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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 3 DECEMBER 2024

Reference is made to the circular (the “**Circular**”) and notice of extraordinary general meeting (the “**EGM Notice**”) both dated 18 November 2024 of XXF Group Holdings Limited (the “**Company**”). Unless stated otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board hereby announces that at the extraordinary general meeting of the Company held on Tuesday, 3 December 2024 (the “**EGM**”), the proposed resolution as set out in the EGM Notice was duly passed by the Shareholders by way of poll. Directors of the Company, namely, Mr. Huang Wei, Mr. Ye Fuwei, Ms. Zhang Jinghua, Mr. Wu Fei and Mr. Chen Shuo, attended the EGM in person or by electronic means.

Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking at the EGM.

The poll results in respect of the resolution proposed at the EGM are as follows:

ORDINARY RESOLUTION		Number of Shares voted (approximate %)	
		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 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</p> <p>(b) to authorise 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>	238,324,939 (100.000000%)	0 (0.000000%)

As more than 50% of the votes were cast in favor of Resolution 1, the resolution was duly passed as ordinary resolution at the EGM.

As at the date of the EGM, the total number of shares of the Company in issue was 515,625,000, being the total number of shares entitling the holders to attend and vote for or against the resolution at the EGM.

There were no shares of the Company entitling the Shareholders to attend and abstain from voting in favor of the resolution at the EGM as set out in Rule 13.40 of the Listing Rules and no Shareholders were required under the Listing Rules to abstain from voting at the EGM. There were also no restrictions on any Shareholders to cast votes on the proposed resolution at the EGM. No Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the resolution at the EGM.

SHARE SUBDIVISION

All the conditions of the Share Subdivision have been fulfilled and the Share Subdivision will become effective on Thursday, 5 December 2024. Dealings in the Subdivided Shares will commence at 9:00 a.m. on Thursday, 5 December 2024. Shareholders may, during the period from Thursday, 5 December 2024 to Wednesday, 15 January 2025 (both days inclusive) between 9:00 a.m. and 4:30 p.m. on any Business Day, submit existing share certificates in blue to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, located at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, to exchange, free of charge, for new share certificates of the Subdivided Shares in orange. Please refer to the Circular for further details of the trading arrangements in relation to the Subdivided Shares and exchange of share certificates.

ADJUSTMENTS TO OUTSTANDING SHARE OPTIONS

As at the date of this announcement, there were 34,299,000 outstanding share options granted under the Pre-IPO Share Option Scheme entitling the holders thereof to subscribe for up to an aggregate of 34,299,000 existing Shares. Pursuant to the terms of the Pre-IPO Share Option Scheme, the exercise price of the share options and the number of Subdivided Shares to be allotted and issued upon full exercise of the share options shall be adjusted with effect from 5 December 2024 in the following manner as a result of the Share Subdivision:

Date of grant	Before adjustments		After adjustments	
	Exercise price per Share <i>HK\$</i>	Number of Shares to be issued under the outstanding share options	Exercise price per Subdivided Share <i>HK\$</i>	Number of Subdivided Shares to be issued under the outstanding share options
18 October 2023	0.55	34,299,000	0.183	102,897,000

Bristol Capital Limited, an independent financial adviser engaged by the Company, has confirmed in writing the arithmetic accuracy of the calculation of the adjustments made to the exercise price and the number of Subdivided Shares falling to be issued upon the exercise of the outstanding share options and the said adjustments are in compliance with the requirements set out in the relevant terms of the Pre-IPO Share Option Scheme and Rule 17.03(13) of the Listing Rules.

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

Chairman of the Board, chief executive officer and executive director

Hong Kong, 3 December 2024

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.