

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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.



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)

DISCLOSEABLE TRANSACTION SALE AND LEASEBACK AGREEMENTS

ENTERING INTO OF THE SALE AND LEASEBACK AGREEMENTS

On 13 May 2026 (after trading hours), XXF Group, an indirect wholly-owned subsidiary of the Company, and/or certain of its subsidiaries, together being the Lessees, and the Lessor entered into the Sale and Leaseback Agreements, pursuant to which (1) the Lessees agreed to transfer the Leased Assets to the Lessor at an aggregate total consideration of approximately RMB4,633,662 and (2) the Lessees agreed to lease back the Leased Assets from the Lessor for a lease period of 48 months at an aggregate total rent of approximately RMB5,096,408.64.

LISTING RULES IMPLICATIONS

Since 19 January 2026 and up to the date immediately prior to the Sale and Leaseback Agreements, the Group (through the Lessees) as lessee and the Lessor entered into the Previous Sale and Leaseback Agreements. The transactions contemplated under the Sale and Leaseback Agreements and the Previous Sale and Leaseback Agreements are aggregated as a series of transactions pursuant to Rule 14.22 of the Listing Rules.

As none of the applicable percentage ratios in respect of the Previous Sale and Leaseback Agreements exceeded 5%, the transactions contemplated thereunder did not constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

As the highest applicable percentage ratio in respect of the Sale and Leaseback Agreements and the Previous Sale and Leaseback Agreements, when aggregated, exceeds 5% but is less than 25%, the transactions contemplated under the Sale and Leaseback Agreements and the Previous Sale and Leaseback Agreements constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules and are therefore subject to the reporting and announcement requirements, but are exempt from the circular and shareholders' approval requirements under the Listing Rules.

Pursuant to Chapter 14A of the Listing Rules, Mr. Huang Wei (an executive Director and a substantial shareholder) is a connected person of the Company and therefore the guarantees given by him in respect of the Sale and Leaseback Agreements constitute financial assistance received by the Group from connected persons. As the relevant guarantees are on normal commercial terms or better and the Group has not provided any counter-guarantee to Mr. Huang Wei and/or his associates in respect of the guarantees provided by Mr. Huang Wei, nor has any security over the Group's assets been granted in respect of such guarantees, the guarantees given by Mr. Huang Wei in respect of the Sale and Leaseback Agreements are fully exempt from the reporting, announcement, annual review and independent shareholders' approval requirements under Rule 14A.90 of the Listing Rules.

ENTERING INTO OF THE SALE AND LEASEBACK AGREEMENTS

On 13 May 2026 (after trading hours), XXF Group, an indirect wholly-owned subsidiary of the Company, and/or certain of its subsidiaries, together being the Lessees, and the Lessor entered into the Sale and Leaseback Agreements, pursuant to which (1) the Lessees agreed to transfer the Leased Assets to the Lessor at an aggregate total consideration of approximately RMB4,633,662 and (2) the Lessees agreed to lease back the Leased Assets from the Lessor for a lease period of 48 months at an aggregate total rent of approximately RMB5,096,408.64.

SALE AND LEASEBACK AGREEMENTS

The major terms of the Sale and Leaseback Agreements are set out below:

Date: 13 May 2026 (after trading hours)

Parties: (i) the Lessees (XXF Group and/or certain of its subsidiaries); and
(ii) the Lessor

Subject matter: The Lessees agreed to transfer the Leased Assets to the Lessor at an aggregate total consideration of approximately RMB4,633,662 (the "Sale Price"), which was determined after arm's length negotiations between the parties with reference to the aggregate net asset value of the automobiles, being RMB4,633,662, which was based on the total cost of procurement of the automobiles by the Group from its suppliers, including the purchase price, tax and/or automobile insurance payable by the Group. The Leased Assets did not generate revenue or net profits for the Group for the two years ended 31 December 2024 and 2025.

Payment of the Sale Price shall be made by the Lessor prior to the commencement of the Lease Period to an account designated by the Lessees.

The Lessees will then lease back the Leased Assets from the Lessor for a lease period of 48 months at an aggregate total rent of approximately RMB5,096,408.64, comprising (i) the lease principal (which is the same amount as the Sale Price); and (ii) interest accrued thereon totaling approximately RMB462,746.64. The rent will be settled by the Lessees in accordance with the rent payment schedules under the Sale and Leaseback Agreements.

The lease interest under the Sale and Leaseback Agreements was determined upon arm's length negotiations between the parties with reference to the prevailing market interest rates of the same category of finance lease products with similar lease terms in the PRC.

Upon the expiration of the Lease Period and the settlement in full by the Lessees of all outstanding indebtedness under the Sale and Leaseback Agreements, the Lessees may purchase back the Leased Assets at a nominal consideration of RMB1 per automobile.

Pledge of assets: The Leased Assets shall be pledged in favour of the Lessor until the full repayment by the Group of all indebtedness under the relevant Sale and Leaseback Agreements entered into between the Lessor and the Group pursuant to the relevant financing arrangements.

