

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934**

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**HF FOODS GROUP INC**  
**(Name of Registrant as Specified In Its Charter)**  
**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

\_\_\_\_\_

(2) Aggregate number of securities to which transaction applies:

\_\_\_\_\_

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

\_\_\_\_\_

(4) Proposed maximum aggregate value of transaction:

\_\_\_\_\_

(5) Total fee paid:

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- Fee paid previously with preliminary materials.

- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



April 29, 2021

Dear Stockholder:

You are cordially invited to attend the 2021 Annual Meeting of Stockholders of HF Foods Group Inc., on Thursday, June 17, 2021, at 1:00 p.m., Eastern Time. Due to the ongoing COVID-19 pandemic, related governmental actions restricting non-essential businesses and encouraging individuals to stay home, and our concerns about protecting the health and well-being of our stockholders and employees, the Board of Directors has determined to convene and conduct the Annual Meeting in a virtual meeting format at <https://web.lumiagm.com/210286046>. Please see the further instructions in this Proxy Statement. Stockholders will NOT be able to attend the annual meeting in-person.

The Notice of Annual Meeting of Stockholders and Proxy Statement on the following pages describe the matters to be presented at the meeting.

It is important that your shares be represented at the meeting, regardless of the number of shares you hold and whether or not you plan to attend the meeting. Accordingly, please exercise your right to vote by signing, dating and returning your proxy card in the enclosed envelope or voting by internet as described in the Proxy Statement. Your shares will be voted in accordance with the instructions you have given in your proxy.

Our board of directors and management look forward to seeing you at the meeting. Thank you for your continued support.

Sincerely yours,

/s/Russell T. Libby  
Russell T. Libby  
Chairman of the Board

/s/Xiao Mou Zhang  
Xiao Mou Zhang  
Chief Executive Officer



HF Foods Group Inc.  
19319 Arenth Avenue, City of Industry, CA 91748

Notice of Annual Meeting of Stockholders, Thursday, June 17, 2021

To Our Stockholders:

The Annual Meeting of Stockholders of HF Foods Group Inc., a Delaware corporation (the "Company"), will be held on Thursday, June 17, 2021, at 1:00 p.m., Eastern Time, for the following purposes:

1. To elect four members of the board of directors to serve until the 2022 Annual Meeting of Stockholders and until their successors have been duly elected and qualified;
2. To ratify the selection of Friedman LLP as the Company's independent registered public accounting firm for the year ending December 31, 2021;
3. To approve, on an advisory basis, our executive compensation;
4. To transact such other business as may properly come before the meeting or any continuation, adjournment or postponement thereof.

Due to the COVID-19 pandemic, related governmental actions closing non-essential businesses and encouraging individuals to stay home, and our concerns about protecting the health and well-being of our stockholders and employees, the Board of Directors has determined to convene and conduct the Annual Meeting in a virtual meeting format at <https://web.lumiagm.com/210286046>. Please see the further instructions in this Proxy Statement. Stockholders will NOT be able to attend the annual meeting in-person.

All stockholders are invited to attend the meeting. Holders of record of the Company's common stock at the close of business on April 28, 2021, are entitled to notice of, and to vote at, the meeting.

By Order of the Board of Directors

/s/Russell T. Libby  
Russell T. Libby  
Chairman of the Board

/s/ Xiao Mou Zhang  
Xiao Mou Zhang  
Chief Executive Officer

City of Industry, CA  
April 29, 2021

WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE SUBMIT YOUR PROXY AS SOON AS POSSIBLE SO THAT YOUR SHARES WILL BE REPRESENTED AT THE MEETING.

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**HF Foods Group Inc.  
19319 Arenth Avenue  
City of Industry, CA 91748**

**PROXY STATEMENT  
2021 Annual Meeting OF STOCKHOLDERS**

The enclosed proxy is solicited by the board of directors of HF Foods Group Inc. (the "Company," "we" or "us") for use at the 2021 Annual Meeting of Stockholders (the "Annual Meeting") to be held on Thursday, June 17, 2021, at 1:00 p.m., Eastern Time, and at any continuation, adjournment or postponement thereof.

**GENERAL INFORMATION ABOUT THE ANNUAL MEETING AND VOTING**

**Who Can Attend and Vote**

Only holders of our common stock of record at the close of business on April 28, 2021, the record date, are entitled to notice of and to vote at the Annual Meeting, and at any continuation(s), postponement(s) or adjournment(s) thereof. As of the record date, 51,913,411 shares of our common stock, par value \$.0001 per share ("common stock"), were issued and outstanding. Holders of our common stock are entitled to one vote per share for each proposal presented at the Annual Meeting. The common stock does not have cumulative voting rights.

To participate in the virtual annual meeting, go to <https://web.lumiagm.com/210286046>.

If you are a stockholder of record as of April 28, 2021, the record date for the annual meeting, you should click on "I have a login," enter the control number found on your proxy card or Notice of Internet Availability of Proxy Materials you previously received, and enter the password "hff2021!" (the password is case sensitive).

If your shares are held in "street name" through a broker, bank or other nominee, in order to participate in the virtual annual meeting you must first obtain a legal proxy from your broker, bank or other nominee reflecting the number of shares of the Company's common stock you held as of the record date, your name and email address. You then must submit a request for registration to American Stock Transfer & Trust Company, LLC: (1) by email to [proxy@astfinancial.com](mailto:proxy@astfinancial.com); (2) by facsimile to 718-765-8730 or (3) by mail to American Stock Transfer & Trust Company, LLC, Attn: Proxy Tabulation Department, 6201 15th Avenue, Brooklyn, NY 11219. Requests for registration must be labeled as "Legal Proxy" and be received by American Stock Transfer & Trust Company, LLC no later than 5:00 p.m. Eastern time on June 11, 2021.

**Voting Your Shares**

If you are a registered holder, meaning that you hold our stock directly (not through a bank, broker or other nominee), you may vote during the virtual annual meeting by (a) visiting [www.voteproxy.com](http://www.voteproxy.com) and following the on screen instructions (have your proxy card or Notice of Internet Availability of Proxy Materials available when you access the webpage), or (b) calling toll-free 1-800-PROXIES (1-800-776-9437) in the U.S. or 1-718-921-8500 from foreign countries from any touch-tone phone and follow the instructions (have your proxy card or Notice of Internet Availability of Proxy Materials available when you call).

If your shares are held in "street name" through a bank, broker or other nominee, in order to vote during the virtual annual meeting you must first obtain a "legal proxy" from your bank, broker or other nominee and register with American Stock Transfer & Trust Company, LLC as described above in order for you to participate in the virtual annual meeting. You then may vote by following the instructions provided to you by American Stock Transfer & Trust Company.

Applicable stock exchange rules restrict when brokers who are record holders of shares may exercise discretionary authority to vote those shares in the absence of instructions from beneficial owners. Brokers are not permitted to vote on non-discretionary items such as director elections, executive compensation, and other significant matters absent instructions from the beneficial owner. As a result, if you are a street name stockholder, and you do not give voting instructions, the holder of record will not be permitted to vote your shares with respect to Proposal No. 1—Election of Directors or Proposal No. 3—Advisory Vote on Executive Compensation, and your shares will be considered "broker non-votes" with respect to these proposals. Although any broker non-votes would be counted as present at the Annual Meeting for purposes of determining a quorum, they will be treated as not entitled to vote with respect to each of Proposal Nos. 1 and 3. If you are a street name stockholder, and you do not give voting instructions, the record holder will be entitled to vote your shares with respect to Proposal No. 2—Ratification of the Appointment of Friedman LLP as our Independent Registered Public Accounting Firm for the Year Ending December 31, 2021 in its discretion.

In the event that sufficient votes in favor of the proposals are not received by the date of the Annual Meeting, the Chairman of the Annual Meeting may adjourn the Annual Meeting to permit further solicitations of proxies.

The internet voting procedures are designed to authenticate stockholders' identities, to allow stockholders to give their voting instructions and to confirm that stockholders' instructions have been recorded properly. Stockholders voting via the internet should understand that there may be costs associated with electronic access. These charges include usage charges from internet access providers. The stockholder will bear the cost of these charges.

#### **Procedural Matters**

If you are a registered stockholder, you may vote your shares or submit a proxy to have your shares voted by one of the following methods:

- *By Internet.* You may submit a proxy electronically visiting [www.voteproxy.com](http://www.voteproxy.com) and following the on screen instructions (have your proxy card or Notice of Internet Availability of Proxy Materials available when you access the webpage).
- *By Mail.* You may submit a proxy by signing, dating and returning your proxy card in the provided pre-addressed envelope in accordance with the enclosed instructions. We encourage you to sign and return the proxy or voter instruction card even if you plan to attend the Annual Meeting so that your shares will be voted even if you are unable to attend.
- *By Phone.* You may call toll-free 1-800-PROXIES (1-800-776-9437) in the U.S. or 1-718-921-8500 from foreign countries from any touch-tone phone and follow the instructions (have your proxy card or Notice of Internet Availability of Proxy Materials available when you call).

If your shares are held in street name, you will receive instructions from the holder of record that you must follow in order for your shares to be voted. Internet voting will also be offered to stockholders owning shares through most banks and brokers.

#### **Quorum**

The presence at the Annual Meeting in person, virtually or by proxy of holders of a majority of our common stock outstanding and entitled to vote at the Annual Meeting will constitute a quorum. To the extent a broker is instructed to vote on at least one, but less than all of the items of business, the shares voted by such broker will be considered present at the Annual Meeting for that item of business and for purposes of determining a quorum.

