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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)

(1) PROPOSED CHANGE OF COMPANY NAME; AND (2) PROPOSED SHARE SUBDIVISION

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from "SG Group Holdings Limited" to "Sefon Holdings Limited" and the dual foreign name in Chinese of the Company from "樺欣控股有限公司" to "四方偉業控股有限公司". The Proposed Change of Company Name is subject to the satisfaction of the conditions as set out in the paragraph headed "Conditions of the Change of Company Name" below.

PROPOSED SHARE SUBDIVISION

The Board proposes to implement the Share Subdivision on the basis that each Existing Share of par value of HK$0.01 each in the share capital of the Company be subdivided into ten (10) Subdivided Shares of par value of HK$0.001 each. The Share Subdivision will become effective upon the fulfilment of the conditions set out in the section headed "Conditions of the Share Subdivision" below. The board lot size for trading on the Stock Exchange will remain unchanged following the completion of the Share Subdivision.

GENERAL

The EGM will be convened and held at Conference Room 3-2, 3/F, No.12 Hexiang 1st Street, High-tech District, Chengdu, Sichuan Province, PRC on Wednesday, 30 September 2026 at 2:00 p.m. for the Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name and the Share Subdivision.

A circular containing, among other matters, further details of the Proposed Change of Company Name and the Share Subdivision, together with a notice of the EGM, will be despatched to the Shareholders (if required) and made available for review on the websites of the Stock Exchange and the Company in due course.

INTRODUCTION

The Board proposes to (1) change the Company name; and (2) implement the Share Subdivision.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from "SG Group Holdings Limited" to "Sefon Holdings Limited" and the dual foreign name in Chinese of the Company from "樺欣控股有限公司" to "四方偉業控股有限公司" (the "**Proposed Change of Company Name**").

Conditions of the Change of Company Name

The Proposed Change of Company Name is subject to the satisfaction of the following conditions:

(i) the passing of a special resolution by the Shareholders at the EGM to approve the Proposed Change of Company Name; and

(ii) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect upon the date of the issue of a certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands confirming that the new English name and the new dual foreign name in Chinese of the Company have been registered. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

Reason for the Proposed Change of Company Name

Following the acquisition of a controlling stake in the Company by Hong Kong Weiye, which is wholly owned by Sefon Software, the Board believes that the Company has entered a new chapter in its development. The Proposed Change of Company Name is intended to reflect the relationship between Sefon Software and the Company, establish a new corporate identity, and enhance market and public recognition of the Company. The Board also considers that the new corporate identity will better position the Company to attract strategic partnerships and unlock new growth opportunities and is therefore in the interests of the Company and the Shareholders as a whole.

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not, of itself, affect any of the rights of the existing Shareholders or the Company's daily business operations and its financial position. All the existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be evidence of title to the Shares and will be valid for trading, settlement, registration and delivery for the same number of Shares in the new name of the Company. Accordingly, there will not be any arrangement for free exchange of the existing share certificates of the Company for the new share certificates bearing the new name of the Company. Once the Proposed Change of Company Name becomes effective, any new issue of share certificates will be issued in the new name of the Company and the Shares will be traded on the Stock Exchange under the new name.

Subject to confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities of the Company on the Stock Exchange will also be changed after the Proposed Change of Company Name has become effective.

Further announcement(s) will be made by the Company in relation to the effective dates of the Proposed Change of Company Name, the change of the English and Chinese stock short names of the Company and other relevant information as and when appropriate.

PROPOSED SHARE SUBDIVISION

The Board proposes to implement the Share Subdivision on the basis that each Existing Share of par value of HK$0.01 each in the share capital of the Company be subdivided into ten (10) Subdivided Shares of par value of HK$0.001 each.

Effects of the Share Subdivision

As at the date of this announcement, the authorised share capital of the Company is HK$2,000,000 divided into 200,000,000 Shares of par value of HK$0.01 each, and there are 32,000,000 Existing Shares in issue which are fully paid or credited as fully paid. The Company has no outstanding convertible securities, call options or warrants in issue, which confer any rights to subscribe for, convert or exchange into Existing Shares, and does not hold any treasury Shares as at the date of this announcement.

Assuming no further Shares will be issued or bought back and the Company will not hold any treasury Shares from the date of this announcement up to the date of the EGM, upon the Share Subdivision becoming effective, there will be 320,000,000 Subdivided Shares in issue which are fully paid or credited as fully paid. The authorised share capital of the Company will be HK$2,000,000 divided into 2,000,000,000 Subdivided Shares of par value of HK$0.001 each.

Upon the Share Subdivision becoming effective, the Subdivided Shares shall rank pari passu in all respects with each other in accordance with the articles of association of the Company and shall have the same rights and privileges and be subject to the same restriction as the Shares in issue prior to the Share Subdivision, and the Share Subdivision will not result in any change in the relevant rights of the Shareholders.

