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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) COMPLETION OF THE SHARE PURCHASE AGREEMENT BETWEEN THE OFFEROR AND THE SELLERS IN RELATION TO APPROXIMATELY 74.91% OF THE TOTAL ISSUED SHARES OF THE COMPANY; AND

(2) 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)

Joint financial advisers to the Offeror

DL Securities (HK) Limited

Dakin Capital Limited

Reference is made to the announcement dated 4 June 2026 (the "**Joint Announcement**") jointly issued by Hong Kong Weiye Software Co., Limited (the "**Offeror**") and SG Group Holdings Limited (the "**Company**") in relation to, among other things, the possible 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). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

The Offeror and the Company (as informed by the Sellers and the Offeror) are pleased to announce that all the conditions precedent under the Share Purchase Agreement have been fulfilled and the Completion took place on 23 June 2026. Pursuant to the Share Purchase Agreement, the Offeror acquired a total of 23,970,000 Shares for a total consideration of HK$198,519,540. Immediately before Completion, (i) none of the Offeror, its ultimate beneficial owners, its director and the Offeror Concert Parties (save for the Sellers) held any Shares; and (ii) the Sellers were interested in 23,970,000 Shares, i.e. the Sale Shares. Upon Completion, the Offeror and the Offeror Concert Parties owned a total of 23,970,000 Shares, representing 74.91% of the total issued shares of the Company as at the date of this joint announcement.

Accordingly, pursuant to Rule 26.1 of the Takeovers Code, the Offeror is required to make a mandatory unconditional cash offer for all the issued Shares (other than those already owned and/or agreed to be acquired by the Offeror and the Offeror Concert Parties) immediately after Completion. The Composite Document containing, among other things, (i) details of the Offer (including the expected timetable and the terms of the Offer); (ii) a letter of advice from the Independent Board Committee to the Independent Shareholders in relation to the Offer; and (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Offer, together with the relevant form of acceptance and transfer, will be despatched to the Independent Shareholders no later than 21 days after the date of the Joint Announcement or such later date as the Executive may approve.

Further announcement(s) in relation to the despatch of the Composite Document will be made by the Offeror and the Company as and when appropriate in compliance with the Takeovers Code.

Shareholders are strongly advised to read the Composite Document carefully before deciding whether or not to accept the Offer. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company. If the Shareholders and potential investors are in any doubt about their position, they should consult their own professional advisers.

By order of the board
Hong Kong Weiye Software Co., Limited
Zha Wenyu
Sole director

By order of the Board
SG Group Holdings Limited
Choi King Ting, Charles
Chairman, Executive Director and
Chief Executive Officer

Hong Kong, 23 June 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 the Sellers) 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. Choi King Ting, Charles, Mr. Choi Ching Shing and Ms. Li Li Mei; 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.