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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 on GEM: 8442)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 30 AUGUST 2019

All the Proposed Resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the 2019 AGM.

References are made to the notice (the “**AGM Notice**”) of the annual general meeting (the “**2019 AGM**”) and the circular (the “**Circular**”) of SG Group Holdings Limited (the “**Company**”) both dated 31 July 2019. Terms used herein shall have the same meanings as defined in the Circular, unless the context otherwise requires.

The Board is pleased to announce that all the proposed ordinary resolutions (the “**Proposed Resolutions**”) as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the 2019 AGM held on Friday, 30 August 2019.

As at the date of the 2019 AGM, there were 32,000,000 issued Shares entitling the Shareholders to attend and vote for or against the Proposed Resolutions at the 2019 AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Proposed Resolutions at the 2019 AGM as set out in Rule 17.47A of the GEM Listing Rules.

None of the Shareholders were required under the GEM Listing Rules to abstain from voting on the Proposed Resolutions at the 2019 AGM. None of the Shareholders have stated in the Circular their intention to vote against or to abstain from voting on any of the Proposed Resolutions at the 2019 AGM.

Boardroom Share Registrars (HK) Limited, the Hong Kong branch share registrar of the Company, was appointed and acted as the scrutineer for the vote-taking at the 2019 AGM.

The poll results in respect of all the Proposed Resolutions put to vote at the 2019 AGM are set out as follows:

Ordinary Resolutions (Note 1)		Number of Votes (Approximate %) (Note 2)	
		For	Against
1.	To consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and independent auditors of the Company for the year ended 30 April 2019.	23,000,500 (100.00%)	0 (0.00%)
2.	(a) To re-elect Mr. Choi King Ting Charles as an executive Director; (Note 3)	23,000,500 (100.00%)	0 (0.00%)
	(b) To re-elect Mr. Lai Kwok Hung Alex as an independent non-executive Director; (Note 3)	23,000,500 (100.00%)	0 (0.00%)
	(c) To authorise the board of Directors to fix the Company Directors' remuneration.	23,000,500 (100.00%)	0 (0.00%)
3.	To re-appoint Deloitte Touche Tohmatsu as independent auditor of the Company and to authorise the Board to fix its remuneration.	23,000,500 (100.00%)	0 (0.00%)
4.	To give a general mandate to the Board to allot, issue and deal with shares.	23,000,500 (100.00%)	0 (0.00%)
5.	To give a general mandate to the Board to purchase the Company's Shares.	23,000,500 (100.00%)	0 (0.00%)
6.	To extend the general mandate granted to the Board to allot, issue and deal with additional Shares by adding the aggregate number of Shares repurchased by the Company.	23,000,500 (100.00%)	0 (0.00%)

Notes:

- (1) For the full text of the Proposed Resolutions, please refer to the AGM Notice as contained in the Circular.
- (2) The number of votes and approximate percentage of voting Shares as stated above are based on the total number of the issued Shares held by the Shareholders who attended and voted at the 2019 AGM in person, by authorised representative (in case of a Shareholder being a corporation) or by proxy.
- (3) The biographical details of Mr. Choi King Ting Charles and Mr. Lai Kwok Hung Alex were set out in the Circular.

As more than 50% of the votes were cast in favour of each of the Proposed Resolutions, all of them were duly passed as ordinary resolutions of the Company by way of poll.

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

Hong Kong, 30 August 2019

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 the Directors collectively and individually 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 enquires, 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 herein or this announcement misleading.

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