SG Group Holdings Limited
樺欣控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1657)

(1) CHANGE OF DIRECTORS;
(2) CHANGE IN COMPOSITION OF BOARD COMMITTEES;
AND
(3) CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The board (the "**Board**") of directors (the "**Directors**" and each a "**Director**") of SG Group Holdings Limited (the "**Company**", together with its subsidiaries and consolidated affiliated entities, the "**Group**") announces that, with effect from 20 August 2026, Ms. Luo Ying, Mr. Chen Liangyin and Mr. Cao Sheng have been appointed as independent non-executive Directors.

The biographical details of the abovementioned new independent non-executive Directors (collectively, the "**New Independent Non-executive Directors**") are set out below.

Ms. Luo Ying (羅瑩), aged 53, has over 30 years of experience in finance, accounting and auditing. She has been a partner and the general manager of Sichuan Biaozhun Certified Public Accountants since January 2018. From August 2010 to December 2017, Ms. Luo served as an audit department manager and a partner of the Sichuan branch of Ruihua Certified Public Accountants (Special General Partnership) (瑞華會計師事務所(特殊普通合夥)四川分所). From January 2004 to July 2010, she served as an audit project manager of Sichuan Biaozhun Certified Public Accountants (四川標準會計師事務所). From January 2001 to December 2003, she served as an audit project manager of Sichuan Xinghua Certified Public Accountants (四川興華會計師事務所).

Ms. Luo obtained a college diploma from Southwestern University of Finance and Economics (西南財經大學), majoring in accounting, in June 1999. She has been a certified public accountant in the PRC since December 2005.

Mr. Chen Liangyin (陳良銀), aged 58, has over 20 years of research and industry experience in intelligent Internet of Things, industrial internet and ontology modelling. He joined Sichuan University (四川大學) in July 2002. From August 2009 to September 2010, Mr. Chen was a visiting scholar at the Department of Computer Science and Engineering of the University of Minnesota (美國明尼蘇達大學). He then served as a professor at Sichuan University since July 2014 and a supervisor of doctoral students there since December 2015. During his tenure at Sichuan University, Mr. Chen has held various positions including head of department, executive deputy dean of the Industrial Internet Research Institute (四川大學工業互聯網研究院), chief scientist for industrial internet engineering and technology under Sichuan University's World-Class University Development Initiative, and director of the Sichuan Engineering Research Centre for Big Data Analytics and Integrated Applications (大數據分析與融合應用技術四川省工程研究中心).

Mr. Chen obtained a bachelor's degree in materials science from Sichuan University in June 1990, a master's degree in computer applications from Sichuan University in June 2002 and a doctoral degree in computer applications from Sichuan University in December 2008.

Mr. Chen has served as an independent director of Chengdu Information Technology of Chinese Academy of Sciences Co., Ltd. (中科院成都信息技術股份有限公司) (stock code: 300678), whose shares are listed on the Shenzhen Stock Exchange, since November 2025. He has also served as an independent director of Sichuan Ailink Technology Co., Ltd. (四川愛聯科技股份有限公司) (stock code: 874081), whose shares are quoted on the National Equities Exchange and Quotations, since September 2020.

Mr. Cao Sheng (曹晟), aged 45, has approximately 18 years of research and academic experience in computer science, digital economy and related areas. He joined the University of Electronic Science and Technology of China (電子科技大學) in July 2008. Mr. Cao is currently a researcher and supervisor of doctoral students at the University of Electronic Science and Technology of China, the executive head of the Key Laboratory of Digital Economy Intelligence and Security jointly established by Sichuan and Chongqing (數字經濟智能與安全川渝共建重點實驗室(四川)), the executive dean of the Sichuan Digital Economy Research Institute (四川省數字經濟研究院), and a member of the Sichuan Provincial Science and Technology Ethics Expert Committee (四川省科技倫理專家委員會).

Mr. Cao obtained a bachelor's degree in computer science and technology from Sichuan University (四川大學) in July 2003 and a doctoral degree in computer software and theory from the Chengdu Institute of Computer Applications, Chinese Academy of Sciences (中國科學院成都計算機應用研究所) in July 2008.

Save as disclosed herein, as at the date of this announcement, each of the New Independent Non-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 Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**")) of the Company; and (iv) does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**").

Each of the New Independent Non-executive Directors has entered into a letter of appointment with the Company for a term of three years. Each of the New Independent Non-executive Directors will receive a director's fee of HK$10,000 per month pursuant to his or her letter of appointment, as determined by the Board with reference to his or her background, roles and responsibilities, the Company's remuneration policy and the prevailing market conditions. 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 re-election in accordance with the articles of association of the Company.

Save as disclosed above, there is no other information relating to the appointment of the New Independent Non-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 of the Company (the "**Shareholders**").

Each of the New Independent Non-executive Directors has confirmed (i) his or her independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) that he or she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person of the Company; and (iii) that there are no other factors that may affect his or her independence at the time of his or her appointment. The Company considers each of the New Independent Non-executive Directors to be independent.