#### **Required Vote, Abstentions and Broker Non-Votes**

Only stockholders of record at the close of business on April 28, 2021 have the right to vote at the Annual Meeting. The proposals at the Annual Meeting will require the following votes:

- Directors will be elected by a majority of shares present or represented at the meeting in person or by proxy. You may vote "FOR ALL NOMINEES," "WITHHOLD FOR ALL NOMINEES" or "FOR ALL EXCEPT" for the director nominees. Broker non-votes will have no effect on Proposal No. 1.
- Ratification of the selection of Friedman LLP as our independent registered public accounting firm will require the affirmative vote of a majority of the shares present in person, virtually or represented by proxy at the Annual Meeting and entitled to vote on this matter. You may vote "FOR," "AGAINST" or "ABSTAIN" on the proposal to ratify the selection of Friedman LLP as our independent registered public accounting firm. Abstentions will have the same effect as a vote against Proposal No. 2. We do not expect any broker non-votes in connection with respect to Proposal No. 2.
- Approval, on an advisory basis, of our executive compensation will require the affirmative vote of a majority of the shares present in person, virtually or represented by proxy at the Annual Meeting and entitled to vote on this matter. You may vote "FOR," "AGAINST" or "ABSTAIN" on the proposal to approve, on an advisory basis, our executive compensation. Abstentions will have the same effect as a vote against Proposal No. 3 and broker non-votes will have no effect on Proposal No. 3.

A "withheld vote," in the case of the proposal regarding the election of directors, or an "abstention," in the case of the proposal regarding the ratification of the selection of our independent registered public accounting firm, the proposal regarding the approval, on an advisory basis, of our executive compensation, represents a stockholder's affirmative choice to decline to vote on a proposal.

Generally, "broker non-votes" occur when shares held by a broker in street name for a beneficial owner are not voted with respect to a particular proposal because the broker (1) has not received voting instructions from the beneficial owner and (2) lacks discretionary voting power to vote those shares. A broker is entitled to vote shares held for a beneficial owner on routine matters, such as the ratification of the appointment of our independent registered public accounting firm, without instructions from the beneficial owner of those shares. As a result, we do not expect any broker non-votes in connection with the ratification of our independent registered public accounting firm.

#### **Default Voting**

A proxy that is properly completed and returned will be voted at the Annual Meeting in accordance with the instructions on the proxy. If you properly complete and return a proxy, but do not indicate any contrary voting instructions, your shares will be voted in accordance with the board's recommendations, which are as follows:

- FOR the election of the four persons named in this proxy statement as the board's nominees for election as directors;
- FOR the ratification of the selection of Friedman LLP as our independent registered public accounting firm for the year ending December 31, 2021;
- FOR the approval, on an advisory basis, of our executive compensation;
- FOR approval of authority to transact such other business as may properly come before the Annual Meeting.

If any other business properly comes before the stockholders for a vote at the Annual Meeting, your shares will be voted at the discretion of the holders of the proxy. The board knows of no matters, other than those previously stated herein, to be presented for consideration at the Annual Meeting.

#### **How to Revoke**

Any person giving a proxy in the form accompanying this proxy statement has the power to revoke it at any time before its exercise. The proxy may be revoked by filing with the Secretary of the Company an instrument of revocation or a duly executed proxy bearing a later date, or by electing to vote by telephone or internet. The mere presence at the Annual Meeting of the person appointing a proxy does not, however, revoke the appointment. If your shares are held in "street name" through a bank, broker or other nominee, any changes need to be made through them. Your last vote will be the vote that is counted.

#### **Expenses of Solicitation**

We will bear all costs incurred in the solicitation of proxies, including the preparation, printing and mailing of the Notice of Annual Meeting of Stockholders, proxy statement and the related materials. In addition to solicitation by mail, our directors, officers and employees may solicit proxies personally or by telephone, e-mail, facsimile or other means, without additional compensation.

#### **Stockholder List**

A list of stockholders entitled to vote at the Annual Meeting will be available for inspection at our headquarters located at 19319 Arenth Avenue, City of Industry, CA 91748 beginning June 5, 2021, during normal business hours for examination by any stockholder registered on our stock ledger as of the record date for any purpose germane to the Annual Meeting.

#### **Householding/Delivery of Documents to Stockholders**

The SEC rules permit registrants to adopt a procedure called "householding." Under this procedure, stockholders of record who have the same address and last name will receive only one set of proxy materials, unless one or more of these stockholders notifies the registrant that they wish to continue receiving individual sets. This procedure reduces printing costs and postage fees incurred by the registrant.

We have not adopted this householding procedure with respect to our record holders; however, a number of brokerage firms have instituted householding which may impact certain beneficial owners of our common stock. If your family has multiple accounts by which you hold common stock, you may have received a householding notification from your broker. Please contact your broker directly if you have any questions, require additional copies of the proxy materials, or wish to revoke your decision to household, and thereby receive multiple sets. Those options are available to you at any time.

Beginning on or around May 6, 2021, we will mail to our stockholders our Annual Report on Form 10-K for the year ended December 31, 2020, which includes our audited consolidated financial statements, together with these proxy materials.



## PRINCIPAL STOCKHOLDERS

### Common Stock

The following table sets forth, as of April 28, 2021, information with respect to the securities holdings of all persons that we, pursuant to filings with the SEC and our stock transfer records, have reason to believe may be deemed the beneficial owner of more than 5% of our common stock. The following table also sets forth, as of such date, the beneficial ownership of our common stock by all of our current officers and directors, both individually and as a group.

The beneficial owners and amount of securities beneficially owned have been determined in accordance with Rule 13d-3 under the Exchange Act and, in accordance therewith, include all shares of our common stock that may be acquired by such beneficial owners within 60 days of April 28, 2021 upon the exercise or conversion of any options, warrants or other convertible securities. This table has been prepared based on 51,913,411 shares of common stock outstanding on April 28, 2021.

Name and Address of Beneficial Owner (1)	Amount and Nature of Beneficial Ownership	Percent of Class
Xiao Mou Zhang	2,575,083	5.0 %
Xi Lin	—	—
Hong Wang	—	—
Russell T. Libby	—	—
Sha J. Zhang (2)	34,200	*
Kong Hian Lee	—	—
All directors and executive officers as a group (6 individuals)	2,609,283	5.0 %
<b>Five Percent Holders:</b>		
Zhou Min Ni/Ni Family Trusts (3)	13,426,033	26.2 %
Irrevocable Trust for Raymond Ni (4)	5,591,553	10.9 %

\*Less than one percent.

- (1) Unless otherwise indicated, the address of each person listed below is c/o HF Foods Group Inc., 19319 Arenth Avenue, City of Industry, CA 91748.
- (2) Consists of shares owned by S&S Family Ventures, LLC over which Sha J. Zhang has voting and dispositive power.
- (3) Includes 5,553,096 shares owned by Mr. Ni personally, 5,591,553 shares owned by the Irrevocable Trust for Raymond Ni, 798,793 shares owned by the Irrevocable Trust for Amanda Ni, 798,793 shares owned by the Irrevocable Trust for Ivy Ni and 683,793 shares owned by the Irrevocable Trust for Tina Ni. Mr. Ni disclaims beneficial ownership of and voting and dispositive power over the shares owned by each of the trusts. Jason Lam, as trustee, has voting and dispositive power over the shares owned by Irrevocable Trust for Raymond Ni. Amanda Ni, as trustee, has voting and dispositive power over the shares owned by Irrevocable Trust for Amanda Ni, Irrevocable Trust for Ivy Ni and Irrevocable Trust for Tina Ni. The business address for Zhou Min Ni and each of the trusts is 810 Northern Shore Point, Greensboro, NC.
- (4) Jason Lam, as trustee, has voting and dispositive power over the shares owned by Irrevocable Trust for Raymond Ni. The business address for the four trusts is 810 Northern Shore Point, Greensboro, NC.

## PROPOSAL 1: ELECTION OF DIRECTORS

Pursuant to a resolution of our board of directors in accordance with our by-laws, and following the voluntary resignation of Zhou Min Ni from his position as co-Chief Executive Officer and director, effective February 23, 2021, our board of directors is presently comprised of four members who hold office until each director's successor is elected and qualified, or until such director's earlier resignation or removal. Each nominee for director has been nominated for a one-year term to serve until the 2022 Annual Meeting of Stockholders and until their successors are elected and have qualified.

Our independent directors have recommended Russell T. Libby, Xiao Mou Zhang, Xi Lin and Dr. Hong Wang, as nominees to our board of directors. If elected at the Annual Meeting, each of the nominees would serve until the 2022 Annual Meeting of Stockholders and until his or her successor is duly elected and qualified, or until such director's earlier death, resignation or removal.

The nominees have consented to being nominated and have expressed their intention to serve if elected. We have no reason to believe that the nominees will be unable to serve if elected to office and, to our knowledge, the nominees intend to serve the entire term for which election is sought. In the event any of the nominees should become unable to serve, or for good cause will not serve, as a director, it is intended that votes will be cast for a substitute nominee designated by the board of directors or the board of directors may elect to reduce its size. Only the nominees or substitute nominees designated by the board of directors will be eligible to stand for election as directors at the Annual Meeting.

### Nominees for Board of Directors

We believe that our board of directors should be composed of individuals with sophistication and experience in many substantive areas that impact our business. We believe that experience, qualifications, or skills in the following areas are most important: procurement and distribution of food and related products, particularly those used by Chinese restaurants; delivery and logistics; customer service; restaurant industry management; technology and automation; accounting and finance; strategic planning; human resources and development practices; and board practices of other corporations. We believe that our current board members possess the professional and personal qualifications necessary for board service, and have highlighted particularly noteworthy attributes for each board member below. The principal occupation, business experience for at least the past five years, and the age as of April 29, 2021, of each director nominee is included below.

