



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)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY

1. PROVISIONS IN THE COMPANY'S ARTICLES OF ASSOCIATION

Pursuant to Article 85 of the Amended and Restated Articles of Association (the “**Articles of Association**”) of XXF Group Holdings Limited (the “**Company**”), which takes effect on the date of the listing of the shares of the Company on The Stock Exchange of Hong Kong Limited (and may be amended from time to time):

“No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”

2. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “LISTING RULES”)

Pursuant to Rules 13.70 and 13.74 of the Listing Rules, the Company shall:

- publish an announcement or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a director at the general meeting where such notice is received by the Company after publication of the notice of general meeting;

- include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of the Listing Rules of such person proposed to be elected as a director;
- publish such announcement or supplementary circular not less than 10 business days before the date of the relevant general meeting; and
- assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

3. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY

- 3.1 After the publication of the notice of a general meeting by the Company where the election of directors is considered, if a shareholder wishes to propose a person (the “**Candidate**”) for election as a director of the Company at the general meeting, he/she shall deposit a written notice (the “**Written Notice**”) at the Company’s principal place of business in Hong Kong at Room 1901, 19th Floor, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong or the Company’s registered office at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands.
- 3.2 The Written Notice (i) must include the personal information of the Candidate as required by Rule 13.51(2) of the Listing Rules; and (ii) must be signed by the shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent to the publication of his/her personal information.
- 3.3 The period for lodgment of the Written Notice shall commence on the day after the despatch of the notice of general meeting and end no later than seven (7) days prior to the date of such general meeting.
- 3.4 In order to allow the Company’s shareholders to have sufficient time to consider the proposal of election of the Candidate as a director of the Company, shareholders who wish to make the proposal are urged to submit and lodge the Written Notice as early as practicable before the relevant general meeting.

4. ADDITIONAL INFORMATION FOR REQUISITION OF AN EXTRAORDINARY GENERAL MEETING

Shareholder(s) may request the Company to convene an extraordinary general meeting for the purpose of nominating a person as a director of the Company pursuant to Article 58 of the Articles of Association of the Company. The business or resolution to be transacted at the meeting must be stated in the related requisition deposited at the Company’s registered office and principal place of business in Hong Kong.

Article 58 of the Articles of Association is set out below:

“The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, on a one vote per share basis, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.”

(If there is any inconsistency between the English version and Chinese version of this document, the English version shall prevail.)