
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

HF Foods Group Inc.
(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

40417F109
(CUSIP Number)

Irrevocable Trust for Raymond Ni
6001 W. Market Street
Greensboro, NC 27409
(336) 268-2655
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 28, 2023
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAMES OF REPORTING PERSON: Irrevocable Trust for Raymond Ni I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY): 82-7005844	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): PF (See Item 3)	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: North Carolina	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER: 5,591,553
	8	SHARED VOTING POWER: 6,035,200
	9	SOLE DISPOSITIVE POWER: 5,591,553
	10	SHARED DISPOSITIVE POWER: 6,035,200
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 6,035,200	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 11.2% ⁽¹⁾	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): OO	

(1) Percentage ownership set forth above is based on 53,844,492 shares of Common Stock of HF Foods Group Inc. issued and outstanding as of April 6, 2023, as reported by the Company.

1	NAMES OF REPORTING PERSON: Weihui Kwok	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): PF (See Item 3)	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER: 399,397
	8	SHARED VOTING POWER: 6,035,200
	9	SOLE DISPOSITIVE POWER: 399,397
	10	SHARED DISPOSITIVE POWER: 6,035,200
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 6,035,200	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 11.2% ⁽¹⁾	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): IN	

(1) Percentage ownership set forth above is based on 53,844,492 shares of Common Stock of HF Foods Group Inc. issued and outstanding as of April 6, 2023, as reported by the Company.

1	NAMES OF REPORTING PERSON: Yuanyuan Wu	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): PF (See Item 3)	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER: 44,250
	8	SHARED VOTING POWER: 6,035,200
	9	SOLE DISPOSITIVE POWER: 44,250
	10	SHARED DISPOSITIVE POWER: 6,035,200
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 6,035,200	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 11.2% ⁽¹⁾	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): IN	

(1) Percentage ownership set forth above is based on 53,844,492 shares of Common Stock of HF Foods Group Inc. issued and outstanding as of April 6, 2023, as reported by the Company.

Item 1. Security and Issuer.

This Amendment No. 1 (this “Amendment No. 1”) to the Statement of Beneficial Ownership on Schedule 13D filed on August 31, 2018 (the “Statement”) relates to the Common Stock, par value \$.0001 per share (the “Common Stock”), of HF Foods Group Inc., a corporation organized and existing under the laws of the State of Delaware (the “Issuer” or the “Company”).

Capitalized terms used herein that are not otherwise defined shall have the respective meanings assigned thereto in the Statement.

This Amendment No. 1 is being filed by the Reporting Persons to report a formation of a group and a possible change in intent related to the Company’s board of directors.

Except as modified by the information provided in this Item 1, the information set forth in Item 1 of the Statement, is incorporated by reference herein in response to the disclosure requirements of Item 1 of Schedule 13D.

Item 2. Identity and Background.

(a, b, c and f) This Statement is being filed by the Irrevocable Trust for Raymond Ni (the “Trust”), an entity organized in North Carolina. The principal business of the Reporting Person is a private trust for the benefit of the beneficiary. Its principal business address is 6001 W. Market Street Greensboro, NC 27409.

(d and e) During the last five years, the Trust has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and was not a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws.

The Trust officially formed a group on April 10, 2023 with the following individuals:

Weihui Kwok: 616 Atwarter Dr. Smyrna GA 30082, Tel: 678 910 3326
U.S. Citizen
Principal Occupation: Entrepreneur

Yuanyuan Wu: 9973 TIMBERS DR, BLUE ASH, OH 45242-5551, Tel: 513 919 9043
U.S. Citizen
Principal Occupation: Marketing Director of Blue Sky Studio

d and e) During the last five years, neither individual has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and was not a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws.

Both individuals together with the Trust are hereby referred to as the “**Reporting Persons**”.

Item 3. Source and Amount of Funds or Other Consideration.

The information set forth in Item 3 of the Statement is incorporated by reference herein in response to the disclosure requirements of Item 3 of Schedule 13D.

The Trust has not purchased any Common Stock recently other than as stated.

