

*Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*Unless otherwise defined, capitalised terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 28 February 2017 (the “**Prospectus**”) issued by SG Group Holdings Limited (樺欣控股有限公司) (the “**Company**”).*

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

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF SHARE OFFER

- Number of Offer Shares** : 8,000,000 Shares
Number of Public Offer Shares : 800,000 Shares (subject to reallocation)
Number of Placing Shares : 7,200,000 Shares (subject to reallocation)
Offer Price : Not more than HK\$5.75 per
Offer Share and expected to be not less
than HK\$4.75 per Offer Share (payable
in full on application in Hong Kong
dollar plus, brokerage of 1%,
SFC transaction levy of 0.0027% and
Stock Exchange trading fee of 0.005%
and subject to refund)
Nominal value : HK\$0.01 per Share
Stock code : 8442

Sole Sponsor

ANGLO CHINESE 英高
CORPORATE FINANCE, LIMITED

Joint Bookrunners and Joint Lead Managers

ANGLO CHINESE 英高
SECURITIES, LIMITED

 東興證券(香港)
DONGXING SECURITIES (HONG KONG)

Application has been made by the Company for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and any Shares to be issued pursuant to the Share Offer and as mentioned in the Prospectus (including any Shares which may be issued under the Capitalisation Issue).

The Share Offer comprises the Placing and the Public Offer. A total of 8,000,000 Shares will be made available under the Share Offer, of which 7,200,000 Shares, representing 90% of the Offer Shares (subject to reallocation), will be conditionally placed under the Placing. The remaining 800,000 Shares (subject to reallocation), representing 10% of the Offer Shares (subject to reallocation), will be offered under the Public Offer. The allocation of the Offer Shares between the Placing and the Public Offer will be subject to adjustment as described in the section headed “Structure and Conditions of the Share Offer” in the Prospectus.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on GEM and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or such other date as may be determined by HKSCC. Settlement of transaction between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$5.75 per Offer Share and is expected to be not less than HK\$4.75 per Offer Share. Applicants for the Offer Shares are required to pay, upon application, the maximum Offer Price of HK\$5.75 for each Offer Share together with a brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% in full upon application for Shares under the terms set out in the Application Forms, subject to refund if the Offer Price as finally determined is less than HK\$5.75 per Offer Share.

Application for the Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms.

Important

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 website of the Company at www.jcfash.com and the website of the Stock Exchange at www.hkexnews.hk, under the “*HKExnews > Listed Company Information > Latest Listed Company Information*” section, respectively.

Anyone 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. the following office of the Sole Sponsor and the Joint Bookrunners:

Anglo Chinese Corporate Finance, Limited

40th Floor, Two Exchange Square
8 Connaught Place
Central
Hong Kong

Anglo Chinese Securities, Limited

40th Floor, Two Exchange Square
8 Connaught Place
Central
Hong Kong

Dongxing Securities (Hong Kong) Company Limited

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 this prospectus.

Applicants who wish to be allotted the Public Offer Shares in their own names should complete and sign the **WHITE** Application Forms. Applicants who wish to have the Offer Shares allotted and issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 28 February 2017 until 12:00 noon on Monday, 6 March 2017, from the following locations:

1. the following office of the Sole Sponsor and the Joint Bookrunners:

Anglo Chinese Corporate Finance, Limited

40th Floor, Two Exchange Square

8 Connaught Place

Central

Hong Kong

Anglo Chinese Securities, Limited

40th Floor, Two Exchange Square

8 Connaught Place

Central

Hong Kong

Dongxing Securities (Hong Kong) Company Limited

6805-6806A, International Commerce Centre

1 Austin Road West

Kowloon

Hong Kong

2. 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

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained 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 Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

The completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "**The Bank of East Asia (Nominees) Limited — SG Group Public Offer**" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following times:

Tuesday, 28 February 2017 — 9:00 a.m. to 5:00 p.m.

Wednesday, 1 March 2017 — 9:00 a.m. to 5:00 p.m.

Thursday, 2 March 2017 — 9:00 a.m. to 5:00 p.m.

Friday, 3 March 2017 — 9:00 a.m. to 5:00 p.m.

Saturday, 4 March 2017 — 9:00 a.m. to 1:00 p.m.

Monday, 6 March 2017 — 9:00 a.m. to 12:00 noon

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, 28 February 2017 until 12:00 noon on Monday, 6 March 2017 or such later time as described in the section "How to Apply for the Public Offer Shares — A. Applications for Public Offer Shares — 9. Effect of bad weather on the opening of the application lists" in the Prospectus.

Please refer to the sections headed "Structure and Conditions of the Share Offer" and "How to apply for the Public Offer Shares" in the Prospectus for details of the conditions and procedures of the Share Offer.

The Company expects to announce the Offer Price, the level of indications of interest in the Placing, the level of applications in the Public Offer, the basis of allotment of the Public Offer Shares and the number of Offer Shares reallocated, if any, between the Public Offer and the Placing on Monday, 20 March 2017 on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.jcfash.com.

The results of allocations of the Public Offer, with the successful applicant's identification document numbers if applicable, under the Public Offer will be made available through a variety of channels from Monday, 20 March 2017 in the manner described in the paragraph headed "How to Apply for the Public Offer Shares — 10. Publication of Results" in the Prospectus.

The Company will not issue temporary documents of title of the Shares. No receipt will be issued for the sums paid on application.

Share certificates will only become valid documents of title provided that the Share Offer becomes unconditional and the right of termination described in the section “Underwriting” in the Prospectus has not been exercised at or before 8:00 a.m. in Hong Kong on Tuesday, 21 March 2017. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, 21 March 2017. The Shares will be traded in board lots of 500 Shares each. The stock code of the Share is 8442.

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

Hong Kong, 28 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 and a copy of the Prospectus will remain on the Stock Exchange’s website at www.hkexnews.hk and in the case of this announcement, on the “Latest Company Announcements” page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published and remains on the Company’s website at www.jcfash.com.