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XXF GROUP HOLDINGS LIMITED

喜相逢集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2473)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 18 JUNE 2025

Reference is made to the circular (the “**Circular**”) and notice of annual general meeting (the “**AGM Notice**”) both dated 12 May 2025 of XXF Group Holdings Limited (the “**Company**”). Unless stated otherwise, capitalized terms used herein shall have the same meanings as those defined in the Circular.

The Board hereby announces that at the annual general meeting of the Company held on Wednesday, 18 June 2025 (the “**AGM**”), all the proposed resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll. Directors of the Company, namely, Mr. Huang Wei, Mr. Ye Fuwei and Ms. Zhang Jinghua as executive Directors, and Mr. Wu Fei, Mr. Fung Che Wai, Anthony and Mr. Chen Shuo as independent non-executive Directors, attended the AGM in person or by way of electronic means.

Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking at the AGM.

The poll results taken at the AGM are as follows:

ORDINARY RESOLUTIONS		Number of Shares voted (approximate %)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the independent auditor of the Company for the year ended 31 December 2024.	426,865,302 (100.000000%)	0 (0.000000%)
2.	(a) To re-elect Mr. Liu Wei as a non-executive Director.	426,818,031 (99.988926%)	47,271 (0.011074%)
	(b) To re-elect Mr. Wu Fei as an independent non-executive Director.	425,962,301 (99.788458%)	903,001 (0.211542%)
	(c) To re-elect Mr. Fung Che Wai, Anthony as an independent non-executive Director.	425,849,780 (99.762098%)	1,015,522 (0.237902%)
	(d) To authorize the Board of Directors to fix the Directors' remuneration.	426,865,300 (100.000000%)	2 (0.000000%)
3.	To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorize the Board of Directors to fix the auditor's remuneration.	426,865,302 (100.000000%)	0 (0.000000%)
4.	(a) To grant a general mandate to the Directors to allot, issue and deal with additional shares (including any sale or transfer of treasury shares out of treasury) of the Company not exceeding 20% of the aggregate number of the issued shares (excluding treasury shares).	413,912,934 (96.965701%)	12,952,368 (3.034299%)
	(b) To grant a general mandate to the Directors to repurchase the shares of the Company not exceeding 10% of the aggregate number of issued shares of the Company (excluding treasury shares).	426,865,302 (100.000000%)	0 (0.000000%)
	(c) To extend the general mandate granted to the Directors to allot, issue and deal with additional shares of the Company under resolution no. 4(a) by adding thereto the shares to be repurchased by the Company pursuant to the general mandate granted under resolution no. 4(b).	413,912,934 (96.965701%)	12,952,368 (3.034299%)

The above contents are only a summary of the resolutions, the full text of the resolutions are set out in the AGM Notice and the Circular.

As more than 50% of the votes were cast in favor of each of above resolutions nos. 1 to 4, all such resolutions were duly passed as ordinary resolutions at the AGM.

As at the date of the AGM, the total number of shares of the Company in issue was 1,546,875,000 Shares (without treasury shares).

In respect of the resolutions set out in the AGM Notice, the total number of Shares entitling the Shareholders to attend and vote in favor of or against the resolutions at the AGM was 1,546,875,000 Shares. There were no shares of the Company entitling the Shareholders to attend and abstain from voting in favor of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules and no Shareholders were required under the Listing Rules to abstain from voting at the AGM. There were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the AGM. No Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

By Order of the Board
XXF Group Holdings Limited
Mr. HUANG Wei
*Chairman of the Board, chief executive officer
and executive Director*

Hong Kong, 18 June 2025

As at the date of this announcement, the executive Directors are Mr. Huang Wei, Mr. Ye Fuwei and Ms. Zhang Jinghua, the non-executive Director is Mr. Liu Wei, and the independent non-executive Directors are Mr. Wu Fei, Mr. Fung Che Wai, Anthony and Mr. Chen Shuo.