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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)

APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

Reference is made to the announcements (the “**Joint Announcements**”) dated 4 June 2026 and 23 June 2026 jointly issued by the Offeror and SG Group Holdings Limited (the “**Company**”) in relation to, among others, the Share Purchase Agreement, the Completion and the Offer. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Joint Announcements.

The Board wishes to announce that the Company has appointed Sorrento Capital Limited, a corporation licensed by the SFC to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Offer, and such appointment has been approved by the Independent Board Committee pursuant to Rule 2.1 of the Takeovers Code.

The letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders and the letter of recommendations from the Independent Board Committee to the Independent Shareholders in relation to the Offer will be included in the Composite Document to be despatched to the Independent Shareholders in accordance with the Takeovers Code.

The Directors strongly recommend the Independent Shareholders not to form a view on the Offer unless and until they have received and read the Composite Document, including the letter of advice from the Independent Board Committee to the Independent Shareholders and the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Offer. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares. Those who are in doubt as to the action should consult a licensed securities dealer or registered institutions in securities, bank manager, solicitor, professional accountant or other professional advisers.

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

Hong Kong, 24 June 2026

As at the date of this 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 announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

This 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 announcement will also be published on the Company’s website at www.jcfash.com.