Conditions of the Share Subdivision

The Share Subdivision is conditional upon:

(i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Subdivision;

(ii) the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares upon the Share Subdivision becoming effective; and

(iii) the compliance with all relevant procedures and requirements and the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required (if any) under the applicable laws of Cayman Islands and the requirements from the Stock Exchange to effect the Share Subdivision.

The Share Subdivision will become effective on the second business day after the fulfillment of the above conditions of the Share Subdivision.

Listing Application

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Subdivided Shares upon the Share Subdivision becoming effective. Subject to the granting of the approval for the listing of, and the permission to deal in, the Subdivided Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Subdivided Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Subdivision becomes effective, the Subdivided Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

As at the date of this announcement, the Existing Shares are traded on the Stock Exchange in board lots of 500 Existing Shares. The board lot size for trading on the Stock Exchange will remain unchanged following the completion of the Share Subdivision.

Exchange of Share Certificates

Once the Share Subdivision becomes effective, Shareholders may submit their Existing Share Certificates for the Existing Shares to the Hong Kong Share Registrar, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong for exchange for the New Share Certificates for the Subdivided Shares at the expense of the Company.

Shareholders should note that after the prescribed time for free exchange of the New Share Certificates, a fee of HK$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each New Share Certificate issued for the Subdivided Shares, whichever the number of certificates cancelled/issued is higher.

After 4:10 p.m. on Monday, 9 November 2026, trading will only be in Subdivided Shares, the share certificates of which will be issued in blue colour in order to distinguish them from the Existing Share Certificates which are in grey colour. The Existing Share Certificates in grey colour for the Existing Shares will remain valid and effective as documents of title and may be exchanged for certificates for Subdivided Shares at any time, but will cease to be valid for delivery, trading and settlement purposes.

Reason for the Share Subdivision

The Share Subdivision will increase the number of shares issued by the Company, and reduce the nominal value and trading price of each Share. The Board believes that this will lower the investment barrier and increase the trading liquidity of the Shares. The increase in trading liquidity would attract more investors to trade in the Shares, broaden the Shareholder base, and give the Company more flexibility to explore future fundraising activities.

Based on the closing price of HK$46.90 per Share as at the date of this announcement, the market value per board lot of 500 Shares is HK$23,450, and the expected value per new board lot of 500 Subdivided Shares would be HK$2,345 immediately upon the Share Subdivision becoming effective.

Under Rule 13.64A of the Listing Rules, the Company must not undertake a subdivision of Shares if the theoretical adjusted price after the subdivision is less than HK$1 based on the lowest daily closing price of the Shares during the six-month period before the announcement of the subdivision. Based on the lowest daily closing price of HK$14.7 per Existing Share during the six-month period immediately preceding the date of this announcement, the theoretical adjusted price is HK$1.47 per Subdivided Share and is not less than HK$1. Accordingly, the Share Subdivision complies with Rule 13.64A of the Listing Rules.

Upon completion of the Share Subdivision, the Company is expected to be in compliance with the board lot value being more than HK$1,000 as set out in the Guide on Trading Arrangements for Selected Types of Corporate Actions issued by the Hong Kong Stock Exchange on November 28, 2008 and updated in June 2026. Although the Share Subdivision will result in downward adjustment to the trading price of the Shares, the Share Subdivision would enhance the liquidity in trading of Subdivided Shares and thereby would enable the Company to attract more investors and broaden its Shareholder base. As the Share Subdivision will not result in odd lots or fractional shares, no odd lot arrangement is required to be made to match the sales and purchases of odd lots.

As at the date of this announcement, the Company has no concrete plan nor any agreement, arrangement, understanding or negotiation (concluded or otherwise) for any fundraising activities, or any intention to carry out other corporate action or arrangement, which may have an effect of undermining or negating the intended purpose and effect of the Share Subdivision in the next 12 months.

Save for the expenses to be incurred by the Company in relation to the Share Subdivision, the implementation of the Share Subdivision will not, by itself, alter the underlying assets, business operations, management or the financial position of the Company or the proportionate interest of the Shareholders.

Based on the above, the Board considers that the Share Subdivision is fair and reasonable, as well as in the best interests of the Company, its Shareholders and investors overall.

Expected Timetable

The expected timetable for the Share Subdivision is set out below. The expected timetable is subject to the results of the EGM and is therefore for indicative purposes only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this announcement refer to Hong Kong local times and dates.

