IMPORTANT NOTE REGARDING REDACTION

Notice of Redacted Information: Please take notice that certain information contained in this document has been redacted. Specifically, the private residential address of Lai Kwok Hung, Alex has been redacted from this copy. The reason for such redaction is to protect the personal privacy of the individual in accordance with the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong).

Confirmation of Adequacy: The remaining information is considered adequate by SG Group Holdings Limited (the "Company") and its directors for the purpose of disclosing the nature and significance of the document, and for the Company to fulfill its relevant disclosure obligations under the Codes on Takeovers and Mergers and Share Buy-backs.

SG GROUP HOLDINGS LIMITED

（樺欣控股有限公司）

(an exempted company incorporated in the Cayman Islands with limited liability)

Date: 17 February 2026

Lai Kwok Hung, Alex
[redacted]

Dear Mr. Lai

Appointment as an Independent Non-executive Director of SG Group Holdings Limited (the "Company")

We refer to your appointment as an independent non-executive director, the chairman of the audit and risk management committee of the Company and the member of the nomination committee of the Company, and we write to set out the terms of your appointment.

Your appointment is for a fixed term of three years commencing from the date of this letter. Your director's fee is HKD120,000 per annum or a pro-rata amount for any incomplete year (inclusive of your role as the chairman of the audit and risk management committee of the Company and the member of the nomination committee of the Company). In addition, the Company will arrange appropriate director's liability insurance for your benefit during your appointment. You are recommended to seek professional advice on whether the amount of any remuneration payable to you as director of the Company is subject to Hong Kong salaries tax and, if so, to include the details of such remuneration in your salaries tax return.

As required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), you, together with the other members of the board of directors of the Company, are collectively responsible for the management and operations of the Company and you are expected to fulfill fiduciary duties and duties of skill, care and diligence to a standard at least commensurate with the standard established by the laws of Hong Kong Special Administrative Region ("**HKSAR**") of the People's Republic of China. In particular, you must, in the performance of your duties as a director, act honestly and in good faith in the interests of the Company as a whole; act for proper purpose; be answerable to the Company for the application or misapplication of its assets; avoid actual or potential conflicts of interest and duty; disclose fully and fairly your interests in contracts with the Company; and apply such degree of skill, care and diligence as may reasonably be expected of a person of your knowledge and experience and holding your office within the Company. The directors of the Company shall act in accordance with the memorandum and articles of association of the Company and the laws of the Cayman Islands. As a director, you are prohibited under the articles of association from voting at or being counted towards quorum of directors' meeting in respect of any resolution in which you are materially interested. As an independent non-executive director, you shall provide to the Company an annual confirmation of your independence (for the purposes of the Listing Rules) and shall immediately inform the Company if there is any change of circumstances which may affect your independence. By signing this letter, you will be deemed to have represented to the Company and The Stock Exchange of Hong Kong Limited that you undertake to perform the above duties and be subject to the above restrictions in acting as a director of the Company.

You are subject to retirement by rotation and re-election at an annual general meeting at least once every three years. The appointment hereunder shall terminate automatically upon the following events and in such case you will have no claim for damages against the Company:

(a) by reason of you not being re-elected as a director of the Company at any annual general meeting of the Company at which you are to retire by rotation;

(b) your office as a director is vacated in accordance with the articles of association of the Company; or

(c) by virtue of a resolution passed by the members of the Company in general meeting to remove you as a director of the Company; or

(d) by virtue of your resignation as a director of the Company by giving not less than three months written notice to the Company.

Lastly, you agree to maintain the confidentiality of the confidential information and trade secrets of the Company, including but not limited to, any confidential information and statistics, business plans, operations, technologies, know-how, systems and/or the proposed sale, purchase and use of services and products furnished in oral, visual, written and/or other tangible form and not to disclose such information to any third party without prior consent of the Company.

This letter is governed by the laws of HKSAR subject to the non-exclusive jurisdiction of the courts of HKSAR.

Please confirm your acceptance of the terms of this letter of appointment by signing, dating and returning to us the attached duplicate of this letter.

Yours faithfully

For and on behalf of
SG Group Holdings Limited

Choi King Ting, Charles
Chairman

Accepted and confirmed by

Lai Kwok Hung, Alex