving as the director and general manager of Sefon Software since then.

Mr. Wang obtained a bachelor's degree in mechanical design and manufacturing from Qingdao University of Technology (青島理工大學) (formerly known as Qingdao Institute of Architecture and Engineering (青島建築工程學院)).

Mr. Wang was awarded the third prize for Scientific and Technological Progress Award by the Chengdu Municipal People's Government (成都市科技進步三等獎) in 2007, the third prize for Scientific and Technological Progress Award by the Sichuan Provincial People's Government (四川省科技進步三等獎) in 2012, and the second prize for Scientific and Technological Progress Award by the Sichuan Provincial People's Government (四川省科技進步二等獎) in 2019. He was recognized as a "Technology Leader" under the "Rongbei Talent" programme (成都市蓉貝人才技術領銜人) by the Chengdu Municipal People's Government (2019).

Mr. Zhang Denghui (張登輝), aged 31, is the director and senior vice general manager of Chengdu Sefon Software. Mr. Zhang joined Sefon Software in November 2017. He has held various positions at Sefon Software, including customer manager, general manager of the northwestern region, general manager of the northern region, and director and senior vice general manager. He is currently responsible for the marketing system and the market expansion of Sefon Software's solutions and products.

Mr. Zhang obtained a bachelor's degree in engineering, majoring in network engineering, from Southwest Minzu University (西南民族大學).

Mr. Jiang Hongqing (蔣洪慶), aged 51, is the director, senior vice general manager, chief financial officer and secretary to the board of Sefon Software. Mr. Jiang has nearly 30 years of experience in finance, auditing, and capital operations. He joined Sefon Software in May 2018 and has been serving as the director, senior vice general manager, chief financial officer and secretary to the board of Sefon Software since then. Prior to his joining in Sefon Software, he took up various positions including director, deputy general manager, and chief financial officer of Chengdu Hengrun Hi-Tech Co., Ltd. (成都恒潤高新科技股份有限公司) from December 2014 to April 2018.

Mr. Jiang obtained a bachelor's degree in business administration from Chengdu University of Technology (成都理工大學). He is a Certified Public Accountant (non-practising) accredited by The Chinese Institute of Certified Public Accountants. He also holds the board secretary qualifications for the Shenzhen Stock Exchange and the STAR Market of the Shanghai Stock Exchange.

Save as disclosed herein, as at the date of this joint announcement, each of the New Executive Directors: (i) does not hold any position in the Company or other members of the Group; (ii) has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Each of the New Executive Directors has entered into a service agreement with the Company for a term of three years. The New Executive Directors will not receive director's fee pursuant to their service agreements. Each of their appointments is subject to retirement by rotation at annual general meeting of the Company, and each of them shall be eligible for reelection in accordance with the articles of association of the Company.

Save as disclosed above, there is no other information relating to the appointment of New Executive Directors which is required to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

The Board would like to extend its warmest welcome to the New Executive Directors on the new appointments.

Following the appointment of the New Executive Directors, the Board comprises ten Directors, including seven executive Directors and three independent non-executive Directors. The Company currently does not meet the minimum number of independent non-executive directors as required under Rule 3.10A of the Listing Rules.

The Company will endeavor to identify a suitable candidate for appointment as additional independent non-executive Director in order to fulfill the requirements of the Listing Rules as soon as practicable and in any event within three months after the date of this announcement as required under Rule 3.11 of the Listing Rules. The Company currently intends to appoint sufficient number of new independent non-executive Directors as required under Rules 3.10 and 3.10A of the Listing Rules immediately after the publication of the closing announcement of the Offer. Further announcement will be made by the Company as appropriate and in accordance with the Listing Rules.

In addition, with effect immediately after the posting of the Composite Document, Mr. Choi King Ting, Charles ("**Mr. Choi**") has resigned as a member of the remuneration committee of the Board ("**Remuneration Committee**") and the chairman of the nomination committee of the Board ("**Nomination Committee**"), and Mr. Zha has been appointed as a member of the Remuneration Committee and the chairman of the Nomination Committee.

CHANGE OF CHAIRMAN OF THE BOARD, CHIEF EXECUTIVE OFFICER AND AUTHORISED REPRESENTATIVE

The Board further announces that, with effect immediately after the posting of the Composite Document on 24 July 2026:

(i) Mr. Choi has resigned as the chairman of the Board and Mr. Zha has been appointed as the chairman of the Board;

(ii) Mr. Choi has resigned as the chief executive officer of the Company and Mr. Wang Chunbin has been appointed as the chief executive officer of the Company; and

(iii) Mr. Choi has ceased to act as the authorized representative of the Company as required under Rule 3.05 of the Listing Rules and Mr. Zha has been appointed as the authorized representative of the Company as required under Rule 3.05 of the Listing Rules.

By order of the sole director
Hong Kong Weiye Software Co., Limited
Zha Wenyu
Sole director

By order of the Board
SG Group Holdings Limited
Zha Wenyu
Chairman and Executive Director

Hong Kong, 24 July 2026

As at the date of this joint announcement, Mr. Zha Wenyu is the sole director of the Offeror, and the directors of Sefon Software are Mr. Zha Wenyu, Mr. Wang Chunbin, Mr. Zhang Denghui and Mr. Jiang Hongqing.

The sole director of the Offeror and the directors of Sefon Software jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the executive directors of the Company are Mr. Zha Wenyu, Mr. Wang Chunbin, Mr. Zhang Denghui, Mr. Jiang Hongqing, Mr. Choi King Ting, Charles, Mr. Choi Ching Shing and Ms. Li Li Mei; and the independent non-executive directors of the Company are Mr. Lai Kwok Hung, Alex, Mr. Yeung Chuen Chow, Thomas and Mr. Cüneyt Bülent Bilâloğlu.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror, Mr. Zha Wenyu and the Offeror Concert Parties (excluding the Sellers)) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by Mr. Zha Wenyu, the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

This joint announcement is published in English and in Chinese. In case of any inconsistency between the English version and the Chinese version, the English version prevails.

This joint announcement will remain on the "Latest Listed Company Information" page of the Stock Exchange's website at www.hkexnews.hk for at least seven days from the day of its publication. This joint announcement will also be published on the Company's website at www.jcfash.com.