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This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus for detailed information about the Company and the Share Offer described below before deciding whether or not to invest in the Shares thereby offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities of the Company in the United States. The Shares have not been, and will not be, registered under the U.S. Securities Act. The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States.

Potential investors of the Offer Shares should note that the Joint Lead Managers are entitled, for themselves and on behalf of the Public Offer Underwriters, to terminate their obligations under the Public Offer Underwriting Agreement by notice at its absolute discretion upon the occurrence of any of the events set forth in the paragraph headed “Grounds for termination” in the section headed “Underwriting” of the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

SG Group Holdings Limited

樺欣控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8442)

ANNOUNCEMENT MIXED MEDIA OFFER

The Company will be issuing a prospectus on or about Tuesday, 28 February 2017 in connection with the proposed Share Offer. Application has been made by the Company to the Listing Division of the Stock Exchange for the listing of and permission to deal in the Shares in issue and to be issued pursuant to the Share Offer and the Capitalisation Issue on GEM. Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Tuesday, 21 March 2017.

The Company will be relying on Section 9A of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong) and will be issuing the **WHITE** and **YELLOW** Application Forms without them being accompanied by a printed Prospectus. The contents of the printed Prospectus are identical to the electronic version of the Prospectus which can be accessed and downloaded from the websites of the Company at www.jcfash.com and the Stock Exchange at www.hkexnews.hk under the “HKExnews > Listed Company Information > Latest Listed Company Information” section, respectively.

Members of the public may obtain a copy of the printed Prospectus, free of charge, upon request during normal business hours from 9:00 a.m. on Tuesday, 28 February 2017 until 12:00 noon on Monday, 6 March 2017 at the following locations:

1. the following branch of the receiving bank for the Public Offer:

The Bank of East Asia, Limited

District	Branch Name	Address
Hong Kong Island	Main Branch	10 Des Voeux Road Central, Central

2. any of the following offices of the Sole Sponsor and the Joint Bookrunners:

Anglo Chinese Corporate Finance, Limited and Anglo Chinese Securities, Limited at 40th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong.

Dongxing Securities (Hong Kong) Company Limited at 6805-6806A, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong.

3. the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong.

Details of where printed Prospectuses may be obtained will be displayed prominently at the following branches of The Bank of East Asia, Limited where WHITE Application Forms are distributed:

District	Branch Name	Address
Hong Kong Island	Hennessy Road Branch	G/F, Eastern Commercial Centre, 395-399 Hennessy Road, Wanchai
Kowloon	Tsim Sha Tsui Branch	Shop A & B, Milton Mansion, 96 Nathan Road, Tsim Sha Tsui

During normal business hours from 9:00 a.m. on Tuesday, 28 February 2017 until 12:00 noon on Monday, 6 March 2017, at least three copies of the printed Prospectus will be available for inspection at every location where the **WHITE** and **YELLOW** Application Forms are distributed, as set out in the section headed “How to Apply for the Public Offer Shares” in the Prospectus.

In this announcement, unless the context otherwise requires, the following terms shall have the meanings set out below:

“Application Form(s)”	WHITE Application Form(s) and YELLOW Application Form(s) or, where the context so requires, any of them, that is used in the Public Offer
“Board of Directors”	the board of Directors of the Company

“Capitalisation Issue”	the proposed issue of new Shares to be made upon capitalisation of part of the premium account of our Company
“Company”	SG Group Holdings Limited (樺欣控股有限公司) (formerly known as S&G Holdings Co. Ltd. (樺欣控股有限公司) and JC Fashion Group Limited), an exempted company incorporated in the Cayman Islands with limited liability on 8 October 2015
“Directors”	the directors of the Company and “Director” shall be construed accordingly as a director of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of the Hong Kong Exchanges and Clearing Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Joint Bookrunners” or “Joint Lead Managers”	Anglo Chinese Securities, Limited and Dongxing Securities (Hong Kong) Company Limited
“Listing Date”	the date, expected to be on or about Tuesday, 21 March 2017, on which the Shares are first listed and from which dealings in the Shares are permitted to take place on GEM
“Placing”	the conditional placing of the Offer Shares by the Placing Underwriters on behalf of our Company for cash at the Offer Price with selected professional, institutional and/or other investors in Hong Kong
“Prospectus”	the prospectus to be issued on or about Tuesday, 28 February 2017 by the Company

“Public Offer”	the proposed offer of the Public Offer Shares for subscription by the public in Hong Kong for cash at the Offer Price on and subject to the terms and conditions stated in the Prospectus and in the Application Forms
“Share Offer”	the Public Offer and the Placing
“Shares”	ordinary shares with a nominal value of HK\$0.01 each in the share capital of the Company and a “Share” means any of them
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“United States”	the United States of America
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time

By order of the Board of Directors
SG Group Holdings Limited
Choi King Ting, Charles
Chairman

Hong Kong, 27 February 2017

As at the date of this announcement, the executive Directors are Mr. Choi King Ting, Charles and Mr. Choi Ching Shing and the independent non-executive Directors are Mr. Lai Kwok Hung, Alex, Mr. Yeung Chuen Chow, Thomas and Mr. Cüneyt Bülent Bilâloğlu.

This announcement, for which all the Directors jointly and severally accept full responsibility, includes particulars given in compliance with the GEM 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 announcement 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 in this announcement misleading.

This announcement will remain on the Stock Exchange’s website at www.hkexnews.hk on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at www.jcfash.com.