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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)

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US Securities Act of 1933, as amended (the “**US Securities Act**”), and intends to conduct its business so far as possible to maintain its status as a FPI. The securities of the Company (the “**Securities**”) have not been and will not be registered under the US Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States, and may not be offered, sold, resold, pledged, transferred or delivered, directly or indirectly, into or within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with any applicable securities laws of any relevant state or other jurisdiction of the United States. There has been and will be no public offering of the Securities in the United States;

- (f) if an offer or an invitation is made to the public in Hong Kong in due course, prospective investors are reminded to make their investment decisions solely based on the Company’s prospectus registered with the Registrar of Companies in Hong Kong, copies of which will be distributed during the offer period;
- (g) this announcement does not constitute a prospectus, offering circular, notice, circular, brochure or advertisement offering to sell any securities to the public in any jurisdiction, nor is it an invitation to the public to make offers to subscribe for or purchase any securities, nor is it calculated to invite offers by the public to subscribe for or purchase any securities; and
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No offer or invitation will be made to the public in Hong Kong until after a prospectus of the Company has been registered with the Registrar of Companies in Hong Kong in accordance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). If an offer or an invitation is made to the public in Hong Kong in due course, prospective investors are reminded to make their investment decisions solely based on a prospectus of the Company registered with the Registrar of Companies in Hong Kong, copies of which will be made available to the public during the offer period.

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*This announcement is made by the order of the Company. The Company’s board of directors (the “**Board**”) collectively and individually accept responsibility for the accuracy of this announcement.*



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This announcement is made by the Company pursuant to Rule 12.01C of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

As at the date of this announcement, the Company has appointed Quam Securities Limited (previously known as China Tonghai Securities Limited) as its sole overall coordinator.

Further announcement(s) shall be made in accordance with the Listing Rules in the event that further overall coordinators are appointed by the Company.

By order of the Board
XXF Group Holdings Limited
Mr. Huang Wei
Chairman and Executive Director

Hong Kong, 10 May 2023

Directors and proposed directors of the Company named in the application to which this announcement relates are: (i) Mr. Huang Wei, Mr. Ye Fuwei and Ms. Zhang Jinghua as executive directors; (ii) Mr. Liu Wei and Ms. Xu Rui as non-executive directors; and (iii) Mr. Wu Fei, Mr. Fung Che Wai, Anthony and Mr. Chen Shuo as proposed independent non-executive directors.