*This joint announcement is for information purposes only and is not intended to and does not constitute, or form part of, an invitation or offer to acquire, purchase or subscribe for securities of the Company or the solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of securities of the Company in any jurisdiction in contravention of applicable laws or regulations.*

*This joint announcement is not for release, publication or distribution, in whole or in part, in or into any jurisdiction where to do so would constitute a violation of the applicable laws or regulations of such jurisdiction.*

**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) CLOSE OF 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) RESULTS OF THE OFFER; (3) SETTLEMENT OF THE OFFER; (4) PUBLIC FLOAT OF THE COMPANY; AND (5) RESIGNATION OF DIRECTOR AND REDESIGNATION OF DIRECTOR

**Joint financial advisers to the Offeror**

**DL Securities (HK) Limited**

**Dakin Capital Limited**

**Independent Financial Adviser to the Independent Board Committee**

**Sorrento Capital Limited**

Reference is made to the composite offer and response document (the "**Composite Document**") dated 24 July 2026 jointly issued by Hong Kong Weiye Software Co., Limited (the "**Offeror**") and SG Group Holdings Limited (the "**Company**") together with the accompanying form of acceptance (the "**Form of Acceptance**"). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

**CLOSE OF THE OFFER**

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Friday, 14 August 2026, and the Offer was not further revised or extended by the Offeror.

**RESULTS OF THE OFFER**

At 4:00 p.m. on Friday, 14 August 2026, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Offeror had received one valid acceptance in respect of a total of 2,000 Offer Shares under the Offer, representing approximately 0.006% of the total issued share capital of the Company as at the date of this joint announcement.

**SETTLEMENT OF THE OFFER**

Based on one valid acceptance in respect of a total of 2,000 Offer Shares under the Offer, the total consideration of the Offer is HK$16,646.

Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty in respect of acceptance of the Offer) payable for the Offer Shares tendered under the Offer have been/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.

No fractions of a Hong Kong cent will be payable and the amount of cash consideration payable to an Independent Shareholder who accepts the Offer will be rounded up to the nearest Hong Kong cent.

The latest date for posting remittances in respect of valid acceptance received under the Offer is Tuesday, 25 August 2026.

## SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately following Completion of the sale and purchase of the Sale Shares, the Offeror and the Offeror Concert Parties were interested in 23,970,000 Shares, representing approximately 74.91% of the total issued Shares.

Taking into account one valid acceptance in respect of a total of 2,000 Offer Shares under the Offer, representing approximately 0.006% of the total issued share capital of the Company, and subject to the due registration by the Hong Kong Share Registrar of the transfer of the Offer Shares in respect of which valid acceptance was received, the Offeror and the Offeror Concert Parties are interested in an aggregate of 23,972,000 Shares, representing approximately 74.91% of the total issued share capital of the Company as at the date of this joint announcement.

Save for the Sale Shares and the valid acceptance under the Offer as disclosed above, the Offeror and the Offeror Concert Parties (i) did not hold, own, control or have direction over any Shares or rights over Shares before the commencement of the Offer Period; (ii) had not acquired or agreed to acquire any Shares or any rights over Shares during the Offer Period; and (iii) had not borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company during the Offer Period and up to and including the date of this joint announcement.

The following table sets out the shareholding structure of the Company (i) immediately prior to Completion; (ii) immediately after Completion and before the Offer was made; and (iii) immediately upon the close of the Offer (assuming that the transfer to the Offeror of those Offer Shares acquired by the Offeror under the Offer has been completed) and as at the date of this joint announcement:

| | | **Immediately prior to Completion** | | **Immediately after Completion and before the Offer was made** | | **Immediately upon the close of the Offer (assuming that the transfer to the Offeror of those Offer Shares acquired by the Offeror under the Offer has been completed) and as at the date of this joint announcement** | |
|---|---|---|---|---|---|---|---|
| | | *Number of Shares* | *Approximate % of issued Shares* | *Number of Shares* | *Approximate % of issued Shares* | *Number of Shares* | *Approximate % of issued Shares* |
| **(A)** | **Offeror and the Offeror Concert Parties (excluding the Sellers)** *(Note 1)* | | | | | | |
| | Offeror *(Note 2)* | – | – | 23,970,000 | 74.91 | 23,972,000 | 74.91 |
| **(B)** | **Sellers** *(Note 3)* | | | | | | |
| | Seller A (Mr. Choi) | 970,000 | 3.03 | – | – | – | – |
| | Seller B (JC International) | 23,000,000 | 71.88 | – | – | – | – |
| | **Sub-total of the Shares held by the Offeror and the Offeror Concert Parties (including the Sellers)** | **23,970,000** | **74.91** | **23,970,000** | **74.91** | **23,972,000** | **74.91** |
| **(C)** | **Mr. Lai Kwok Hung, Alex** *(Note 4)* | 10,000 | 0.03 | 10,000 | 0.03 | 10,000 | 0.03 |
| **(D)** | **Public Shareholders** | 8,020,000 | 25.06 | 8,020,000 | 25.06 | 8,018,000 | 25.06 |
| **Total** | | **32,000,000** | **100.00** | **32,000,000** | **100.00** | **32,000,000** | **100.00** |

