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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)

FURTHER EXTENSION OF LONG STOP DATE RELATING TO DISCLOSEABLE TRANSACTION IN RELATION TO THE PROPOSED ACQUISITION OF 100% OF THE ISSUED SHARE CAPITAL IN THE TARGET COMPANY INVOLVING ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE

Reference is made to the announcements dated 4 August 2026 and 30 September 2026 (the "**Announcements**") of XXF Group Holdings Limited (the "**Company**") in relation to, among other matters, the Proposed Acquisition. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

Pursuant to the Sale and Purchase Agreement (as amended and supplemented by the supplemental deed to the Sale and Purchase Agreement dated 30 September 2026 (the "**First Supplemental Deed**")), completion of the Proposed Acquisition is conditional upon the fulfilment or waiver (where applicable) of all the conditions precedent on or before 31 October 2026 (or such other date as the parties to the Sale and Purchase Agreement may agree in writing).

As additional time is required for the fulfilment of certain conditions precedent, on 30 October 2026 (after trading hours), the Company, the Vendor, the Target Company and Mr. He entered into a second supplemental deed to the Sale and Purchase Agreement (the "**Second Supplemental Deed**"), pursuant to which the parties agreed to further extend the Long Stop Date from 31 October 2026 to 30 November 2026 or such other date as may be agreed in writing between them.

Save for the further extension of the Long Stop Date, all other terms and conditions of the Sale and Purchase Agreement (as amended and supplemented by the First Supplemental Deed and the Second Supplemental Deed) remain unchanged and shall continue to be in full force and effect in all respects.

The Company will update the Shareholders and potential investors on the Proposed Acquisition as and when appropriate in accordance with the Listing Rules.

Completion of the Proposed Acquisition is subject to the fulfilment or waiver (where applicable) of the conditions precedent set out in the Sale and Purchase Agreement and, therefore, the Proposed Acquisition may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

By Order of the Board
XXF Group Holdings Limited
Mr. HUANG Wei
Chairman of the Board, chief executive officer and executive Director

Hong Kong, 30 October 2026

As at the date of this announcement, the executive Directors are Mr. Huang Wei and Mr. Ye Fuwei, and the independent non-executive Directors are Mr. Wu Fei, Mr. Fung Che Wai, Anthony, Mr. Chen Shuo and Prof. Wang Lihong.