

THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THAT THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED “WARNING” ON THE COVER OF THIS DOCUMENT

IMPORTANT

IMPORTANT: If you are in any doubt about any of the contents of this document, you should obtain independent professional advice.



XXF Group Holdings Limited

喜相逢集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

[REDACTED]

Number of [REDACTED] under the [REDACTED]	:	[REDACTED] Shares (subject to the [REDACTED])
Number of [REDACTED]	:	[REDACTED] Shares (subject to [REDACTED])
Number of [REDACTED]	:	[REDACTED] Shares (subject to [REDACTED] and the [REDACTED])
[REDACTED]	:	Not more than HK\$[REDACTED] per [REDACTED], plus brokerage of 1%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015% (payable in full on application in Hong Kong Dollars and subject to refund)
Nominal value	:	HK\$0.01 each
[REDACTED]	:	[REDACTED]

Sole Sponsor



[REDACTED], [REDACTED], [REDACTED] and [REDACTED]

[REDACTED]

[REDACTED] and [REDACTED]

[REDACTED]

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A copy of this document, having attached thereto the documents specified in “Documents Delivered to the Registrar of Companies and Available on Display” in Appendix V to this document, has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this document or any other documents referred to above.

The [REDACTED] have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be [REDACTED] or sold, pledged or transferred, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable state securities laws in the United States. The [REDACTED] are being [REDACTED] only outside of the United States in offshore transactions in reliance on Regulations S.

The final [REDACTED] is expected to be fixed by agreement between our Company and the [REDACTED] (for itself and on behalf of the [REDACTED]) currently on the [REDACTED], which is expected to be on or about [REDACTED], or such later date as may be agreed between our Company and the [REDACTED] (for itself and on behalf of the [REDACTED]). The [REDACTED] will be not more than HK\$[REDACTED] per [REDACTED] and is currently expected to be not less than HK\$[REDACTED] per [REDACTED], unless otherwise announced. Applicants for [REDACTED] are required to pay, on application, the [REDACTED] will be not more than HK\$[REDACTED] for each [REDACTED] together with a brokerage fee of 1%, a SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015% subject to refund if the [REDACTED] as finally determined should be lower than HK\$[REDACTED] per [REDACTED].

The [REDACTED] (for itself and on behalf of the [REDACTED]) may, with our consent, extend or reduce the indicative [REDACTED] and/or the number of [REDACTED] being offered under the [REDACTED] that is stated in this document (which is HK\$[REDACTED] to HK\$[REDACTED] per [REDACTED]) at any time on or before the morning of the last day of lodging applications under the [REDACTED]. In such case, notices of the extension or reduction of the indicative [REDACTED] will be published on the websites of the Stock Exchange at www.hkexnews.hk and our Company at www.xxfg.com no later than the morning of the day which is the last day for lodging applications under the [REDACTED]. If, for any reason, the [REDACTED] if not agreed between the [REDACTED] (for itself and on behalf of the [REDACTED]) and our Company on or before [REDACTED], the [REDACTED] (including the [REDACTED]) will not proceed and will lapse. See “Structure and Conditions of the [REDACTED]” and “How to Apply for [REDACTED]” for further details.

Prior to making an investment decision, prospective investors should consider carefully all of the information contained in this document, including the risk factors set out in “Risk Factors”.

The obligations of the [REDACTED] under the [REDACTED] are subject to termination by the [REDACTED] (for itself and on behalf of the [REDACTED]) if certain grounds arise prior to 8:00 a.m. on the [REDACTED]. For further details, please see “[REDACTED] — [REDACTED] and Expenses — [REDACTED] — Grounds for termination”.

[REDACTED]

[REDACTED]

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