HF Group's directors and nominees are as follows:

Name	Age	Position
Russell T. Libby	55	Independent Director and Chairman of the Board
Xiao Mou Zhang	48	Director, Chief Executive Officer
Xi Lin	32	Independent Director
Hong Wang	62	Independent Director

**Russell T. Libby** joined the Board as an independent director on July 1, 2020, and was elected Chairman of the Board on February 22, 2021. Mr. Libby held numerous positions of increasing responsibility within the leadership of Sysco Corp. from 2007 through 2019, most recently Executive Vice President - Administration and Corporate Secretary. Prior to his career with Sysco, he served as president, COFRA North America, and vice president - legal, for Good Energies, Inc., investment advisors to private equity and venture capital funds owned by COFRA Holding A.G, a Swiss international conglomerate. Mr. Libby began his career in 1991 as a corporate associate with Amall Golden Gregory, LLP, a full-service law firm in Atlanta. In 1995, he joined Liuski International, Inc., a computer distribution and manufacturing company, as general counsel, vice president - human resources and secretary. In 1988 he received his bachelor of arts degree in international relations from the University of Virginia in Charlottesville and, in 1991, he earned a J.D. degree from Emory University School of Law in Atlanta. We believe Mr. Libby's qualifications to sit on our board of directors include his knowledge of food distribution management and operations, mergers and acquisitions, business environment, and financial markets.

**Xiao Mou Zhang (aka Peter Zhang)**, has served as Co-Chief Executive Officer and director since November 4, 2019 following the merger between the Company and B&R Global Holdings Inc. ("B&R Global"), and was mostly recently promoted to sole Chief Executive Officer on February 23, 2021. He previously served as Chairman of the Board and a Director of B&R Global from 2014 that was co-founded by Mr. Zhang and his partners, to consolidate the shareholdings of various operating entities across the Pacific and Mountain States region. Mr. Zhang has well over 20 years of experience in the food distribution industry with extensive experience in sales, marketing, financing, acquisitions, inventory, logistics and distribution.

Under Mr. Zhang's leadership, B&R Global has established a large supplier network and maintains long-term relationships with many major suppliers stemming from business relationships that have been built up over the years. A large purchase volume and a centralized procurement process has also allowed B&R Global favorable negotiating power with vendors that source high quality products at lower prices than many competitors. By establishing a call center in China, B&R Global has also been able to grow its customer base and, at the same time, keep its operating costs low. We believe Mr. Zhang's qualifications to sit on our board of directors include his extensive knowledge of the food distribution industry, particularly serving Chinese/Asian restaurants, and his over 20 years of management and leadership experience at B&R Global.

**Xi Lin (aka Felix Lin)**, has served as a director since November 4, 2019. Mr. Lin has worked in a number of positions at Blue Bird Corporation since 2011. His current position is Vice President of Human Resource and External Affairs, with responsibility for human resources, government relations, training and strategic relationships. He has also held various other positions within Blue Bird Corporation in the Operations Management Department from 2015 to 2016, the Finance and Accounting Department in 2011 and from 2013 to 2015, and the Business Development Department in 2012. Mr. Lin received his B.A. in Accounting and Finance from the Eugene Stetson School of Business and Economics in Georgia, a Master's degree in Accountancy from the J. Whitney Bunting College of Business in Georgia, and a Master's degree in Business Administration from the University of North Carolina at Chapel Hill. We believe Mr. Lin's qualifications to sit on our board of directors include his experience in corporate operations, HR, manufacturing, corporate finance, corporate accounting, fixed asset management, international business development, and strategic development.

**Hong Wang** has served as a director of HF Group since December 2019. Mr. Wang was previously a member of the Board of Directors of the Company from August 22, 2018 through November 1, 2019. Dr. Wang has served as a Professor of Management Information Systems at North Carolina A&T State University since 2005 and a Visiting Professor at Yunnan University of Finance and Economics in China since June, 2012, Dalian Maritime University in China since June 2012, and Henan Polytechnic University in China since June 2015. Dr. Wang has over 30 years of university teaching experience and has taught Management Sciences, Operations Research, Optimization, Business Environment, Management Concepts, Strategic Management, and Engineering Economy, in addition to various Information Systems courses at both graduate and undergraduate levels. Dr. Wang is active in professional and community services. He has served in multiple cities in the US for several terms as president of local Chinese Associations, on various boards, as a principal of Chinese schools, as session chair of academic conferences, and as a journal referee. He also helped several Chinese universities to establish international programs in collaboration with US universities. Dr. Wang received his Ph.D. in Management Information Systems/Decision Sciences from Ohio State University. We believe Dr. Wang's qualifications to sit on our board of directors include his knowledge of management, operations, optimization, business environment, and economic engineering, and his prior effective service as a member of our board.

**Required Vote**

Approval of this proposal requires the affirmative vote of a majority of the shares of common stock present in person, virtually or by proxy and entitled to vote on this proposal at the Annual Meeting. This means that the nominees who receive more "For" votes than votes that are withheld for that nominee will be elected. Broker non-votes will have no effect on the outcome of the vote on the proposal.

**The board of directors recommends a vote FOR each of the director nominees.**

**Non-Director Executive Officers and Significant Employee**

The following sets forth information regarding our non-director executive officer as of April 29, 2021:

<b>Name</b>	<b>Age</b>	<b>Position</b>
Kong Hian Lee	53	Executive Vice President, Chief Financial Officer
Sha J. Zhang	41	Vice President, Chief Accounting Officer

**Kong Hian Lee** (aka Victor Lee) joined the Company as Vice President, Chief Corporate Finance and Strategy Officer in December 2019 and was promoted to Executive Vice President and Chief Financial Officer on May 1, 2020. He brings more than 28 years of experience in strategic planning, sales and marketing, corporate finance, trade finance and investment banking in a senior management capacity at various world leading financial institutions including Citibank N.A., Deutsche Bank AG and Morgan Stanley Asia, as well as C-suite executive roles in other publicly listed corporations. Mr. Lee began his career at Citibank N.A., Singapore in early 1993, managing small- and medium-sized corporate finance and progressed to a Vice President position in the International Personal Banking Division. In 1999 he moved to Deutsche Bank AG as Vice President

and in 2004 was promoted to Managing Director and Singapore Market Head in the Private Wealth Management Division, where he was responsible for management of approximately \$1 Billion in assets under management. From 2007 until 2009 he was with Morgan Stanley Private Wealth Management, most recently as executive director and head of Singapore/Malaysia markets. Mr. Lee was the chief executive officer of finance and administration at CNMC Goldmine Ltd. between 2010 and 2011 and has been the president and chief executive officer of Ascent Solar Technologies, Inc. since early 2012. Mr. Lee holds a Bachelor's degree in Accounting from the University of Wisconsin and a Master of Science degree in Wealth Management from the Singapore Management University.

**Sha J Zhang** has served as the Vice President, Chief Accounting Officer since November 4, 2019. Ms. Zhang has over a decade of experience in public accounting providing advisory and audit services to businesses in Southern California with a focus on manufacturing, software, professional services, construction and telecommunications. From February 2016 to November 2019, Ms. Zhang served as the Chief Financial Officer for B&R Global, overseeing accounting, finance, human resource, risk management, and regulatory compliance functions. Ms. Zhang is a Certified Public Accountant (CPA) licensed in the state of California. She earned a BS in Accounting from Rochester Institute of Technology.

## CORPORATE GOVERNANCE

### Director Independence

As required under the Nasdaq Capital Market listing rules ("Listing Rules"), a majority of the members of a listed company's board of directors must qualify as "independent," as affirmatively determined by the board of directors. Our board considered certain relationships between our directors and us when determining each director's status as an "independent director" under Rule 5605(a)(2) of the Listing Rules. Based upon such definition and SEC regulations, we have determined that Russell T. Libby, Xi Lin and Dr. Hong Wang are "independent" under the Listing Rules.

### Board Leadership Structure and Role in Risk Oversight

Our corporate governance guidelines provide that the board of directors is responsible for reviewing the process for assessing the major risks facing us and the options for their mitigation. This responsibility is largely satisfied by our audit committee, which is responsible for reviewing and discussing with management and our independent registered public accounting firm our major risk exposures and the policies management has implemented to monitor such exposures, including our financial risk exposures and risk management policies.

### Committees of the Board of Directors

#### *Audit Committee*

Our audit committee is comprised of Xi Lin (Chair), Russell T. Libby and Dr. Hong Wang, all of whom meet the independence standards for purposes of serving on an audit committee under the Listing Rules and the Exchange Act. Our audit committee (i) assists the board of directors in its oversight of the integrity of our financial statements, compliance with legal and regulatory requirements, and corporate policies and controls, (ii) has the sole authority to retain and terminate our independent registered public accounting firm, approve all auditing services and related fees and the terms thereof, and pre-approve any non-audit services to be rendered by our independent registered public accounting firm, and (iii) is responsible for confirming the independence and objectivity of our independent registered public accounting firm. Our independent registered public accounting firm has unrestricted access to our audit committee. Our board of directors has determined that Xi Lin qualifies as an "audit committee financial expert," as such term is defined in Item 407 of Regulation S-K.

Our audit committee operates under a written charter that is reviewed annually. The charter is available on our website at <https://hffoodsgroup.com>. The audit committee held four meetings during the year ended December 31, 2020.

