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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of XXF Group Holdings Limited (the “**Company**”) will be held at 10:00 a.m. on Tuesday, 3 December 2024 at Building 3, Fuxing Economic Development Zone (Fuzhou Software Park Jin’an Branch), No. 318 Fuguang Road, Jin’an District, Fuzhou, Fujian Province for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions:

As ordinary resolution,

1. “THAT subject to and conditional upon (i) The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subdivided Shares (as defined below), and any new Subdivided Share which may be issued upon the exercise of share options granted under the Pre-IPO Share Option Scheme and the share options to be granted from time to time under the Share Option Scheme adopted by the Company on 9 October 2023; and (ii) the compliance with all applicable procedures and requirements under the laws of the Cayman Islands and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited to effect the Share Subdivision (as defined below), each of the issued and unissued ordinary shares of par value of HK\$0.01 each in the share capital of the Company be and is hereby subdivided into three (3) ordinary shares of par value of one third Hong Kong cent each in the share capital of the Company (the “**Subdivided Shares**”), and such Subdivided Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company, with effect from the second business day immediately following the date on which this resolution is passed, being a day on which The Stock Exchange of Hong Kong Limited is open for business of dealing in securities (the “**Share Subdivision**”), such that after the Share Subdivision, the authorised share capital of the Company be changed from HK\$40,000,000 divided into 4,000,000,000 ordinary shares of par value of HK\$0.01 each to HK\$40,000,000 divided into 12,000,000,000 ordinary shares of par value of one third Hong Kong cent each, and that any one director of the Company (“**Director**”) be and is hereby authorised for and on behalf of the Company to execute and deliver all such documents, instruments and

agreements and to do all such acts or things deemed by such Director in his/her absolute discretion to be incidental to, ancillary to or in connection with the matters contemplated in and/or for implementation of the Share Subdivision including but not limited to, cancelling any existing share certificates and issuing new share certificates in respect of the Subdivided Shares to holders of the existing shares of the Company pursuant to the Share Subdivision.”

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

Hong Kong, 18 November 2024

Notes:

1. Any member of the Company (the “Member(s)”) entitled to attend and vote at the EGM convened by this Notice or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares in the Company, more than one) proxy to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the articles of association of the Company. A proxy need not be a Member but must be present in person at the EGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number and class of such Shares in respect of which such proxy is so appointed.

In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited located at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding the EGM (i.e., not later than 10:00 a.m. on Sunday, 1 December 2024) or its adjourned meeting. Completion and return of a form of proxy will not preclude a Member from subsequently attending in person and voting at the EGM or its adjourned meeting should he/she so wish.

2. For determining the Members’ entitlement to attend and vote at the EGM, the register of Members will be closed from Thursday, 28 November 2024 to Tuesday, 3 December 2024 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the EGM, the unregistered holders of Shares must lodge all transfer documents and properly completed transfer forms, accompanied by the relevant share certificates, with the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, located at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 27 November 2024.

As at the date of this notice, 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.