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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)

EXTENSION OF LONG STOP DATE RELATING TO DISCLOSEABLE TRANSACTION IN RELATION TO THE PROPOSED ACQUISITION OF 100% OF THE ISSUED SHARE CAPITAL IN THE TARGET COMPANY INVOLVING ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE

Reference is made to the announcement dated 4 August 2026 (the “**Announcement**”) of XXF Group Holdings Limited (the “**Company**”) in relation to, among other matters, the Proposed Acquisition. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

Pursuant to the Sale and Purchase Agreement, completion of the Proposed Acquisition is conditional upon the fulfilment or waiver (where applicable) of all the conditions precedent on or before the Long Stop Date (i.e., 30 September 2026, or such other date as the parties to the Sale and Purchase Agreement may agree in writing).

As additional time is required for the fulfillment of certain conditions precedent, on 30 September 2026 (after trading hours), the Company, the Vendor, the Target Company and Mr. He entered into a supplemental deed to the Sale and Purchase Agreement, pursuant to which the parties agreed to extend the Long Stop Date to 31 October 2026 or such other date as may be agreed in writing between them.

Save for the extension of the Long Stop Date, all other terms and conditions of the Sale and Purchase Agreement remain unchanged and shall continue in full force and effect in all respects.

The Company will update the Shareholders and potential investors on the Proposed Acquisition as and when appropriate in accordance with the Listing Rules. Completion is subject to the fulfilment or waiver (where applicable) of the conditions precedent set out in the Sale and Purchase Agreement and, therefore, the Proposed Acquisition may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 30 September 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.