



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)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 3 DECEMBER 2024

I/We _____
of _____
being the registered holder(s) of (Note 2) _____ shares of HK\$0.01 each in the share capital of XXF Group Holdings Limited (the “Company”) hereby appoint the Chairman of the Extraordinary General Meeting of the Company, or (Note 3) _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company (the “Meeting”) to be held at Building 3, Fuxing Economic Development Zone (Fuzhou Software Park Jin’an Branch), No. 318 Fuguang Road, Jin’an District, Fuzhou, Fujian Province, on Tuesday, 3 December 2024 at 10:00 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary resolution as set out in the notice of the Meeting as indicated below or if no such indication is given, as my/our proxy thinks fit and in respect of any other of business that may properly come before the Meeting and/or at any adjournment thereof:

	ORDINARY RESOLUTION	FOR	AGAINST
1.	<p>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):</p> <p>(a) to subdivide each of the issued and unissued ordinary shares of par value of HK\$0.01 each in the share capital of the Company 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 <i>pari passu</i> 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</p> <p>(b) to authorize any one director of the Company (“Director”) 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.</p>		

Dated this _____ day of _____ 2024 Signature _____ (Note 5)

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, please strike out “the Chairman of the Extraordinary General Meeting of the Company, or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the Meeting and/or at any adjournment thereof other than those referred to in the notice convening the Meeting.
- This form of proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same. In the case of this form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorized to sign this form on behalf of the corporation without further evidence of the fact.
- Any member entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member holding two or more shares may appoint more than one proxy. A member may appoint a proxy in respect of part only of his/her holding of shares in the Company. A proxy need not be a member of the Company.
- This form of proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the meeting or the adjourned meeting thereof at which the person named in this form proposes to vote or, in the case of a poll taken subsequently to the date of the Meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll and in default this form of proxy shall not be treated as valid.
- Delivery of this form of proxy shall not preclude a member from attending and voting in person at the Meeting and in such event, this form of proxy shall be deemed to be revoked.
- Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- The notice of the Meeting is set out in the Company’s circular dated 18 November 2024.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Extraordinary General Meeting of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfill the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong or by email to PrivacyOfficer@computershare.com.hk.