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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)

VOLUNTARY ANNOUNCEMENT INTENTION TO CONDUCT ON-MARKET SHARE REPURCHASE

This announcement is made by XXF Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby announces that the Board intends to exercise its power under the general mandate (the “**Repurchase Mandate**”) to repurchase shares of the Company (the “**Shares**”) granted to the Board by the resolution passed by the shareholders of the Company (the “**Shareholders**”) at the annual general meeting of the Company held on 18 June 2025 (the “**AGM**”). Pursuant to the Repurchase Mandate, the Company is allowed to repurchase up to 10% of the aggregate number of Shares in issue as at the date of the AGM, i.e., up to 154,687,500 Shares. Details of the Repurchase Mandate are set out in the circular of the Company dated 12 May 2025.

In order to promote the Company’s sustainable operation and development, safeguard the long-term interests of investors, and maximize shareholder value, the Board, having taken into full consideration the Company’s current operating conditions, financial position, and future development prospects, has resolved that it will, from time to time, use up to a maximum aggregate amount of HK\$100,000,000 to repurchase Shares on the open market during the period from the date of this announcement to the conclusion of the next annual general meeting of the Company (when the Repurchase Mandate shall expire) or revocation or variation of the Repurchase Mandate by the Shareholders at the general meeting of the Company (the “**Share Repurchase Plan**”) subject to market conditions and pursuant to the Repurchase Mandate, provided that the actual repurchase price per Share shall not be higher by 5% or more than the average closing price of the Shares for the five trading days immediately preceding each repurchase. The Board considers that the Share Repurchase Plan is in the best interest of the Company and its Shareholders as a whole.

The Company will conduct the Share Repurchase Plan in compliance with the articles of association of the Company, the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the Codes on Takeovers and Mergers and Share Buy-backs, the Companies Act of the Cayman Islands, and all applicable laws and regulations to which the Company is subject. Any Shares repurchased under the Share Repurchase Plan will be cancelled in due course or held as treasury shares.

The Board has no intention to exercise the Repurchase Mandate to the extent that would result in the number of Shares in the hands of the public falling below the minimum percentage as prescribed by the Stock Exchange or give rise to an obligation to make a general offer to the Shareholders under Rules 26 and 32 of the Takeovers Code.

Shareholders and potential investors should note that any share repurchase by the Company will be subject to market conditions and will be at the absolute discretion of the Board. There is no assurance of the timing, quantity or price of any share repurchase. Shareholders and potential investors should exercise caution when dealing in the Shares.

By Order of the Board
XXF Group Holdings Limited
Mr. HUANG Wei

Chairman of the Board, chief executive officer and executive Director

Hong Kong, 11 February 2026

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.