THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in SG GROUP HOLDINGS LIMITED, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

SG Group Holdings Limited
樺欣控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1657)

PROPOSED CHANGE OF COMPANY NAME;
PROPOSED SHARE SUBDIVISION;
AND
NOTICE OF EGM

A notice convening the EGM to be 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. is set out at the end of this circular. A form of proxy for use in connection with the EGM is enclosed with this circular.

Whether or not you are able to attend the EGM, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish. If you attend and vote at the EGM, the authority of your proxy will be deemed to be revoked.

15 September 2026

CONTENTS

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

"Announcement"	the announcement of the Company dated 10 September 2026 in relation to the Proposed Change of Company Name and the Share Subdivision
"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
"Companies Registry"	the Companies Registry of the Government of Hong Kong
"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 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. (or any adjournment thereof) for the Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name and the Share Subdivision
"Existing Share Certificate(s)"	the existing share certificate(s) for the Existing Shares issued in grey colour
"Existing Share(s)"	ordinary share(s) with a par value of HK$0.01 each in the share capital of the Company before the Share Subdivision becomes effective
"General Rules of CCASS"	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and, where the context so permits, including the CCASS Operational Procedures
"Group"	the Company and its subsidiaries
"HK$"	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
"Latest Practicable Date"	14 September 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
"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"
"PRC" or "China"	the People's Republic of China, but for the purpose of this circular, not including Hong Kong, the Macau Special Administrative Region and Taiwan
"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

The expected timetable for the implementation of the Share Subdivision is set out below.

Date of this circular and despatch of the notice of 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

Notes:

(1) All times and dates refer to Hong Kong local times and dates.

(2) The expected timetable is subject to the results of the EGM and is therefore indicative only and may be varied by the Company. Any change to the expected timetable will be announced by the Company as and when appropriate.

SG Group Holdings Limited
樺欣控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1657)

Executive Directors:
Mr. Zha Wenyu (Chairman)
Mr. Wang Chunbin (Chief Executive Officer)
Mr. Zhang Denghui
Mr. Jiang Hongqing

Non-executive Director:
Mr. Choi King Ting, Charles

Independent non-executive Directors:
Ms. Luo Ying
Mr. Chen Liangyin
Mr. Cao Sheng

Registered office:
4th Floor, Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman, KY1-1002
Cayman Islands

Head office and principal place of business in Hong Kong:
Unit B, 9/F
Mai Wah Industrial Building
1-7 Wah Sing Street
Kwai Chung
New Territories
Hong Kong

15 September 2026

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME; PROPOSED SHARE SUBDIVISION; AND NOTICE OF EGM

1. INTRODUCTION

Reference is made to the Announcement. The purpose of this circular is to provide the Shareholders with, among other things, (i) further details of the Proposed Change of Company Name; (ii) further details of the Share Subdivision and the related trading arrangements; and (iii) the notice convening the EGM at which the relevant resolutions will be proposed.

2. 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".

Conditions of the Proposed 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 approving the Proposed Change of Company Name; and

(ii) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name by issuing a certificate of incorporation on change of 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 by Hong Kong Weiye, a wholly owned subsidiary of Sefon Software, of a controlling stake in the Company, 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 the rights of any Shareholder, the daily business operations of the Company or its financial position. All existing share certificates of the Company in issue bearing the existing name of the Company will, after the Proposed Change of Company Name becomes effective, continue to be valid evidence of title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes for the same number of Shares under the new name of the Company. Accordingly, no arrangement will be made for the free exchange of existing share certificates bearing the existing name of the Company for new share certificates bearing the new name of the Company solely as a result of the Proposed Change of Company Name. Share certificates issued after the Proposed Change of Company Name becomes effective will be issued under the new name of the Company.

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 becomes effective. The Company will make further announcement(s) in relation to the effective date of the Proposed Change of Company Name, the change of the English and Chinese stock short names and other relevant information as and when appropriate.

3. PROPOSED SHARE SUBDIVISION

Basis of the Share Subdivision

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

Effects of the Share Subdivision

As at the Latest Practicable Date, the authorised share capital of the Company is HK$2,000,000 divided into 200,000,000 Existing Shares with a 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 Latest Practicable Date.

Assuming no further Shares will be issued or bought back and the Company will not hold any treasury Shares from the Latest Practicable Date 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 with a par value of HK$0.001 each.

Upon the Share Subdivision becoming effective, the Subdivided Shares will rank pari passu in all respects with each other in accordance with the articles of association of the Company and will have the same rights and privileges and be subject to the same restrictions as the Shares in issue immediately before the Share Subdivision becomes effective. The Share Subdivision will not result in any change in the relative 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 approving 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) compliance with all relevant procedures and requirements and the obtaining of all necessary approvals from regulatory authorities or otherwise as may be required (if any) under the applicable laws of the Cayman Islands and the requirements of 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 and CCASS

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Subdivided Shares. Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange and compliance with the stock admission requirements of 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 the CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Subdivided Shares to be admitted into CCASS.

No Existing Shares are listed or dealt in on any stock exchange other than the Stock Exchange. Upon the Share Subdivision becoming effective, the Subdivided Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, nor is any such listing or permission to deal being or proposed to be sought.

Board Lot Size

As at the Latest Practicable Date, 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 at 500 Subdivided Shares following the Share Subdivision becoming effective.

Exchange of Share Certificates

Once the Share Subdivision becomes effective, Shareholders may submit their Existing Share Certificates to the Hong Kong Share Registrar for exchange for New Share Certificates for the Subdivided Shares at the expense of the Company during the period from 9:00 a.m. on Monday, 5 October 2026 to 4:30 p.m. on Wednesday, 11 November 2026 (both days inclusive).

