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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 ANNUAL GENERAL MEETING HELD ON 14 JUNE 2024**

Reference is made to the circular (the “**Circular**”) and notice of annual general meeting (the “**AGM Notice**”) both dated 26 April 2024 of XXF Group Holdings Limited (the “**Company**”). Unless stated otherwise, capitalized terms used herein shall have the same meanings as those defined in the Circular.

The Board hereby announces that at the annual general meeting of the Company held on Friday, 14 June 2024 (the “**AGM**”), all the proposed resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll. Directors of the Company, namely, Mr. Huang Wei, Mr. Ye Fuwei and Ms. Zhang Jinghua, attended the AGM in person.

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 AGM.

The poll results taken at the AGM are as follows:

ORDINARY RESOLUTIONS		Number of Shares voted (approximate %)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and of the independent auditors for the year ended 31 December 2023.	68,220,969 (100%)	0 (0%)
2.	(a) To re-elect Ms. ZHANG Jinghua as an executive Director.	68,220,969 (100%)	0 (0%)
	(b) To re-elect Mr. LIU Wei as a non-executive Director.	68,220,969 (100%)	0 (0%)
	(c) To re-elect Mr. CHEN Shuo as an independent non-executive Director.	68,220,969 (100%)	0 (0%)
	(d) To authorize the board of Directors to fix the respective Directors' remuneration.	68,220,969 (100%)	0 (0%)
3.	To re-appoint PricewaterhouseCoopers as auditors and to authorize the board of Directors to fix their remuneration.	68,220,969 (100%)	0 (0%)
4.	(a) To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the aggregate number of the issued shares.	68,220,969 (100%)	0 (0%)
	(b) To grant a general mandate to the Directors to repurchase the shares of the Company not exceeding 10% of the aggregate number of issued shares of the Company.	68,220,969 (100%)	0 (0%)
	(c) To extend the general mandate granted to the Directors to allot, issue and deal with additional shares of the Company under resolution no. 4(a) by adding thereto the shares to be repurchased by the Company pursuant to the general mandate granted under resolution no. 4(b).	68,220,969 (100%)	0 (0%)

The full text of Resolutions 4(a), (b) and (c) are set out in the AGM Notice.

As more than 50% of the votes were cast in favor of each of Resolutions 1 to 4, all such resolutions were duly passed as ordinary resolutions at the AGM.

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

There were no shares of the Company entitling the Shareholders to attend and abstain from voting in favor of the resolutions at the AGM 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 AGM. There were also no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the AGM. No Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

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

*Chairman of the Board, chief executive officer and executive director*

Hong Kong, 14 June 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 Directors are Mr. Liu Wei and Ms. Xu Rui, and the independent non-executive Directors are Mr. Wu Fei, Mr. Fung Che Wai, Anthony and Mr. Chen Shuo.*