Despatch of the circular regarding, among other things, the Proposed Change of Company Name and the Share Subdivision, together with the notice of the EGM and form of proxy	Tuesday, 15 September 2026
Latest time for lodging transfers of Shares in order to qualify for attendance and voting at the EGM	4:30 p.m. on Friday, 25 September 2026
Closure of the register of members for determining entitlement to attend and vote at the EGM	Monday, 28 September 2026 to Wednesday, 30 September 2026 (both days inclusive)
Latest time for lodging forms of proxy for the EGM	2:00 p.m. on Monday, 28 September 2026
Date and time of the EGM	2:00 p.m. on Wednesday, 30 September 2026
Publication of the announcement of the poll results of the EGM	Wednesday, 30 September 2026

The following events are conditional upon fulfilment of the conditions for the Share Subdivision:

Effective date of the Share Subdivision	Monday, 5 October 2026
Free exchange of Existing Share Certificates for New Share Certificates commences	9:00 a.m. on Monday, 5 October 2026
Dealings in the Subdivided Shares commence	9:00 a.m. on Monday, 5 October 2026

Original counter for trading in Existing Shares in board lots of 500 Existing Shares (in the form of Existing Share Certificates) temporarily closes . . . . . 9:00 a.m. on Monday, 5 October 2026

Temporary counter for trading in Subdivided Shares in board lots of 5,000 Subdivided Shares (in the form of Existing Share Certificates) opens. . . . . 9:00 a.m. on Monday, 5 October 2026

Original counter for trading in Subdivided Shares in board lots of 500 Subdivided Shares (in the form of New Share Certificates) reopens . . . . . 9:00 a.m. on Tuesday, 20 October 2026

Parallel trading in Subdivided Shares (in the form of Existing Share Certificates and New Share Certificates) commences . . . . . 9:00 a.m. on Tuesday, 20 October 2026

Temporary counter for trading in Subdivided Shares in board lots of 5,000 Subdivided Shares (in the form of Existing Share Certificates) closes . . . . . 4:10 p.m. on Monday, 9 November 2026

Parallel trading in Subdivided Shares (in the form of Existing Share Certificates and New Share Certificates) ends . . . . . 4:10 p.m. on Monday, 9 November 2026

Last day for free exchange of Existing Share Certificates for New Share Certificates . . . . . 4:30 p.m. on Wednesday, 11 November 2026

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement of Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 28 September 2026 to Wednesday, 30 September 2026 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attendance and voting at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong Share Registrar for registration no later than 4:30 p.m. on Friday, 25 September 2026. The record date for determining the entitlement of Shareholders to attend and vote at the EGM will be Wednesday, 30 September 2026.

GENERAL

The EGM will be convened and held at Conference Room 3-2, 3/F, No.12 Hexiang 1st Street, High-tech District, Chengdu, Sichuan Province, PRC on Wednesday, 30 September 2026 at 2:00 p.m. for the Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name and the Share Subdivision. A circular containing, among other matters, further details of the Proposed Change of Company Name and the Share Subdivision, together with a notice of the EGM, will be despatched to the Shareholders (if required) and made available for review on the websites of the Stock Exchange and the Company in due course.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"CCASS Operational Procedures"	the operational procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to the operations and functions of CCASS, as from time to time in force
"Company"	SG Group Holdings Limited (樺欣控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the Existing Shares of which are listed on the Main Board (stock code: 1657)
"Director(s)"	the director(s) of the Company from time to time

"EGM"	the extraordinary general meeting of the Company to be convened and held at Conference Room 3-2, 3/F, No.12 Hexiang 1st Street, High-tech District, Chengdu, Sichuan Province, PRC on Wednesday, 30 September 2026 at 2:00 p.m. for the Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name and the Share Subdivision
"Existing Share(s)"	ordinary share(s) with a par value of HK$0.01 each in the share capital of the Company before the Share Subdivision becomes effective
"Existing Share Certificate(s)"	the existing share certificate(s) for the Existing Shares issued in grey colour
"General Rules of CCASS"	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and, where the context so permits, including the CCASS Operational Procedures
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Hong Kong Share Registrar"	Boardroom Share Registrars (HK) Limited, the Hong Kong branch share registrar and transfer office of the Company, at Room 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong
"Hong Kong Weiye"	Hong Kong Weiye Software Co., Limited (香港偉業軟件股份有限公司), a company incorporated in Hong Kong with limited liability on 11 February 2026, which is legally, beneficially and ultimately wholly owned by Sefon Software
"PRC" or "China"	the People's Republic of China, but for the purpose of this announcement, not including Hong Kong, the Macau Special Administrative Region and Taiwan
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Main Board"	the Main Board of the Stock Exchange
"New Share Certificate(s)"	the new share certificate(s) for the Subdivided Shares to be issued in blue colour

"Proposed Change of Company Name"	the proposed change of the English name of the Company from "SG Group Holdings Limited" to "Sefon Holdings Limited" and the dual foreign name in Chinese of the Company from "樺欣控股有限公司" to "四方偉業控股有限公司"
"Sefon Software"	Chengdu Sefon Software Co., Ltd.(成都四方偉業軟件股份有限公司), a limited liability company established under the laws of the People's Republic of China on 13 May 2014, which wholly and beneficially owns the entire issued share capital of Hong Kong Weiye
"Share(s)"	the Existing Share(s) or, as the context may require, the Subdivided Share(s)
"Shareholder(s)"	holder(s) of the Share(s)
"Share Subdivision"	the proposed subdivision of each Existing Share into ten (10) Subdivided Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subdivided Share(s)"	ordinary share(s) with a par value of HK$0.001 each in the share capital of the Company immediately after the Share Subdivision becomes effective

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

Hong Kong, 10 September 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.