Weihui Kwok originally purchased 399,397 shares of Common Stock which were issued to him by book entry in 2018. The aggregate consideration in cash paid was US \$0. No other purchases or sales took place.

Yuanyuan Wu originally purchased 44,250 shares of Common Stock which were issued to him by book entry on August 24, 2017. The aggregate consideration in cash paid was US \$0. No other purchases or sales took place.

Item 4. Purpose of Transaction.

The transactions reported in the original Schedule 13D were in connection with HF Foods Group Inc. (“HF Group”) becoming public through the acquisition by Atlantic Acquisition Corp (“Atlantic”). Prior to the completion of the transaction, HF Group was a privately-held company. The HF Group stockholders, including the Trust, exchanged their equity ownership in HF Group for shares of Common Stock in Atlantic. The Reporting Person may acquire or dispose of additional securities or sell securities of the Company from time to time in the market or in private transactions.

Currently, following the formation of the group with the individuals described above, the Reporting Persons wish to nominate other candidates to the Company’s Board of Directors, which the Reporting Persons believe are highly qualified and are more suited than the current directors, all in order to improve the Company’s performance and thinking solely of the best interests of the Company’s stakeholders and to the benefit of the investments of all shareholders.

Except as discussed above, the Reporting Persons do not have any current plans or proposals which relate to or would result in:

- (a) the acquisition by any person of additional securities of the Company;

- (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Company or any of its subsidiaries;
- (c) a sale or transfer of a material amount of assets of the Company or of any of its subsidiaries;
- (e) any material change in the present capitalization or dividend policy of the Company;
- (f) any other material change in the Company's business or corporate structure;
- (g) changes in the Company's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any other person;
- (h) causing a class of securities of the Company to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) a class of equity securities of the Company becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Act; or
- (j) any similar action to those enumerated above.

The Reporting Persons' current sole intention was to propose changes in the present board of directors or management of the Issuer, and solicit votes for such result, but the Reporting Persons reserve the right at any time to change its present intention with respect to any or all of the matters referred to in this Item 4, or to dispose of any or all of the securities of the Issuer purchased by them.

Except as set forth in this Item 4, the Reporting Persons have no current plans or proposals which relate to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D (other than (d)), although the Reporting Persons do not rule out the possibility of effecting or seeking to effect any such actions in the future.

Item 5. Interest in Securities of the Issuer.

- (a) The Reporting Persons are the beneficial owners of 6,035,200 shares of Common Stock (5,591,553 by the Trust, 399,397 by Weihui Kwok and 44,250 shares by Yuanyuan Wu) or approximately 11.2% of the Company's outstanding Common Stock.
- (b) The Reporting Persons may be deemed to have sole and shared voting and dispositive power over all of the shares of Common Stock beneficially owned by them, as described above.
- (c) Other than the transactions reported in Item 3 of this Schedule 13D, the Reporting Persons have not effected any transactions in the Common Stock in the past 60 days.
- (d) Not applicable.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The disclosure contained in Item 3 and Item 4 is incorporated into this item by reference.

On March 31, 2023, the Company announced by Form 8-K that it has established June 1, 2023 as the date for its combined 2022-2023 annual meeting of stockholders (the "**Annual Meeting**"). Due to the fact that the Company did not hold an annual meeting of stockholders in 2022, the Company said that it was providing the due date for submission of any qualified stockholder proposal or qualified stockholder nominations. According to the Company, a stockholder proposal not included in the proxy statement for the Annual Meeting would be ineligible for presentation at the meeting unless the stockholder gives timely notice of the proposal in writing to the Company's Secretary at its principal executive offices and otherwise complies with the provisions of the Company's Amended and Restated Bylaws (the "**Bylaws**"). To be timely, according to the Company, the Bylaws provide that if no annual meeting was held in the preceding year and the first public announcement of the date of such annual meeting is less than 100 days prior to the date of such annual meeting then notice by the stockholder to be timely must be so delivered on or before the 10th day following the day on which public announcement of the date of such meeting is first made by the Company. In accordance with the foregoing requirements of the Bylaws, the Company said that stockholders must submit such written notice to the Secretary no later than the close of business on April 10, 2023, the 10th day following the day on which public announcement of the date of the Annual Meeting has first been made by the Company. The Company has also set a deadline of April 10, 2023 for the receipt of any stockholder proposals for inclusion in the proxy materials to be distributed in connection with the Annual Meeting pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended, which the Company said that it believed to be a reasonable time before it expects to begin to print and distribute its proxy materials for the Annual Meeting. In addition to complying with the April 10, 2023 deadline, stockholder director nominations and proposals intended to be considered for inclusion in the Company's proxy materials for the Annual Meeting must also, wrote the Company, comply with all applicable Securities and Exchange Commission rules, including Rule 14a-8 and Rule 14a-19, Delaware corporate law, and the Bylaws in order to be eligible for inclusion in the proxy materials for the Annual Meeting.

