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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the "**Meeting**") of XXF Group Holdings Limited (the "**Company**") will be held at Building 3, Fuxing Economic Development Zone (Fuzhou Software Park Jin'an Branch), No. 318 Fuguang Road, Jin'an District, Fuzhou, Fujian Province on Monday, 30 November 2026 at 10:00 a.m. for the following purposes.

The capitalised terms defined in the circular dated 11 November 2026 of the Company (the "**Circular**") in relation to, among others, the Proposed Acquisition, of which this notice forms part shall have the same meanings when used herein unless otherwise specified:

ORDINARY RESOLUTION

1. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

   (a) "**THAT**:

   (i) the Sale and Purchase Agreement entered into between the Company as purchaser, Jiary Development (Hong Kong) Limited as Vendor, PAGAC NTS Limited as the Target Company, and 何成圳 as Guarantor, as amended and supplemented by the Supplemental Deeds, and as defined and described in the Circular, a copy of which has been produced to the EGM marked "A" and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

   (ii) the allotment and issue of up to 380,000,000 Consideration Shares (comprising the Initial Consideration Shares and the Earn-out Shares) at the issue price of HK$0.3947 per Consideration Share to the Vendor be and are hereby approved;

(iii) subject to the Listing Committee having granted the listing of, and permission to deal in, the Consideration Shares, the Directors be and are hereby granted a specific mandate (the "**Specific Mandate**") which shall entitle the Directors to exercise all the powers of the Company to allot, issue and credit as fully paid, the Initial Consideration Shares and the Earn-out Shares (up to an aggregate maximum of 380,000,000 Consideration Shares), on and subject to the terms and conditions of the Sale and Purchase Agreement (as amended and supplemented by the Supplemental Deeds), provided that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and

(iv) any Director be and is hereby authorised to sign and execute all such documents or agreements or deeds on behalf of the Company and to do all such other things and to take all such actions as he/she considers necessary, appropriate, desirable and expedient for the purposes of, or in connection with, the implementation of and giving effect to the terms of the Sale and Purchase Agreement (as amended and supplemented by the Supplemental Deeds) and the transactions contemplated thereunder or in connection therewith and to agree to and make such variation, amendments or waiver of matters relating thereto or in connection therewith."

Yours faithfully,
For and on behalf of the Board
XXF Group Holdings Limited
Mr. HUANG Wei
Chairman of the Board, chief executive officer and executive Director

Hong Kong, 11 November 2026

Notes:

1. All resolutions at the Meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.

2. Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy/more than one proxy to attend and on a poll, vote instead of him/her. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.

3. In the case of joint holders of shares, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if it/he/she were solely entitled thereto, but if more than one of such joint holders are present at the above meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such shares shall alone be entitled to vote in respect thereof.

4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the Meeting or the adjourned meeting thereof. Accordingly, this form of proxy must be delivered to the Company's share registrar in Hong Kong not later than 10:00 a.m. on Saturday, 28 November 2026 (Hong Kong time). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Wednesday, 25 November 2026 to Monday, 30 November 2026, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 24 November 2026 (Hong Kong time), being the last registration date. The record date for determining the entitlement to attend and vote at the Extraordinary General Meeting is Monday, 30 November 2026.

6. References to time and dates in this notice are to Hong Kong time and dates.

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