*Notes:*

1. Due to the Deferred Payment which will be settled after Completion, the Sellers are presumed to be acting in concert with the Offeror under Class (9) of the definition of "acting in concert" under the Takeovers Code until the full settlement of the Deferred Payment by the Offeror.

2. The Offeror is legally, beneficially and wholly owned by Sefon Software.

3. Mr. Choi directly owns 100% of JC International. Mr. Choi is deemed, or taken to be interested in, all the Shares held by JC International for the purpose of the SFO.

4. Mr. Lai Kwok Hung, Alex, an independent non-executive Director, owns 10,000 Shares or approximately 0.03% of the total issued Shares.

5. Certain percentage figures included in this table have been subject to rounding adjustments. Figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

## PUBLIC FLOAT OF THE COMPANY

Immediately after the close of the Offer and as at the date of this joint announcement, subject to the due registration by the Hong Kong Share Registrar of the transfer of the Offer Shares acquired by the Offeror under the Offer, an aggregate of 8,018,000 Shares, representing approximately 25.06% of the total issued share capital of the Company as at the date of this joint announcement, are held by the public (as defined under the Listing Rules). In view of the above, the minimum public float requirement of 25% as set out in Rule 13.32B(1) of the Listing Rules is satisfied.

## RESIGNATION OF DIRECTOR

Mr. Choi Ching Shing has tendered his resignation as executive Director, with effect from the publication of this joint announcement due to devotion of more time to pursue his other commitments. Mr. Choi Ching Shing has confirmed to the Board that he has no disagreement with the Board and there is no other matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company.

## REDESIGNATION OF DIRECTOR

Mr. Choi King Ting, Charles ("**Mr. Choi**"), with effect from the publication of this joint announcement, will be redesignated from an executive Director to a non-executive Director in accordance with the changes in his role and responsibilities in the Group. Mr. Choi will remain on the Board as a non-executive Director and continue to provide valuable advice to the Group in the future.

The biographical details of Mr. Choi are set out below.

Mr. Choi joined our Group in September 2011. He has more than 20 years of experience in the apparel designing and sourcing industry. Mr. Choi obtained a bachelor of commerce degree from the University of Toronto in Canada in November 2000. Mr. Choi is also a director of the Federation of Hong Kong Garment Manufacturers, which is an organisation incorporated in 1964 to promote and protect the interests of garment manufacturers and merchants in Hong Kong. He has been a member of Young President Organization since April 2020.

Following his redesignation as a non-executive Director, Mr. Choi will remain as a director of the wholly-owned subsidiaries of the Company, including JC FASHION GROUP LIMITED, JC Fashion Group Limited (旺利多時裝集團有限公司), JC Fashion (UK) Company Limited, JC Fashion (Shenzhen) Limited (旺利多時裝（深圳）有限公司), JC Fashion (Overseas) Development Company Limited, JC Capital Development Company Limited, A Dim Sum Story (HK) Limited, LOST INK LIMITED, Labelrail (UK) Company Limited, JC Design & Consultancy Company Limited and JC Design & Consultancy Company (Shenzhen) Limited (旺利多（深圳）紡織有限公司).

Save as disclosed herein, as at the date of this joint announcement, Mr. Choi, (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.

Mr. Choi has entered into a service agreement with the Company for a term of three years, subject to retirement by rotation at annual general meeting of the Company, and he shall be eligible for reelection in accordance with the articles of association of the Company. Mr. Choi will not receive any remuneration from the Company during the term of his appointment.

Save as disclosed above, there is no other information relating to the redesignation of Mr. Choi 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.

## RE-COMPLIANCE WITH RULE 3.10A OF THE LISTING RULES

Following the resignation of Mr. Choi Ching Shing as the executive Director, the Company has re-complied with Rule 3.10A 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, 14 August 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, Ms. Li Li Mei, Mr. Choi Ching Sing (whose resignation shall take effect immediately after the publication of this joint announcement) and Mr. Choi King Ting, Charles (whose redesignation to non-executive Director shall take effect immediately after the publication of this joint announcement); 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.*