According to the tight deadline, the Reporting Persons complied with all the Company's requests and pursuant to Section 2.7 and 2.8 of Article II of the Bylaws, legally notified the Company (the "Notice") of the Reporting Persons' intent to nominate five persons as directors for election to the Board at the 2022-2023 Annual Meeting.

The persons the Reporting Persons intended to nominate for election to the Board at the Annual Meeting are Christopher Ray McDowell, Charles Reedy Ward, Michael K. Brooks, Haohan Xu, and Xiaoyu Li (each a "Nominee" and collectively, the "Nominees").

Information regarding each Nominee required to be disclosed pursuant to Section 2.7 of Article II of the Bylaws was set forth in the exhibits to the Notice. Pursuant to Section 2.7 and Section 2.8 of Article II of the Bylaws, each Nominee's written consent to his nomination and a written representation and agreement according to Section 2.8(a)(ii) was included as well. Pursuant to Section 2.8 of Article II of the Bylaws, each Nominee's completed questionnaire with respect to the background, independence and qualifications of such person and the background of any other person or entity on whose behalf the nomination is being made, was included as well.

In addition to the foregoing, information regarding the qualifications of each Nominee responsive to the criteria and attributes was set forth in the exhibits to the Notice. We also declared that each Nominee is prepared to commit sufficient time to attend to his duties and responsibilities as a member of the Board.

Also certified in the Notice was that (i) during the past ten (10) years, no Nominee has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); (ii) no Nominee directly or indirectly beneficially owns any securities of the Company; (iii) no Nominee owns any securities of the Company; (iv) no Nominee has purchased or sold any securities of the Company during the past two (2) years; (v) no Nominee is, or within the past year was, a party to any contract, arrangements or understandings with any person with respect to any securities of the Company, including, but not limited to, joint ventures, loan or option arrangements, puts or calls, guarantees against loss or guarantees of profit, division of losses or profits, or the giving or withholding of proxies; (vi) no associate of any Nominee owns beneficially, directly or indirectly, any securities of the Company; (vii) no Nominee owns beneficially, directly or indirectly, any securities of any parent or subsidiary of the Company; (viii) no Nominee or any of his or her associates had any direct or indirect interest in any transaction, or series of similar transactions, since the beginning of the Company's last fiscal year, or is a party to any currently proposed transaction, or series of similar transactions, to which the Company or any of its subsidiaries was or is to be a party, in which the amount involved exceeds \$120,000 (with the possible exceptions of Mr. Michael K. Brooks and Mr. Charles Reedy Ward); (ix) no Nominee or any of his or her associates has any arrangement or understanding with any person with respect to any future employment by the Company or its affiliates, nor with respect to any future transactions to which the Company or any of its affiliates will or may be a party; (x) no Nominee has a substantial interest, direct or indirect, by securities holdings or otherwise, in any matter to be acted on at the Annual Meeting; (xi) no Nominee holds any positions or offices with the Company; (xii) no Nominee has a family relationship with any director, executive officer, or person nominated or chosen by the Company to become a director or executive officer (with the possible exceptions of the Nominee Mr. Haohan Xu and the Nominee Ms. Xiaoyu Li who are cousins); and (xiii) no companies or organizations, with which any of the Nominees has been employed in the past five (5) years, is a parent, subsidiary or other affiliate of the Company.