Guarantee: Mr. Huang Wei (an executive Director and a substantial shareholder) has provided a guarantee in favour of the Lessor pursuant to separate guarantee agreements for an aggregate maximum amount of RMB100,000,000, covering all liabilities (including but not limited to lease principal, interest and other expenses) of the Group under the Previous Sale and Leaseback Agreements entered into, the Sale and Leaseback Agreements and individual sale and leaseback agreements to be entered into by the Lessees.

PREVIOUS SALE AND LEASEBACK AGREEMENTS

Since 19 January 2026 and up to the date immediately prior to the Sale and Leaseback Agreements, the Group (through the Lessees) as lessee and the Lessor as lessor entered into an aggregate of 112 Previous Sale and Leaseback Agreements.

The table below sets out information about the Previous Sale and Leaseback Agreements on an aggregated basis, including: (i) the approximate range of lease principal at which the Previous Leased Assets were leased back by the Group from the Lessor (being the same amount as the consideration for the sale of the Previous Leased Assets by the Group to the Lessor); (ii) the approximate range of total rent (inclusive of the lease principal and the interest accrued thereon) payable by the Group to the Lessor; and (iii) the approximate range of net asset value of the Previous Leased Assets under the Previous Sale and Leaseback Agreements:

Date of agreement	Approximate range of lease principal (RMB'000)	Approximate range of total rent (RMB'000)	Approximate range of net asset value of Previous Leased Assets (RMB'000)	Lease period of the Previous Sale and Leaseback Agreements (months)	Annual interest rate (range)
Between 19 January 2026 and 29 April 2026	57.11 to 5,964.27	63.86 to 6,668.73	57.11 to 5,964.27	48 months	Approximately 4.50% to 5.30% p.a.

Save for the information set out in the table above, all material terms of the Previous Sale and Leaseback Agreements are substantially the same as those of the Sale and Leaseback Agreements as disclosed above.

The amounts of the consideration for the transfer of the Previous Leased Assets (being the same amount as the lease principal for the corresponding Previous Sale and Leaseback Agreements) under the Previous Sale and Leaseback Agreements were determined after arm's length negotiations between the parties with reference to the net asset value of the relevant automobiles, which was based on the total cost of procurement of the automobiles by the Group from its suppliers, including the purchase price, taxes and/or automobile insurance payable by the Group. The lease interest rates under the Previous Sale and Leaseback Agreements were determined after arm's length negotiations between the parties with reference to the prevailing market interest rates of the same category of finance lease products with similar lease terms in the PRC.

REASONS FOR AND BENEFITS OF ENTERING INTO THE SALE AND LEASEBACK AGREEMENTS

As an automobile retailer, the Group procures automobiles from suppliers from time to time for trading and for use in its automobile finance lease business in its ordinary and usual course of business.

By entering into the Sale and Leaseback Agreements, the Group can diversify its financing channels, optimise its capital structure and replenish capital required for its operations, thereby enabling the Group to capture business development and expansion opportunities.

In view of the above, the Board (including the independent non-executive Directors) considers that the terms of the Sale and Leaseback Agreements and the transactions contemplated thereunder were arrived at after arm's length negotiations between the parties, are on normal commercial terms or better, and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

FINANCIAL IMPACTS AND USE OF PROCEEDS

The funding from the transactions contemplated under the Previous Sale and Leaseback Agreements and the Sale and Leaseback Agreements has been or will be used for financing the procurement of the relevant automobiles by the Group from suppliers.

In respect of the Previous Sale and Leaseback Agreements, the transactions thereunder were accounted for as financing arrangements and did not have any significant immediate effect on the earnings of the Group. The Directors expect that the transactions contemplated under the Sale and Leaseback Agreements will also be accounted for as financing arrangements and therefore will not have any significant immediate effect on the earnings of the Group.

The Sale and Leaseback Agreements are not expected to result in any material gain or loss on disposal of the Leased Assets for accounting purposes. The Leased Assets will continue to be recognised as assets of the Group and the lease principal will be recognised as borrowings, with the interest portion of the rent being recognised as finance costs over the relevant lease periods.

INFORMATION ON THE PARTIES

The Group and XXF Group

The Group is an automobile retailer providing automobile finance lease services primarily through self-operated sales outlets in the PRC.

XXF Group is a company established under the laws of the PRC with limited liability and is an indirect wholly-owned subsidiary of the Company. It is principally engaged in automobile finance lease and/or automobile sales and related businesses.