After the prescribed period for the free exchange of Existing Share Certificates for 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 Existing Share Certificate submitted for cancellation or each New Share Certificate issued, whichever number of certificates cancelled or issued is higher.

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

The New Share Certificates will be issued in blue colour so as to be distinguished from the Existing Share Certificates which are grey in colour.

Reasons 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$50.50 per Share as at the Latest Practicable Date, the market value per board lot of 500 Shares is approximately HK$25,250. The expected value per new board lot of 500 Subdivided Shares would be approximately HK$2,525 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. Based on the lowest daily closing price of HK$14.70 per Existing Share during the six-month period immediately preceding the 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 Stock Exchange on 28 November 2008 and updated in June 2026. Although the Share Subdivision will result in a downward adjustment to the trading price of the Shares, the Share Subdivision would enhance the liquidity in trading of the Subdivided Shares and thereby 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 sale and purchase of odd lots.

Fundraising Activities and Other Corporate Actions

As at the Latest Practicable Date, 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.

Other Effects of the Share Subdivision

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 financial position of the Company or the proportionate interests 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 in the section headed "Expected Timetable" in this circular. The timetable is subject to the results of the EGM and the fulfilment of the conditions of the Share Subdivision. Any change to the expected timetable will be announced by the Company as and when appropriate.

4. EGM AND PROXY ARRANGEMENT

The EGM will be 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. to consider and, if thought fit, pass (i) a special resolution approving the Proposed Change of Company Name; and (ii) an ordinary resolution approving the Share Subdivision. The notice convening the EGM is set out at the end of this circular.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the Proposed Change of Company Name and the Share Subdivision, and no Shareholder is required to abstain from voting on the relevant resolutions at the EGM.

A form of proxy for use at the EGM is enclosed with this circular and will also be published on the respective websites of the Stock Exchange at www.hkexnews.hk and the Company at www.jcfash.com. Whether or not you are able to attend the EGM, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong Share Registrar as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish. If you attend and vote at the EGM, the authority of your proxy will be deemed to be revoked.

5. 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.

6. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions to be proposed at the EGM will be voted on by way of poll. The Company will publish an announcement on the poll results after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

8. RECOMMENDATION

The Directors consider that the Proposed Change of Company Name and the Share Subdivision are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the EGM as set out in the notice of the EGM.

9. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board
SG Group Holdings Limited
Zha Wenyu
Chairman and Executive Director

SG Group Holdings Limited
樺欣控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1657)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**EGM**") of SG Group Holdings Limited(樺欣控股有限公司)(the "**Company**") will be 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 purpose of considering and, if thought fit, passing, with or without modification, the following resolutions. Unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 15 September 2026 (the "**Circular**").

SPECIAL RESOLUTION

1. **"THAT:**

   (a) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained by way of the issue of a certificate of incorporation on change of name, the English name of the Company be changed from "SG Group Holdings Limited" to "Sefon Holdings Limited" and the dual foreign name in Chinese of the Company be changed from "樺欣控股有限公司" to "四方偉業控股有限公司", with effect from the date of the certificate of incorporation on change of name issued by the Registrar of Companies in the Cayman Islands; and

   (b) any executive Director or the company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which he/she may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company."

ORDINARY RESOLUTION

2. "THAT, subject to and conditional upon the fulfilment of all the conditions set out in the section headed "Conditions of the Share Subdivision" in the Circular, with effect from the second business day after the date on which such conditions are fulfilled:

(a) each issued and unissued ordinary share with a par value of HK$0.01 in the authorised share capital of the Company be subdivided into ten (10) ordinary shares with a par value of HK$0.001 each, such Subdivided Shares to rank pari passu in all respects with each other in accordance with the articles of association of the Company and to have the same rights and privileges and be subject to the same restrictions as the Shares in issue immediately before the Share Subdivision becomes effective, such that immediately upon the Share Subdivision becoming effective, the authorised share capital of the Company shall remain HK$2,000,000 but shall be divided into 2,000,000,000 ordinary shares with a par value of HK$0.001 each; and

(b) any executive Director or the company secretary of the Company be and is hereby authorised to do all such acts and things and sign, execute and deliver all such documents (including affixing the common seal of the Company if appropriate) as he/she may in his/her absolute discretion consider necessary, desirable or expedient to give effect to, implement and complete the Share Subdivision and the transactions contemplated thereunder, including attending to any necessary filings with the Registrar of Companies in the Cayman Islands and the Companies Registry in Hong Kong."

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

Hong Kong, 15 September 2026

Registered office:
4th Floor, Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman, KY1-1002
Cayman Islands

Head office and principal place of business in Hong Kong:
Unit B, 9/F
Mai Wah Industrial Building
1-7 Wah Sing Street
Kwai Chung
New Territories
Hong Kong

Notes:

1. A Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, subject to the articles of association of the Company, vote on his/her/its behalf. A proxy need not be a Shareholder but must be present in person at the EGM to represent the Shareholder. If more than one proxy is appointed, the appointment shall specify the number and class of Shares in respect of which each proxy is appointed.

2. In order to be valid, the form of proxy must be deposited together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the office of the Hong Kong Share Registrar at Room 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof should he/she/it so wish.

3. Where there are joint holders of any Share, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such Share as if he/she/it were solely entitled thereto; but if more than one of such joint holders is present at the EGM in person or by proxy, the joint holder whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.

4. 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. 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 will be Wednesday, 30 September 2026.

5. All resolutions set out in this notice will be voted on by way of poll pursuant to Rule 13.39(4) of the Listing Rules, and the poll results will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.

As at the date of this notice, 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.