#### *Compensation Committee*

Our compensation committee is comprised of Dr. Hong Wang (Chair), Xi Lin and Russell T. Libby, all of whom meet the independence standards under the Listing Rules and the Exchange Act. The compensation committee's duties include overseeing our overall compensation philosophy, policies and programs. This includes reviewing and analyzing the design and function of our various compensation components, establishing salaries, incentives and other forms of compensation for officers and non-employee directors, and administering our equity incentive plan. In fulfilling its responsibilities, the

compensation committee has the authority to delegate any or all of its responsibilities to a subcommittee of the compensation committee.

Our compensation committee operates under a written charter that is reviewed annually. The charter is available on our website at <https://hffoodsgroup.com>. The compensation committee held two meetings during the year ended December 31, 2020.

#### Compensation Committee Interlocks and Insider Participation

None of the members of the Compensation Committee has ever been an officer or employee of the Company. None of the Company's executive officers serves, or has served since inception, as a member of the board of directors, compensation committee or other board committee performing equivalent functions of any entity that has one or more executive officers serving as one of the Company's directors or on the Company's compensation committee.

#### Nomination and Governance Committee

Our nomination and governance committee is comprised of Russell T. Libby (Chair), Dr. Hong Wang and Xi Lin, all of whom meet the independence standards under the Listing Rules and the Exchange Act. The nomination committee's duties include overseeing director candidates recommended for nomination by our stockholders during such times as they are seeking proposed nominees to stand for election at the next annual meeting of stockholders (or, if applicable, a special meeting of stockholders). Our stockholders that wish to nominate a director for election to the Board should follow the procedures set forth below under the caption "***Stockholder Recommendations for Nominations to the Board of Directors***".

#### Considerations in Evaluating Director Nominees

In selecting nominees for director, without regard to the source of the recommendation, our independent directors use a variety of methods for identifying and evaluating director nominees. In its evaluation of director candidates, our independent directors may consider, among other things, the current size and composition of our board of directors, the needs of our board of directors, and the respective committees of our board of directors. Some of the qualifications that our independent directors may consider include, without limitation, issues of character, integrity, judgment, diversity of experience, independence, area of expertise, corporate experience, length of service, leadership skills, potential conflicts of interest, and other commitments. Director candidates must have sufficient time available in the judgment of our independent directors to perform all board of director and committee responsibilities. In addition, our independent directors consider all applicable statutory and regulatory requirements and the requirements of any exchange upon which our common stock is listed or to which it may apply in the foreseeable future.

Although our board of directors does not maintain a specific policy with respect to board diversity, we believe that our board of directors should be a diverse body, and our independent directors consider a broad range of backgrounds and experiences in reviewing candidates for nomination to the board of directors. In making determinations regarding nominations of directors, our independent directors may take into account the benefits of diverse viewpoints. Our independent directors also consider these and other factors as it oversees the annual board of director and committee evaluations. After completing its review and evaluation of director candidates, our independent directors recommend to our full board of directors the director nominees for selection.

#### Stockholder Recommendations for Nominations to the Board of Directors

We will consider director candidates recommended by stockholders so long as such recommendations comply with our certificate of incorporation, our bylaws, and applicable laws, rules and regulations, including those promulgated by the SEC. Our independent directors will evaluate such recommendations in accordance with our charter, bylaws, policies and procedures for director candidates, and the regular director nominee criteria described above. This process is designed to ensure that our board of directors includes members with diverse backgrounds, skills and experience, including appropriate financial and other expertise relevant to our business. Eligible stockholders wishing to recommend a candidate for nomination should contact our Secretary in writing. Such recommendations must include information about the candidate, evidence of the recommending stockholder's ownership of our common stock, and written consent from the candidate confirming willingness to serve on our board of directors, if elected. Our independent directors have discretion to decide which individuals to recommend for nomination as directors.

#### Director Attendance

During 2020, the board of directors held four meetings. Each of our directors attended at least 75% of all meetings of the board of directors and any committees on which such director was a member.

Although we do not have a specific director attendance policy, directors are encouraged to attend the annual meetings of stockholders.

### **Code of Conduct and Ethics**

We have adopted a Code of Conduct and Ethics that applies to our directors, officers, employees and independent contractors. Our Code of Conduct and Ethics is designed to deter wrongdoing and promote: (i) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (ii) full, fair, accurate, timely and understandable disclosure in reports and documents that we file with, or submit to, the SEC and in our other public communications; (iii) compliance with applicable governmental laws, rules, and regulations; (iv) the prompt internal reporting of violations of the code to an appropriate person or persons identified in the code; and (v) accountability for adherence to the code. A copy of our Code of Conduct and Ethics is available on our official website at <https://hffoodsgroup.com>. We intend to disclose any amendments or waivers of the Code of Conduct and Ethics on our website within four business days.

### **CERTAIN RELATIONSHIPS AND TRANSACTIONS WITH RELATED PERSONS**

Mr. Zhou Min Ni and trusts for the benefit of Mr. Ni's four children are beneficial owners of 26.2% of the Company's outstanding shares of common stock, and he and certain of his immediate family members have ownership interests in various companies (the "Related Parties") involved in (i) the distribution of food and related products to restaurants and other retailers and (ii) the supply of fresh food, frozen food, and packaging supplies to distributors. Mr. Ni voluntarily resigned from the Board of Directors and as co-Chief Executive Officer effective February 23, 2021.

Mr. Xiao Mou Zhang, our Chief Executive Officer, and certain of his immediate family also have ownership interests in various companies (the "Related Parties") involved in (i) the distribution of food and related products to restaurants and other retailers and (ii) the supply of fresh food, frozen food, and packaging supplies to distributors.

The Company purchases products from and sells products to some of these Related Parties which at times also involve making advance payments to, or receiving advance payments from, these Related Parties. Prices paid for these goods are based on the prices published by the particular Related Party. The Company also leases to a Related Party a warehouse and distribution facility near Savannah, Georgia, which promotes a relationship that helps the Company source a reliable supply of fresh and frozen seafood. The Company also leases from a Related Party its warehouse and distribution facility in Atlanta, Georgia, which enables the Company operations in that market.

The Company has also made loans to certain Related Parties. Set forth below is the outstanding amount due under each loan and the amount of principal and interest payments received in each of the last two years.

The Company makes regular purchases from and sales to various related parties. Related party affiliations were attributed to transactions conducted between the Company and those business entities partially or wholly owned by Company officers. Management believes that the prices paid to these Related Parties as well as the level of service, reliability, delivery terms, and historical performance of these Related Parties are substantially equivalent to, or more advantageous than, prices and terms the Company would receive in arm's length transactions from third parties that have no relationship with the Company and are capable of providing the same level of service. The related party affiliations, including the bona fides and fairness of certain transactions with related parties, are among the issues that are being scrutinized as part of an ongoing internal investigation, and disclosures concerning particular transactions are subject to the outcome of, and conclusions that may ultimately be reached in, this ongoing investigation. Mr. Zhou Min Ni and Mr. Xiao Mou Zhang were the Co-Chief Executive Officers as of December 31, 2020 and 2019. Mr. Ni subsequently resigned from all of his official posts on February 23, 2021. Upon resignation, Mr. Ni personally owned 10.7% of outstanding shares of common stock. Mr. Xiao Mou Zhang became the sole Chief Executive Officer on February 23, 2021.

The related party transactions as of December 31, 2020 and 2019 and for the years ended December 31, 2020 and 2019 are identified as follows:

#### **Related Party Transactions**

**a. Purchase - related parties**

Below is a summary of purchases of goods and services from related parties recorded for the years ended December 31, 2020 and 2019, respectively:

Name of Related Party	For the Years Ended	
	December 31, 2020	December 31, 2019
(a) Allstate Trading Company, Inc.	\$ 308,865	\$ 111,213
(b) Best Food Services, LLC	5,829,680	2,136,388
(c) Eagle Food Service, LLC	100,892	232,566
(d) Eastern Fresh NJ, LLC	4,508,507	6,678,704
(e) Enson Group, Inc. (formerly "Enson Group, LLC")	142,711	174,711
(f) Enson Seafood GA, Inc. (formerly "GA-GW Seafood, Inc.")	—	181,985
(g) First Choice Seafood, Inc.	454,606	2,092,599
(h) Fujian RongFeng Plastic Co., Ltd	3,617,121	6,207,379
(i) Hanfeng (Fujian) Information Technology Co., Ltd.	997,395	3,032,984
(j) Hanfeng Information Technology (Jinhua), Inc.	1,134,620	—
(k) N&F Logistics, Inc.	368,529	1,428,294
(l) North Carolina Good Taste Noodle, Inc.	—	4,607,652
(m) Ocean Pacific Seafood Group, Inc.	567,836	598,286
(n) Revolution Industry, LLC	2,362,131	2,822,561
(o) UGO USA, Inc.	644,410	724,486
(p) Union Foods, LLC	1,246,720	9,003,455
(q) Winfar Foods, Inc.	622,417	—
Others	84,965	354,737
<b>Total</b>	<b>\$ 22,991,405</b>	<b>\$ 40,388,000</b>

(a) Mr. Zhou Min Ni owns 40% equity interest in this entity.

(b) Mr. Xiao Mou Zhang previously owned 10.38% equity interest in this entity indirectly through its parent company as of 10/31/2020. Mr. Zhang's children own 10.38% equity interest in this entity indirectly from 11/1/2020.

(c) Tina Ni, one of Mr. Zhou Min Ni's family members, owns 26.5% equity interest in this entity indirectly through its parent company.