Except as set forth in the Notice (i) there are no material proceedings to which any Nominee or any of his or her associates is a party adverse to the Company or any of its subsidiaries or has a material interest adverse to the Company or any of its subsidiaries and (ii) none of the events enumerated in Item 401(f)(1)-(8) of Regulation S-K occurred during the past ten (10) years.

We declared that we intend to solicit the holders of shares representing at least 67% of the voting power of shares entitled to vote on the election of directors in support of director nominees other than the Company's nominees within the timelines and instructions of Section 2.7 of the Bylaws. If any change occurs with respect to our intent to solicit the holders of shares representing at least 67% of the voting power of shares entitled to vote on the election of directors in support of director nominees other than the Company's nominees or with respect to the names of such person's nominees, we said that we would notify the Company's promptly, all as the Bylaws required.

We complied in all respects with the Bylaws and applicable law, and asked the Company that if it for whatever reasons it believes the Notice was incomplete or otherwise deficient in any respect, to please notify us in writing immediately of such alleged deficiencies. We reserved the right, following receipt of any such notice, to either challenge, or attempt to cure, any alleged deficiencies.

In spite of complying with all the Company's requests, and with the Bylaws and applicable law, the Company responded cryptically that "the proposal is materially non-compliant with Section 2.7 and, among other things, fails to satisfy key goals of that Bylaw provision, namely certainty and transparency to stockholders concerning the nominating stockholders and the Board nominees." Even though the Reporting Persons asked for clarifications and to understand what this meant, they were given no further explanations. The Reporting Persons decided to consider their further actions at that point and all the legal tools remained at their disposal, and now may proceed with filing their own materials, e.g., using a universal proxy card according to the rules, that the Company shall have used, and did not when it filed on April 28, 2023 a proxy statement ignoring the Reporting Persons' timely Notice.

The Reporting Persons' Notice and the Company's response are attached hereto as Exhibit 99.1 and 99.2.

Item 7. Materials to be Filed as Exhibits

99.1. [The Reporting Persons' Notice, in compliance with the Bylaws dated April 10, 2023.](#)

99.2. [The Company's response dated April 11, 2023.](#)

99.3. [Joint Filing Agreement by the Reporting Persons, dated April 10, 2023.](#)

Signatures

After reasonable inquiry and to the best knowledge and belief of the undersigned, such person certifies that the information set forth in this Statement with respect to such person is true, complete and correct.

Dated: May 4, 2023

/s/ Weihui Kwok

Weihui Kwok

/s/ Yuanyuan Wu

Yuanyuan Wu

/s/ Fai Lam

Irrevocable Trust for Raymond Ni

Name: Fai Lam, Trustee

April 10, 2023

By Email and Personal Delivery

Secretary
HF FOODS GROUP INC.
6325 South Rainbow Boulevard, Suite 420
Las Vegas, Nevada

Re: Notice to the Secretary of Intention to Nominate Persons for Election as
Directors at the 2022-2023 Annual Meeting of Stockholders of HF Foods Group Inc.

Greetings,

We, Weihui Kwok and Yuanyuan Wu (the “**Proposing Shareholders**”), pursuant to Section 2.7 and 2.8 of Article II of the amended and restated bylaws (the “**Bylaws**”) of HF Foods Group Inc., a Delaware corporation (the “**Company**”), hereby notify you that we intend to nominate five persons as Directors for election to the Board of Directors of the Company (the “**Board**”) at the 2022-2023 Annual Meeting of Stockholders of the Company announced and scheduled to take place on June 1, 2023, or any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof (the “**Annual Meeting**”).

