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)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 30 NOVEMBER 2026

I/We, *(Note 1)* _____

of _____

being the registered holder(s) of *(Note 2)* _____ shares of one-third Hong Kong cent (approximately HK$0.003333333333) each in the share capital of XXF Group Holdings Limited (the "**Company**") hereby appoint the Chairman of the extraordinary general meeting of the Company, or *(Note 3)* _____

of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company (the "**Meeting**") to 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. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary resolutions as set out in the notice of the Meeting as indicated below or if no such indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the Meeting and/or at any adjournment thereof *(Note 4)*.

ORDINARY RESOLUTION	FOR	AGAINST
To approve, confirm and ratify the Sale and Purchase Agreement (as amended and supplemented by the Supplemental Deeds) and the transactions contemplated thereunder, including the allotment and issue of the Consideration Shares, the grant of the Specific Mandate, and to authorise any Director to do all such acts and things and execute all such documents, agreements and deeds as he/she may consider necessary, desirable or expedient to implement and give effect to 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.		

Dated this _____ day of _____ 2026 Signature _____ *(Note 5)*

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, please strike out "the Chairman of the extraordinary general meeting of the Company, or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT**.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST"**. Failure to tick either box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the Meeting and/or at any adjournment thereof other than those referred to in the notice convening the Meeting.
5. This form of proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of this form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign this form on behalf of the corporation without further evidence of the fact.
6. Any member entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member holding two or more shares may appoint more than one proxy. A member may appoint a proxy in respect of part only of his/her holding of shares in the Company. A proxy need not be a member of the Company.
7. This form of proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power 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 at which the person named in this form proposes to vote or, in the case of a poll taken subsequently to the date of the Meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll and in default this form of proxy shall not be treated as valid.
8. Delivery of this form of proxy shall not preclude a member from attending and voting in person at the Meeting and in such event, this form of proxy shall be deemed to be revoked.
9. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
10. The notice of the Meeting is set out in the Company's circular dated 11 November 2026.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the extraordinary general meeting of the Company (the "**Purposes**"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company.