(d) Mr. Zhou Min Ni owns 30% equity interest in this entity.

(e) Mr. Zhou Min Ni owns 25% equity interest in this entity.

(f) Mr. Zhou Min Ni owns 50% equity interest in this entity.

(g) Mr. Zhou Min Ni owns 25% equity interest in this entity indirectly through its parent company.

(h) Mr. Zhou Min Ni owns 40% equity interest in this entity indirectly through its parent company.

(i) Mr. Zhou Min Ni owns 100% equity interest in this entity.

(j) Mr. Zhou Min Ni owns 37% equity interest in this entity.

(k) Mr. Zhou Min Ni owns 25% equity interest in this entity.

(l) Mr. Jian Ming Ni, former Chief Financial Officer, owns 29% equity interest in this entity. Mr. Zhou Min Ni previously owned 37.34% equity in this entity as of 12/31/2019. We have been told that Mr Ni's equity interest was disposed of on 1/1/2020. Although this entity was no longer a related party in year 2020, for comparison purposes, our total purchase from this entity in year 2020 was \$3,986,069.

(m) Mr. Zhou Min Ni owns 26% equity interest in this entity.

(n) Raymond Ni, one of Mr. Zhou Min Ni's family members, owns 100% equity interest in this entity. On 2/25/2021, Han Feng executed an asset purchase agreement to acquire the machinery and equipment from Revolution Industry, LLC. Han Feng has acquired substantially all of the operating assets used or held for use in such business operation for an amount of \$250,000 plus the fair market wholesale value of all verified, useable cabbage and egg roll mix inventory of Revolution. Advances due from Revolution at the time of transaction were an offset to the purchase payment made to

Revolution. Going forward, Han Feng has taken the egg roll production business in house and ceased its vendor relationship with Revolution Industry, LLC.

- (o) Mr. Zhou Min Ni owns 30% equity interest in this entity.  
 (p) Tina Ni, one of Mr. Zhou Min Ni's family members, owns 30% equity interest in this entity. Anthony Zhang, one of Mr. Xiao Mou Zhang's family members, owns 10% equity interest in this entity.  
 (q) Mr. Xiao Mou Zhang owns 5.2% equity interest in this entity indirectly through its parent company.

#### b. Sales - related parties

Below is a summary of sales to related parties recorded for the years ended December 31, 2020 and 2019, respectively:

Name of Related Party	For the Years Ended	
	December 31, 2020	December 31, 2019
ABC Food Trading, LLC	\$ 1,870,728	416,392
Asahi Food, Inc.	465,069	70,700
Best Food Services, LLC	336,800	—
Eagle Food Service, LLC	4,604,894	7,172,063
Eastern Fresh NJ, LLC	1,602,479	4,470,618
Enson Group, Inc. (formerly "Enson Group, LLC")	307,585	635,078
Enson Philadelphia, Inc.	125,684	142,193
Enson Seafood GA, Inc. (formerly "GA-GW Seafood, Inc.")	492,679	1,481,776
First Choice Seafood, Inc.	1,378,207	—
Fortune One Foods, Inc.	310,635	787,700
Heng Feng Food Services, Inc.	668,844	1,601,546
N&F Logistics, Inc.	1,027,427	2,364,820
The Big Catch Alhambra, LLC	57,048	60,842
UGO USA, Inc.	66,448	75,393
Others	108,020	73,295
	\$ 13,422,549	19,352,416

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- (a) Mr. Xiao Mou Zhang previously owned 10.38% equity interest in this entity indirectly through its parent company as of 10/31/2020. Mr. Zhang's children own 10.38% equity interest in this entity indirectly from 11/1/2020.  
 (b) The Company, through its subsidiary MountainFood, LLC, owns 49% equity interest in this entity.  
 (c) Mr. Xiao Mou Zhang previously owned 10.38% equity interest in this entity indirectly through its parent company as of 10/31/2020. Mr. Zhang's children own 10.38% equity interest in this entity indirectly from 11/1/2020.  
 (d) Tina Ni, one of Mr. Zhou Min Ni's family members, owns 26.5% equity interest in this entity indirectly through its parent company.  
 (e) Mr. Zhou Min Ni owns 30% equity interest in this entity.  
 (f) Mr. Zhou Min Ni owns 25% equity interest in this entity.  
 (g) Mr. Zhou Min Ni owns 23.33% equity interest in this entity.  
 (h) Mr. Zhou Min Ni owns 50% equity interest in this entity.  
 (i) Mr. Zhou Min Ni owns 25% equity interest in this entity indirectly through its parent company.  
 (j) Mr. Zhou Min Ni owns 17.5% equity interest in this entity indirectly through its parent company.  
 (k) Mr. Zhou Min Ni owns 45% equity interest in this entity.  
 (l) Mr. Zhou Min Ni owns 25% equity interest in this entity.  
 (m) Mr. Xiao Mou Zhang owns 10% equity interest in this entity.  
 (n) Mr. Zhou Min Ni owns 30% equity interest in this entity.

#### c. Lease Agreements - Related Parties

The Company leases various facilities to related parties.



R&N Holdings leases a facility to North Carolina Good Taste Noodle Inc under an operating lease agreement expiring in 2024. Rental income for the year ended December 31, 2019 was \$45,600. We have been told that Mr. Ni disposed of his equity interest on January 1, 2020. Therefore, North Carolina Good Taste Noodle Inc is no longer a related party as of January 1, 2020. For comparison purposes, the rental income for the year ended December 31, 2020 was \$45,600.

R&N Holdings also leases a facility to UGO USA Inc. under an operating lease agreement expiring in 2022. Rental income recorded for the year ended December 31, 2020 and 2019 was \$161,000 and nil, respectively. Rental income recorded for 2020 represented \$119,000 of retroactive billing from March 1, 2017 to December 31, 2019, and \$42,000 for the year ended December 31, 2020.

HG Realty leases a warehouse to Enson Seafood GA Inc. (formerly "GA-GW Seafood, Inc.") under an operating lease agreement expiring on September 21, 2027. Rental income recorded for the years ended December 31, 2020 and 2019 was \$480,000 and \$480,000, respectively.

Han Feng leased a production area to Revolution Industry, LLC under a \$3,000 month-to-month lease agreement. Rental income recorded for the years ended December 31, 2020 and 2019 was \$39,000 and \$33,000, respectively. The lease agreement was terminated as a result of the asset purchase agreement executed on February 25, 2021. See Footnote 19 Subsequent Events for additional information.

B&R Global leased warehouses from related parties owned by the majority shareholder of B&R Global prior to the Realty Acquisition on January 17, 2020. Rent to the related parties recorded from January 1, 2020 to January 16, 2020 was \$187,750.

In 2020, Kimland renewed a warehouse lease from Yoan Chang Trading, Inc. ("Yoan") under an operating lease agreement expiring on December 31, 2020. Rent incurred to the related party was \$120,000 and \$120,000 recorded for the years ended December 31, 2020 and 2019, respectively.

In January 2021, Kimland signed a new 5-year operating lease agreement with Yoan to continue to lease the warehouse space that Kimland has been operating in at 36 - 40 Enterprise Blvd, Atlanta, Georgia. Pursuant to the warehouse lease, effective January 1, 2021 and maturing on December 31, 2025, Kimland will pay an initial monthly rental rate of \$23,495 with standard annual rent escalation of 3% per annum.

### Related Party Balances

#### a. Accounts receivable - related parties, net

Below is a summary of accounts receivable with related parties recorded as of December 31, 2020 and 2019, respectively:

	Name of Related Party	As of December 31, 2020	As of December 31, 2019
(a)	ABC Food Trading, LLC	\$ 18,816	\$ 238,513
(b)	Asahi Food, Inc.	68,766	34,265
(c)	Eagle Food Service, LLC	697,538	979,591
(d)	Eastem Fresh NJ, LLC	—	1,511,075
(e)	Enson Group, Inc. (formerly "Enson Group, LLC")	—	341,200
(f)	Enson Seafood GA, Inc. (formerly "GA-GW Seafood, Inc.")	325,596	348,833
(g)	Fortune One Foods, Inc.	36,250	53,862
(h)	Heng Feng Food Services, Inc.	—	477,541
(i)	N&F Logistics, Inc.	113,247	119,241
(j)	The Big Catch Alhambra, LLC	2,292	89,249
	Others	4,068	9,500
Total		\$ 1,266,573	\$ 4,202,870

- (a) Mr. Xiao Mou Zhang previously owned 10.38% equity interest in this entity indirectly through its parent company as of 10/31/2020. Mr. Zhang's children own 10.38% equity interest in this entity indirectly from 11/1/2020.
- (b) The Company, through its subsidiary Mountain Food, LLC., owns 49% equity interest in this entity.
- (c) Tina Ni, one of Mr. Zhou Min Ni's family members, owns 26.5% equity interest in this entity indirectly through its parent company.
- (d) Mr. Zhou Min Ni owns 30% equity interest in this entity.
- (e) Mr. Zhou Min Ni owns 25% equity interest in this entity.
- (f) Mr. Zhou Min Ni owns 50% equity interest in this entity.
- (g) Mr. Zhou Min Ni owns 17.5% equity interest in this entity indirectly through its parent company.
- (h) Mr. Zhou Min Ni owns 45% equity interest in this entity.
- (i) Mr. Zhou Min Ni owns 25% equity interest in this entity.
- (j) Mr. Xiao Mou Zhang owns 10% equity interest in this entity.