The Board would like to extend its warmest welcome to the New Independent Non-executive Directors on their new appointments.

RESIGNATION OF DIRECTORS

The Board further announces that with effect from 20 August 2026, Ms. Li Li Mei has resigned as an executive Director due to the changes in her role and responsibilities in the Group, and each of Mr. Lai Kwok Hung, Alex, Mr. Yeung Chuen Chow, Thomas and Mr. Cüneyt Bülent Bilâloğlu has resigned as an independent non-executive Director in order to devote more time to their other business arrangements and engagements. Following her resignation as the executive Director, Ms. Li Li Mei will remain as the administration and human resources manager of two wholly-owned subsidiaries of the Company, namely JC FASHION GROUP LIMITED and LOST INK LIMITED.

Each of Ms. Li Li Mei, Mr. Lai Kwok Hung, Alex, Mr. Yeung Chuen Chow, Thomas and Mr. Cüneyt Bülent Bilâloğlu has confirmed to the Board that he or she has no disagreement with the Board and there is no other matter in relation to his or her resignation that needs to be brought to the attention of the Shareholders and the Stock Exchange.

The Board would like to express its sincere gratitude to Ms. Li Li Mei, Mr. Lai Kwok Hung, Alex, Mr. Yeung Chuen Chow, Thomas and Mr. Cüneyt Bülent Bilâloğlu for their valuable contributions to the Group during their respective tenures of service.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board further announces that following the appointment and resignation of the Directors as disclosed above and with effect from 20 August 2026, the compositions of the audit and risk management committee of the Board (the "**Audit and Risk Management Committee**"), the remuneration committee of the Board (the "**Remuneration Committee**") and the nomination committee of the Board (the "**Nomination Committee**") have been changed as follows:

(a) Ms. Li Li Mei has ceased to be a member of the Nomination Committee.

(b) Mr. Lai Kwok Hung, Alex has ceased to be the chairman of the Audit and Risk Management Committee and a member of the Nomination Committee.

(c) Mr. Yeung Chuen Chow, Thomas has ceased to be a member of the Audit and Risk Management Committee, the chairman of the Remuneration Committee and a member of the Nomination Committee.

(d) Mr. Cüneyt Bülent Bilâloğlu has ceased to be a member of each of the Audit and Risk Management Committee, the Remuneration Committee and the Nomination Committee.

(e) Ms. Luo Ying has been appointed as the chairman of the Audit and Risk Management Committee and a member of the Nomination Committee.

(f) Mr. Chen Liangyin has been appointed as the chairman of the Remuneration Committee, a member of the Audit and Risk Management Committee and a member of the Nomination Committee.

(g) Mr. Cao Sheng has been appointed as a member of each of the Audit and Risk Management Committee, the Remuneration Committee and the Nomination Committee.

(h) Mr. Wang Chunbin has been appointed as a member of the Nomination Committee.

CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

The Board wishes to announce that Mr. Chu Pui Ki, Dickson ("**Mr. Chu**") has resigned as the company secretary of the Company and ceased to act as one of the authorised representatives of the Company appointed under Rule 3.05 of the Listing Rules with effect from 20 August 2026.

Mr. Chu has confirmed that he has no disagreement with the Board and that there are no other matters relating to his resignation that need to be brought to the attention of the Shareholders and the Stock Exchange.

The Board would like to express its sincere gratitude for Mr. Chu's valuable contribution to the Group during his tenure of service.

Following the resignation of Mr. Chu, the Board hereby announces that Ms. Chin Ying Ying ("**Ms. Chin**") will be appointed as the company secretary of the Company and will act as one of the authorised representatives of the Company for the purpose of Rule 3.05 of the Listing Rules with effect from 20 August 2026.

The following sets forth the biographical details of Ms. Chin.

Ms. Chin, aged 38, has extensive experience in accounting, internal audit and corporate secretarial related matters. She obtained a Bachelor degree of Business Administration in Accountancy from The Hong Kong Polytechnic University in 2009. She is a fellow member of the Hong Kong Institute of Certified Public Accountants and a Certified Internal Auditor of The Institute of Internal Auditors. She is also a Certified Environmental, Social and Governance Analyst awarded by the European Federation of Financial Analyst Societies. Ms. Chin also serves as the independent non-executive director of China Energy Development Holdings Limited (stock code: 228) since December 2024 and Quali-Smart Holdings Limited (stock code: 1348) since January 2026; and the company secretary of several companies listed on the Stock Exchange, showcasing her qualifications and commitment to excellence in corporate governance.

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

Hong Kong, 20 August 2026

As at the date of this announcement, the Board comprises Mr. Zha Wenyu, Mr. Wang Chunbin, Mr. Zhang Denghui and Mr. Jiang Hongqing as executive Directors; Mr. Choi King Ting, Charles as non-executive Director; and Ms. Luo Ying, Mr. Chen Liangyin and Mr. Cao Sheng as independent non-executive Directors.