The Lessor

The Lessor is a joint stock company established in the PRC with limited liability. The Lessor focuses on the financial leasing services sector, with its business centering on financial leasing, investment in fixed-income securities, interbank lending and other related services. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, based on the information currently available to the Company, as at the date of this announcement, the Lessor is owned as to 35%, 35% and 30% by Guangdong Yuecai Investment Holdings Co., Ltd.* (廣東粵財投資控股有限公司), Ming Yang Smart Energy Group Co., Ltd.* (明陽智慧能源集團股份公司) and China Railway Signal & Communication Corporation Limited* (中國鐵路通信信號股份有限公司), respectively. Among which, (I) Guangdong Yuecai Investment Holdings Co., Ltd.* is a company incorporated in the PRC with limited liability, with the People's Government of Guangdong Province as its ultimate beneficial owner; (II) Ming Yang Smart Energy Group Co., Ltd.* is a joint stock company incorporated in the PRC with limited liability, whose shares are listed on the Shanghai Stock Exchange (stock code: 601615); and (III) China Railway Signal & Communication Corporation Limited* is a joint stock company incorporated in the PRC with limited liability, whose shares are listed on the Stock Exchange (stock code: 03969) and the Science and Technology Innovation Board of the Shanghai Stock Exchange (stock code: 688009). To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Lessor and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

LISTING RULES IMPLICATIONS

Since 19 January 2026 and up to the date immediately prior to the Sale and Leaseback Agreements, the Group (through the Lessees) as lessee and the Lessor entered into the Previous Sale and Leaseback Agreements. Therefore, the transactions contemplated under the Sale and Leaseback Agreements and the Previous Sale and Leaseback Agreements will be aggregated as a series of transactions pursuant to Rule 14.22 of the Listing Rules.

As none of the applicable percentage ratios in respect of the Previous Sale and Leaseback Agreements exceeded 5%, the transactions contemplated thereunder did not constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

As the highest applicable percentage ratio in respect of the Sale and Leaseback Agreements and the Previous Sale and Leaseback Agreements, when aggregated, exceeds 5% but is less than 25%, the transactions contemplated under the Sale and Leaseback Agreements and the Previous Sale and Leaseback Agreements constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules and are therefore subject to the reporting and announcement requirements, but are exempt from the circular and shareholders' approval requirements under the Listing Rules.

Pursuant to Chapter 14A of the Listing Rules, Mr. Huang Wei (an executive Director and a substantial shareholder) is a connected person of the Company and therefore the guarantees given by him in respect of the Sale and Leaseback Agreements constitute financial assistance received by the Group from connected persons. As the relevant guarantees are on normal commercial terms or better and the Group has not provided any counter-guarantee to Mr. Huang Wei and/or his associates in respect of the guarantees provided by Mr. Huang Wei, nor has any security over the Group's assets been granted in respect of such guarantees, the guarantees given by Mr. Huang Wei in respect of the Sale and Leaseback Agreements are fully exempt from the reporting, announcement, annual review and independent shareholders' approval requirements under Rule 14A.90 of the Listing Rules.

DEFINITIONS

In this announcement, the following expressions shall have the meanings as set out below unless the context otherwise requires:

“Board”	the board of Directors
“Company”	XXF Group Holdings Limited, an exempted company with limited liability incorporated in the Cayman Islands whose shares are listed on the Main Board of the Stock Exchange (stock code: 2473)
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Lease Period”	a period of 48 months commencing from the date of the Sale and Leaseback Agreements
“Leased Assets”	certain automobiles owned by XXF Group and/or certain of its subsidiaries as particularized under the Sale and Leaseback Agreements
“Lessees”	XXF Group and/or certain of its subsidiaries, being the lessees under the Sale and Leaseback Agreements
“Lessor”	Guangdong Yuecai Financial Leasing Co., Ltd.* (廣東粵財金融租賃股份有限公司), a joint stock company established under PRC laws with limited liability
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange and independent from the GEM

“percentage ratio(s)”	has the meaning ascribed thereto under the Listing Rules
“PRC”	the People’s Republic of China, excluding Hong Kong, Macau and Taiwan for the purpose of this announcement
“Previous Leased Assets”	certain automobiles owned by XXF Group and/or certain of its subsidiaries as particularized in the Previous Sale and Leaseback Agreements
“Previous Sale and Leaseback Agreements”	the 112 sale and leaseback agreements entered into between the Lessor and XXF Group and/or its subsidiaries during the period from 19 January 2026 to 29 April 2026
“RMB”	Renminbi, the lawful currency of the PRC
“Sale and Leaseback Agreements”	the automobile finance lease (sale and leaseback) agreements dated 13 May 2026 entered into by, among others, the Lessor and XXF Group and/or certain of its subsidiaries as Lessees
“Share(s)”	ordinary share(s) in the share capital of the Company with the nominal value of HK\$0.003333333333 each
“Shareholder(s)”	holder(s) of issued Shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“XXF Group”	Xixiangfeng Finance Lease Group Co., Ltd.* (喜相逢融資租賃集團有限公司), a company established under the laws of the PRC on 7 September 2007 and an indirect wholly-owned subsidiary of the Company
“%”	per cent

* *For identification purposes only*

By Order of the Board
XXF Group Holdings Limited
Mr. HUANG Wei
*Chairman of the Board, Chief Executive Officer
and Executive Director*

Hong Kong, 13 May 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.