All accounts receivable from these related parties are current and considered fully collectible. No allowance is deemed necessary as of December 31, 2020 and December 31, 2019.

#### b. Accounts payable - related parties, net

All the accounts payable to related parties are payable upon demand without interest. Below is a summary of accounts payable with related parties recorded as of December 31, 2020 and 2019, respectively:

Name of Related Party	As of December 31, 2020	As of December 31, 2019
(a) Best Food Services, LLC	\$ 588,920	\$ 987,487
(b) Eastem Fresh NJ, LLC	427,795	—
(c) Fujian RongFeng Plastic Co., Ltd	69,429	1,684,192
(d) Hanfeng (Fujian) Information Technology Co., Ltd.	175,657	—
(e) Hanfeng Information Technology (Jinhua), Inc.	107,258	166,971
(f) Heng Feng Food Services, Inc.	116,436	—
(g) North Carolina Good Taste Noodle, Inc.	—	992,353
(h) UGO USA, Inc.	211,003	340,087
(i) Union Foods, LLC	—	248,901
Others	87,363	101,365
<b>Total</b>	<b>\$ 1,783,861</b>	<b>\$ 4,521,356</b>

- (a) Mr. Xiao Mou Zhang previously owned 10.38% equity interest in this entity indirectly through its parent company as of 10/31/2020. Mr. Zhang's children own 10.38% equity interest in this entity indirectly from 11/1/2020.
- (b) Mr. Zhou Min Ni owns 30% equity interest in this entity.
- (c) Mr. Zhou Min Ni owns 40% equity interest in this entity indirectly through its parent company.
- (d) Mr. Zhou Min Ni owns 100% equity interest in this entity.
- (e) Mr. Zhou Min Ni owns 37% equity interest in this entity.
- (f) Mr. Zhou Min Ni owns 45% equity interest in this entity.
- (g) Mr. Jian Ming Ni, former Chief Financial Officer, owns 29% equity interest in this entity. Mr. Zhou Min Ni previously owned 37.34% equity in this entity as of 12/31/2019. We have been told that Mr Ni's equity interest was disposed of on 1/1/2020. Although this entity was no longer a related party in year 2020, for comparison purposes, accounts payable to this entity as of 12/31/2020 was \$554,156.
- (h) Mr. Zhou Min Ni owns 30% equity interest in this entity.
- (i) Tina Ni, one of Mr. Zhou Min Ni's family members, owns 30% equity interest in this entity. Anthony Zhang, one of Mr. Xiao Mou Zhang's family members, owns 10% of equity interest in this entity.

#### c. Advances to suppliers - related parties, net

The Company periodically provides purchase advances to various vendors, including the related party suppliers.

Below is a summary of advances to related party suppliers recorded as of December 31, 2020 and December 31, 2019, respectively:

Name of Related Party		As of December 31, 2020	As of December 31, 2019
(a)	Ocean Pacific Seafood Group, Inc.	\$ 7,101	\$ 223,303
(b)	Revolution Industry, LLC	189,702	521,832
<b>Total</b>		<b>\$ 196,803</b>	<b>\$ 745,135</b>

(a) Mr. Zhou Min Ni owns 26% equity interest in this entity.

(b) Raymond Ni, one of Mr. Zhou Min Ni's family members, owns 100% equity interest in this entity. On 2/25/2021, Han Feng executed an asset purchase agreement to acquire the machinery and equipment from Revolution Industry, LLC. Han Feng has acquired substantially all of the operating assets used or held for use in such business operation for an amount of \$250,000 plus the fair market wholesale value of all verified, useable cabbage and egg roll mix inventory of Revolution. Advances due from Revolution at the time of transaction were an offset to the purchase payment made to Revolution. Going forward, Han Feng has taken the egg roll production business in house and ceased its vendor relationship with Revolution Industry, LLC.

#### **d. Promissory note payable - related party**

B&R Global issued a \$7.0 million Unsecured Subordinated Promissory Note to BRGR. The note bears an interest rate of 6% per annum that matures in January 2030.

#### **e. Security deposit - related parties**

The Company made deposits to its related parties for warehouse rental purposes. These deposits are expected to be returned upon termination of the respective leases. Total deposits to related parties amounted to \$591,380 as of December 31, 2019. As a result of the Realty Acquisition referenced in Note 8, rent deposits previously classified as made by related parties became intercompany balances and were eliminated as of December 31, 2020. There were no related party rent deposits as of December 31, 2020.

#### **f. Notes Receivable - Related Parties**

The Company had previously made advances or loans to certain entities that are either owned by our former Chairman and Co-CEO of the Company, Mr. Zhou Min Ni or his family members.

On January 1, 2018, the Company entered into a promissory note agreement with Enson Seafood GA Inc. (Enson Seafood). Pursuant to the promissory note agreement, the total outstanding balance of \$550,000 due from Enson Seafood as of December 31, 2017 was converted into promissory notes bearing annual interest of 5% commencing January 1, 2018. The principal plus interest was due no later than December 31, 2019. Interest was computed on the outstanding balance on the basis of the actual number of days elapsed in a year of 360 days.

On September 30, 2018, the Company signed a promissory note agreement with Enson Seafood in the principal amount of \$2,000,000. The note accrued interest at the rate of 5% per annum on the unpaid balance, compounded monthly. The principal plus all accrued and unpaid interest was initially due no later than September 30, 2019, with an option to renew, and required Enson Seafood to make monthly payments of \$171,215 for twelve months. On March 1, 2019, the Company and Enson Seafood extended the expiration date of the note until February 29, 2024 and Mr. Zhou Min Ni agreed to personally guarantee the note.

On January 1, 2018, the Company signed a promissory note agreement with Han Feng Global, Inc. dba NSG International, Inc. (NSG). Pursuant to the promissory note agreement, the total outstanding balance of \$5,993,552 due from NSG as of December 31, 2017 was converted into a promissory note bearing annual interest of 5% commencing January 1, 2018. The principal plus interest was required to be paid off no later than December 31, 2019. Interest was computed on the outstanding balance on the basis of the actual number of days elapsed in a year of 360 days.

On March 1, 2019, the Company entered into a new five-year term promissory note agreement with NSG that comprised a restatement and novation and superseded the note dated January 1, 2018. Pursuant to the new promissory note agreement, the

outstanding balance of \$5,941,031 together with interest at the rate of 5% per annum became payable in monthly installments until principal and accrued interest was paid in full on or before March 1, 2024.

On March 1, 2018, the Company entered into a promissory note agreement by which Revolution Automotive, LLC (Revolution Automotive) was loaned \$483,628. Pursuant to this promissory note agreement, Revolution Automotive was required to make monthly payments of \$5,000 for 60 months, including interest, with a final payment of \$284,453. The loan bore interest of 5% per annum. Interest was computed on the outstanding balance on the basis of the actual number of days elapsed in a year of 360 days. The principal plus interest was to be paid off no later than April 30, 2023.

On March 1, 2019, the Company and each of Enson Seafood and NSG agreed to extend the expiration date of their notes payable until February 29, 2024, and Mr. Zhou Min Ni agreed to personally guarantee these notes.

On September 30, 2019, the Company and Mr. Ni entered into a Loan Purchase and Sale Agreement (the "Loan Sale Agreement"). Pursuant to the Loan Sale Agreement, all notes receivable stated above, having then a combined outstanding balance of \$8,415,525 ("Total Notes Receivable"), were sold to Mr. Zhou Min Ni in exchange for 632,746 shares of common stock of the Company, which shares were received and recorded in treasury stock by the Company as of September 30, 2019. In connection with the sale of the above notes, the Company also required 208,806 additional shares of common stock of the Company owned by Mr. Ni to be placed in an escrow account for a period of one year until September 30, 2020 (the "Escrow Period"), which would be delivered to the Company in part or in full, if the volume weighted average price ("VWAP") of the Company's common stock for the 250-trading-day period immediately preceding the expiration of the Escrow Period is less than \$13.30.

On October 9, 2020, in accordance with the terms of the Loan Sale Agreement, the Company and Mr. Ni determined and agreed that the applicable 250-day VWAP was \$10.59, and therefore 161,966 of the Escrow Shares were transferred to and recorded as treasury stock by the Company and the remaining 46,840 Escrow Shares were returned to Mr. Ni. Consequently, the Total Notes Receivable guaranteed by Mr. Ni is considered fully settled. The Company has retired all treasury stock as of December 31, 2020.

## EXECUTIVE COMPENSATION

The following table sets forth a summary of the compensation paid to or accrued by our chief executive officer and the most highly compensated executive officers other than our chief executive officer whose total compensation exceeded \$100,000 for the fiscal years ended December 31, 2020 and 2019:

### Summary Compensation Table Summary Compensation Table

Name	Year	Salary (\$)	Bonus (\$)	All other compensation (\$)	Total (\$)
<b>Zhou Min Ni</b>	2020	403,590	—	—	403,590
Former Co-Chief Executive Officer	2019	400,000	—	—	400,000
	2018	400,000	—	—	400,000
<b>Xiao Mou Zhang (1)</b>	2020	403,077	200,000	—	603,077
Chief Executive Officer	2019	85,000	—	8,494 (2)	93,494
<b>Kong Hian Lee (3)</b>	2020	198,510	100,000	—	298,510
Executive Vice President, Chief Financial Officer	2019	23,038	—	24,000 (6)	47,038
<b>Sha J. Zhang (4)</b>	2020	221,692	40,000	—	261,692
Vice President, Chief Accounting Officer	2019	32,654	—	—	32,654
<b>Caixuan Xu (5)</b>	2020	221,129	40,000	—	261,129
Former Vice President, Finance & Accounting	2019	201,667	30,000	—	231,667

(1) Mr. Zhang was appointed Co-CEO on November 4, 2019 following the merger with B&R Global and became sole CEO on February 23, 2021 following the voluntary resignation of former Co-CEO, Mr. Ni.

