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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)

PROPOSED AMENDMENTS TO THE EXISTING M&A

This announcement is made by SG Group Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to make amendments (the “**Proposed Amendments**”) to the second amended and restated memorandum and articles of association of the Company currently in force (the “**Existing M&A**”) and adopt the new third amended and restated memorandum and articles of association (the “**Amended M&A**”) in substitution for, and to the exclusion of, the Existing M&A. The Proposed Amendments are intended to (i) bring the Existing M&A in line with the latest applicable legal and regulatory requirements relating to the uncertificated securities market regime, including the Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS), and (ii) make certain consequential and housekeeping amendments, including, among other things, amendments to reflect the proposed change of the Company’s name and the proposed share subdivision disclosed in the Company’s announcement dated 10 September 2026.

The Proposed Amendments and the adoption of the Amended M&A are subject to the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting of the Company (the “**AGM**”), and shall take effect immediately from the close of the AGM.

A circular containing, among other matters, further details of the Proposed Amendments to the Existing M&A, together with a notice of the AGM, 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.

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

Hong Kong, 29 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.