(2) Represents the personal use portion of an automobile provided by the Company.

(3) Mr. Lee joined the Company in November 2019.

(4) Ms. Zhang was appointed as Vice President following the merger with B&R Global on November 4, 2019.

(5) Ms. Xu joined the Company in February 2019 and left in March 2021.

(6) Payment represents relocation allowance per the employment contract.

### Compensation Discussion and Analysis

Compensation for our executives is comprised solely of the items set forth in the above table. We do not use a prescribed formula to establish pay levels. Rather, the board of directors and compensation committee considers changes in the business, external market factors and our financial position each year when determining pay levels for the named executive officers.

The committee generally seeks to set a named executive officer's targeted total cash compensation opportunity within a range that is the average of the applicable peer company and/or general industry compensation survey data, adjusted as appropriate for individual performance and internal pay equity and labor market conditions.

Each executive's base salary is supplemented by various benefit plans that provide health, life, accident, disability and severance benefits, most of which are the same as the benefits provided to all of our employees.

### Employment Agreements

On August 22, 2018, we entered into an employment agreement with Zhou Min Ni to serve as our Chief Executive Officer until August 31, 2023. Upon Mr. Ni's voluntary resignation, a Separation Agreement between Mr. Ni and the Company, dated as of February 23, 2021, superseded the 2018 employment agreement and released all rights and claims under the 2018 employment agreement. See Exhibit 10.28 of our Annual Report on Form-10-K for the year ended December 31, 2020.

### Termination Arrangements

Our prior employment agreement with Zhou Min Ni provided for certain rights and obligations if we terminated such executive's employment. Upon Mr. Ni's voluntary resignation, a Separation Agreement between Mr. Ni and the Company, dated as of February 23, 2021, superseded the 2018 employment agreement and released all rights and claims under the 2018 employment agreement. See Exhibit 10.28 of our Annual Report on Form-10-K for the year ended December 31, 2020.

### Change in Control Provisions

Our 2018 Omnibus Equity Incentive Plan (the "Plan") provides for the acceleration of the vesting of unvested equity awards upon a "Change in Control" of the Company. A Change in Control is defined in the Plans to include (i) a sale or transfer of substantially all of the Company's assets; (ii) the dissolution or liquidation of the Company; (iii) a merger or consolidation to which the Company is a party and after which the prior shareholders of the Company hold less than 50% of the combined voting power of the surviving corporation's outstanding securities; or (iv) the incumbent directors cease to constitute at least a majority of the Board of Directors. In the event of a "Change In Control," the Plan provides for the immediate vesting of all equity awards issued thereunder.

Our prior employment agreement with Zhou Min Ni contained change in control provisions. Upon Mr. Ni's voluntary resignation, a Separation Agreement between Mr. Ni and the Company, dated as of February 23, 2021, superseded the 2018 employment agreement and released all rights and claims under the 2018 employment agreement. See Exhibit 10.28 of our Annual Report on Form-10-K for the year ended December 31, 2020.

#### Outstanding Equity Awards at December 31, 2018

We have not granted any equity awards to any named executive officer as of December 31, 2020.

### DIRECTOR COMPENSATION

The following table sets forth for each director information regarding their compensation for the year ended December 31, 2020:

Name	Fees Earned (\$)
Zhou Min Ni (1)	—
Xiao Mou Zhang (1)	—
Russell T. Libby (2)	27,500
Dr. Hong Wang	40,000
Xi Lin	45,000
Zhehui Ni (3)	10,000

- (1) These individuals did not receive any additional compensation for their service as a director.
- (2) Russell T. Libby was appointed as a director on July 1, 2020, replacing the outgoing director, Zhehui Ni.
- (3) Zhehui Ni resigned from her position as a director on June 30, 2020.

#### Narrative Disclosure to Director Compensation Table

We paid our independent directors \$5,000 per quarter and sub-committee chair \$2,500 per sub-committee per quarter in financial year 2020. In addition, we also paid a one-time fee of \$15,000 to our Special Investigation Committee ("SIC") Chair and \$10,000 to the SIC members in 2020. In financial year 2021, we will pay our Chairman of the Board \$18,750 and independent directors \$12,500 per quarter, respectively. We reimburse directors for any out-of-pocket expenses incurred in connection with attending board or committee meetings.

### EQUITY COMPENSATION PLAN INFORMATION

The following table provides certain information with respect to all of our equity compensation plans in effect as of December 31, 2020.

	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	—	\$ —	3,000,000
Equity compensation plans not approved by security holders	—	\$ —	—
<b>Total</b>	<b>—</b>	<b>\$ —</b>	<b>3,000,000</b>

On August 10, 2018, our stockholders adopted the HF Food Group Inc. 2018 Omnibus Equity Incentive Plan (the "Plan"). The Plan reserves 3,000,000 shares of common stock for issuance of awards to employees, non-employee directors, and consultants and is administered by the Compensation Committee of the Board. The Plan provides for the grant of incentive stock options, nonstatutory stock options, restricted stock awards, restricted stock unit awards, stock appreciation rights, other stock awards, and performance awards that may be settled in stock, or other property. The term of stock options granted may not exceed ten years and exercise prices may not be less than 100% of the fair market value of the common stock subject to the stock option on the date of grant. If an equity award granted under the Plan, or any portion thereof, expires, is forfeited or otherwise terminates without all of the shares covered by the equity award having been issued, such expiration, termination or settlement will not reduce or otherwise offset the number of shares available for issuance under the Plan. In the event of a change in control, an equity award under the Plan may be subject to additional acceleration of vesting and exercisability. Unless terminated sooner by our board of directors, the Plan will automatically terminate on August 9, 2028. As of December 31, 2020, there were no equity awards granted under the Plan and all 3,000,000 shares were available for future grants. In 2021, the Board of Directors have approved a plan to issue approximately \$2.3m worth of Restricted Stock Units (RSU). The final number of RSU to be issued shall be determined based on the latest closing price of the Company's stock as quoted on Nasdaq prior to the actual date of issuance, estimated to be completed before the end of second quarter. The Compensation Committee of the Board of Directors will approve forms of RSU award agreements that will set forth the terms of RSU awards that may be granted to the Company's executive officers and directors, as well as performance awards that may be granted to certain senior executives and managers.

**PROPOSAL 2: RATIFICATION OF THE SELECTION OF FRIEDMAN LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2021.**

The audit committee has appointed Friedman LLP ("Friedman") to audit and report on the consolidated financial statements of the Company and its subsidiaries for the fiscal year ending December 31, 2021. Friedman served as our independent registered public accounting firm for the fiscal year ended December 31, 2020.

The board of directors is submitting the selection of Friedman for ratification at the Annual Meeting. The submission of this matter for ratification by stockholders is not legally required, but our board of directors and the audit committee believe the submission provides an opportunity for stockholders through their vote to communicate with the board and the audit committee about an important aspect of corporate governance. If the stockholders do not ratify the selection of Friedman, the audit committee will reconsider, but will not be required to rescind, the selection of that firm as our independent registered public accounting firm. Representatives of Friedman will attend the Annual Meeting and may make a statement if they wish. They will be available to answer appropriate questions at the Annual Meeting.

The audit committee has the authority and responsibility to retain, evaluate and replace our independent registered public accounting firm. The stockholders' ratification of the appointment of Friedman does not limit the authority of the audit committee to change our independent registered public accounting firm, as it deems necessary or appropriate, at any time.

**Audit and Related Fees**

The following table presents fees for professional audit services performed by Friedman for the audit of our annual financial statements for the years ended December 31, 2020 and 2019. We did not pay any fees to Friedman for audit-related services or tax services in the years ended December 31, 2020 and 2019.

Fee Category	2020	2019
Audit Fees	\$ 1,086,080	\$ 804,500
Audit-Related Fees	—	—
Tax Fees	—	—
All Other Fees	—	—
Total Fees	\$ 1,086,080	\$ 804,500

*Audit Fees* consist of fees billed for professional services rendered for the audit of our financial statements and review of the interim financial statements included in quarterly reports and services that are normally provided by our auditors in connection with statutory and regulatory filings or engagements. Audit fees also include fees for services provided in connection with review of documents filed with the SEC.

As previously reported in the Company's Current Report on Form 8-K dated January 2, 2018, the Company engaged Friedman as its independent registered public accounting firm on January 2, 2018. The Company's previous independent registered public accounting firm Marcum LLP ("Marcum") was dismissed on the same date. The decision to engage Friedman and to dismiss Marcum was approved by the Audit Committee. During the year ended December 31, 2016 and the subsequent period through January 2, 2018, neither the Company nor anyone on its behalf consulted Friedman regarding either (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's consolidated financial statements, and neither a written report nor oral advice was provided to the Company that Friedman concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a disagreement (as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions to Item 304 of Regulation S-K) or a reportable event.

**Audit Committee Pre-Approval Procedures**

The audit committee of our board of directors consists of Xi Lin (Chairman), Dr. Hong Wang and Russell Libby. The audit committee approves the engagement of our independent auditors to render audit and non-audit services before they are engaged. All of the fees for 2020 and 2019 shown above were pre-approved by the audit committee.

The audit committee pre-approves all audit and other permitted non-audit services provided by our independent auditors. Pre-approval is generally provided for up to one year, is detailed as to the particular category of services and is subject to a monetary limit. Our independent auditors and senior management periodically report to the audit committee the extent of



services provided by the independent auditors in accordance with the pre-approval, and the fees for the services performed to date. The audit committee may also pre-approve particular services on a case-by-case basis.

Our audit committee will not approve engagements of our independent registered public accounting firm to perform non-audit services for us if doing so will cause our independent registered public accounting firm to cease to be independent within the meaning of applicable SEC rules. In addition, our audit committee considers, among other things, whether our independent registered public accounting firm is able to provide the required services in a more or less effective and efficient manner than other available service providers.

#### Required Vote

Approval of Proposal 2 requires the affirmative vote of a majority of the shares of common stock present in person, virtually or by proxy and entitled to vote on this proposal at the Annual Meeting. As a result, abstentions will have the same effect as votes against this proposal. We do not expect any broker non-votes in connection with this proposal.

<p><b>The board of directors recommends a vote FOR the proposal to ratify the selection of Friedman as our independent registered public accounting firm for the fiscal year ending December 31, 2021.</b></p>
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#### REPORT OF THE AUDIT COMMITTEE

This report of the audit committee is required by the SEC and, in accordance with the SEC's rules, will not be deemed to be part of or incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act or under the Exchange Act, except to the extent that we specifically incorporate this information by reference, and will not otherwise be deemed "soliciting material" or "filed" under either the Securities Act or the Exchange Act.

Our management is responsible for the preparation, presentation and integrity of our financial statements for the appropriateness of the accounting principles and reporting policies that we use, and for establishing and maintaining adequate internal control over financial reporting. Friedman, our independent registered public accounting firm for 2020, was responsible for performing an independent audit of our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2020 (the "Form 10-K"), and expressing an opinion on the conformity of those financial statements with generally accepted accounting principles.

In connection with the preparation of our audited financial statements for the year ended December 31, 2020, the audit committee:

- reviewed and discussed the audited financial statements with management;
- discussed with Friedman, our independent registered public accounting firm, the matters required to be discussed under applicable standards of the of the Public Company Accounting Oversight Board ("PCAOB"); and
- received the written disclosures and the letter from Friedman, our independent registered public accounting firm, required by the applicable requirements of the PCAOB regarding Friedman's communications with the audit committee concerning independence, discussed with Friedman its independence, and satisfied itself as to their independence.

Based upon the review and discussions described above, the audit committee recommended to the board of directors that the audited financial statements be included in the Form 10-K for filing with the SEC.

#### THE AUDIT COMMITTEE

Xi Lin  
Dr. Hong Wang  
Russell T. Libby

### PROPOSAL 3: ADVISORY VOTE ON EXECUTIVE COMPENSATION

#### General

In accordance with Section 14A of the Exchange Act and Rule 14a-21(a) promulgated thereunder, our stockholders are entitled to vote at the Annual Meeting to approve the compensation of our named executive officers, commonly known as a "Say-on-Pay", as disclosed in this proxy statement in accordance with the standards established under Item 402 of Regulation S-K under the Exchange Act. However, the stockholder vote on executive compensation is an advisory vote only, and it is not binding on us, our board of directors, or any of our board committees.

Although the vote is non-binding, our board of directors and the compensation committee value the opinions of our stockholders and will consider the outcome of the vote when making future compensation decisions affecting our executive officers.

We design our executive compensation program to implement our core objectives of attracting and retaining superior executive talent, motivating and rewarding executives whose knowledge, skills and performance are critical to our business, ensuring executive compensation is aligned with our corporate strategies and business objectives, and aligning executives' incentives with the creation of stockholder value.

#### Resolution

Our stockholders are being asked to approve by advisory vote the following resolution relating to the compensation of our named executive officers as described in this proxy statement:

"RESOLVED that the Company's stockholders hereby approve the compensation paid to the Company's executive officers named in the Summary Compensation Table of this proxy statement, as that compensation is disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the various compensation tables and the accompanying narrative discussion included in this proxy statement."

The vote on this resolution is not intended to address any specific element of compensation; rather the vote relates to the compensation of our named executive officers, as described in this proxy statement in accordance with the compensation disclosure rules of the SEC.

#### Required Vote

Approval of Proposal 3 requires the affirmative vote of a majority of the shares of common stock present in person, virtually or by proxy and entitled to vote on this proposal at the Annual Meeting. As a result, abstentions will have the same effect as votes against this proposal and broker non-votes will have no effect on this proposal.

**The board of directors recommends an advisory vote FOR the resolution to approve the executive compensation as disclosed in this proxy statement.**

## SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Reports of all transactions in our common stock by officers, directors and ten percent (10%) stockholders are required to be filed with the SEC pursuant to Section 16(a) of the Exchange Act. Based solely on our review of copies of the reports received, or representations of such reporting persons, we believe that during the year ended December 31, 2020, all Section 16(a) filing requirements applicable to our officers, directors and ten percent (10%) stockholders were satisfied in a timely fashion.

## STOCKHOLDER PROPOSALS

### Stockholder Proposals to Be Included in the Company's Proxy Statement

Pursuant to and subject to the requirements of Rule 14a-8 under the Exchange Act, stockholders may present proposals for inclusion in our proxy statement and for consideration at the next annual meeting of stockholders by submitting their proposals to us in a timely manner. In order to be included for the 2022 Annual Meeting, stockholder proposals must be received by us at our principal executive offices located at 19319 Areth Avenue, City of Industry, CA 91748 no later than December 31, 2021, and must otherwise comply with the requirements of Rule 14a-8.

### Stockholder Proposals Not to Be Included in the Company's Proxy Statement

Stockholders wishing to present proposals for action at an annual meeting apart from proposals pursuant to Rule 14a-8 must give timely notice of the proposed business to the Secretary at the executive offices referred to above. For each matter the stockholder proposes to bring before the meeting, the notice to the Secretary must include: (i) a brief description of the business proposed to be brought before the meeting; (ii) the name and address, as they appear in our books, of the stockholder proposing such business; (iii) the class and number of shares of Company stock that are beneficially owned by the stockholder; and (iv) any material interest of the stockholder in such business.

Stockholders wishing to present nominees for election as a director must provide timely notice of such proposed nominee to the Secretary at the executive offices referred to above. The notice must set forth: (i) the name, age, business address and, if known, residence address of each such nominee; (ii) principal occupation or employment of each such nominee; (iii) the number of shares of stock of the Company that are beneficially owned by each such nominee; and (iv) any other information concerning such nominee that must be disclosed as to nominees in proxy solicitations pursuant to Regulation 14A under the Exchange Act. In addition, as to the stockholder giving the notice, the notice must include: (1) the name and record address of such stockholder; and (2) the class and number of shares of Company stock beneficially owned by such stockholder. Our independent directors will consider all director candidates recommended by any stockholder on the same basis as candidates recommended by the board and other sources.

## STOCKHOLDER COMMUNICATIONS

The board of directors has established a process for stockholders to send communications to it. Stockholders who wish to communicate with the board of directors, or specific individual directors, may do so by directing correspondence addressed to such directors or director in care of Victor Lee, our Chief Financial Officer, at the principal executive offices of the Company at 19319 Areth Avenue, City of Industry, CA 91748. Such correspondence shall prominently display the fact that it is a stockholder-board communication and whether the intended recipients are all or individual members of the board of directors. The Chief Financial Officer has been authorized to screen commercial solicitations and materials that pose security risks, are unrelated to the business or governance of the Company, or are otherwise inappropriate. The Chief Financial Officer shall promptly forward any and all such stockholder communications to the entire board of directors or the individual director as appropriate.

## OTHER MATTERS

The Notice of Annual Meeting of Stockholders provides for the transaction of such other business as may properly come before the Annual Meeting. As of the date of this proxy statement, the board of directors has not been advised of any other matters to be presented for discussion at the Annual Meeting. However, the enclosed proxy gives discretionary authority to the persons named in the proxy in the event that any other matters should be properly presented to the stockholders.

## ANNUAL REPORT ON FORM 10-K

Our Annual Report on Form-10-K, including the financial statements and management's discussion and analysis of financial condition and results of operations for the year ended December 31, 2020, is being sent to stockholders of record as of April 28,

2021 with this proxy statement. The Annual Report on Form 10-K is not to be regarded as proxy soliciting material or as a communication by means of which any solicitation is to be made. Stockholders of record as of April 28, 2021, and beneficial owners of our common stock on that date, may obtain from us without charge additional copies of our Annual Report on Form 10-K filed with the Securities and Exchange Commission, exclusive of the exhibits thereto, by a request in writing. If requested, we will provide stockholders with copies of any exhibits to the Form 10-K upon the payment of a fee covering our reasonable expenses in furnishing the exhibits. Any requests from a beneficial owner of our common stock must set forth a good faith representation that, as of the record date for this solicitation, April 28, 2021, the person making the request was the beneficial owner of our common stock. Such written requests should be directed to us at 19319 Arenth Avenue, City of Industry, CA 91748, Attention: Chief Financial Officer.

#### **WHERE YOU CAN FIND MORE INFORMATION**

We file annual, quarterly and current reports, proxy statements and other information with the SEC under the Exchange Act. We make available free of charge on or through our website, <https://hffoodsgroup.com>, our reports and other information filed with or furnished to the SEC and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. The SEC's website, [www.sec.gov](http://www.sec.gov), also contains reports, proxy statements and other information about issuers, like us, who file electronically with the SEC.

By Order of the Board of Directors

/s/Russell T. Libby  
Russell T. Libby  
Chairman of the Board