This letter, including the exhibits, schedule and annex hereto, as well as the documents incorporated by reference herein, are collectively referred to as the “**Notice**.” The persons we intend to nominate for election to the Board at the Annual Meeting are Christopher Ray McDowell, Charles Reedy Ward, Michael K. Brooks, Haohan Xu, and Xiaoyu Li (each a “**Nominee**” and collectively, the “**Nominees**”). We believe that the Board is currently composed of five members (according to the Company’s Annual Report on Form 10-K filed on March 31, 2023). To the extent that the Company might purport to increase the size of the Board and/or the number of Directors, we reserve the right to nominate additional nominees for election to the Board at the Annual Meeting. Any additional nominations made pursuant to the preceding sentence would be without prejudice to the issue of whether such attempt by the Company to increase the size of the Board and/or the number of Directors was valid under the circumstances.

Pursuant to Section 2.7 and 2.8 of Article II of the Bylaws, the Proposing Shareholders represent, agree and set forth the following:

- (a) The Proposing Shareholders giving this Notice and intending to make the nominations set forth herein are Weihui Kwok and Yuanyuan Wu.
 - (b) Our names and addresses are:

Weihui Kwok: 616 Atwarter Dr. Smyrna GA 30082
Tel: 678 910 3326, vincentkowk@hotmail.com

Yuanyuan Wu: 9973 TIMBERS DR, BLUE ASH, OH 45242-5551
Tel: 513 919 9043, Bitsbuy@hotmail.com
 - (c) As shareholders of record:

Weihui Kwok is the record owner of 399,397 shares of the Company’s common stock, par value \$0.0001 per share (“**Common Stock**”). See Schedule A hereto.

Yuanyuan Wu is the record owner of 44,250 shares of Common Stock. See Schedule B hereto.
 - (d) We are shareholders of record of Common Stock entitled to vote at the Annual Meeting and intend to appear in person or by proxy at the Annual Meeting to nominate the Nominees specified herein.
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- (e) We, Weihui Kwok and Yuanyuan Wu, have engaged in extensive discussions as to the background, independence and qualifications of each Nominee and agreed to jointly nominate all the Nominees for election as Directors of the Company at the Annual Meeting.
- (f) We, Weihui Kwok and Yuanyuan Wu, formed a group (the “**Group**”) as of the date hereof that intends to engage in solicitation with respect to the nomination of Nominees. As part of the Group, the Proposing Shareholders have joined with the Irrevocable Trust for Raymond Ni (the “**Trust**”), a current beneficial owner of 5,591,553 shares of Common Stock. Schedule C lists the shares that the Trust holds. The Group intends to file a 13D amendment to reflect the group’s holdings and intentions. The Trust previously filed a Schedule 13D with respect to its holdings, on August 31, 2018 and we refer you to the filing. As reported therein, on August 22, 2018, pursuant to a merger agreement dated as of March 28, 2018, or the “Acquisition Agreement,” by and among Atlantic Acquisition Corp. (“Atlantic”), HF Group Merger Sub Inc., a Delaware corporation and wholly owned subsidiary of Atlantic, HF Group Holding Corporation, a North Carolina corporation, or “HF Group,” and the stockholders of HF Group, the Trust received 5,591,553 shares of the Common Stock of the Company in exchange for its equity interest in HF Group.

In connection with the Acquisition Agreement, Atlantic, HF Group, the stockholders of HF Group, and Loeb & Loeb LLP, as escrow agent, entered into an Escrow Agreement at closing. Furthermore, Atlantic and each of the HF Group shareholders entered into a Lock-Up Agreement at closing, pursuant to which the stockholders of HF Group agreed, for a period of 365 days from the closing of the acquisition. In addition, Atlantic and the HF Group shareholders entered into a Registration Rights Agreement at closing.

A joint filing agreement with respect to the 13D is attached as Schedule D hereto.

- (g) We, Weihui Kwok and Yuanyuan Wu, and the Trust, agree that we will vote all of our shares of Common Stock for the election of the Nominees to the Board at the Annual Meeting.
- (h) Information regarding each Nominee required to be disclosed pursuant to Section 2.7 of Article II of the Bylaws is set forth in Exhibits A through E hereto.
- (i) Pursuant to Section 2.7 and Section 2.8 of Article II of the Bylaws, each Nominee’s written consent to his nomination, to being named as a nominee in any proxy statement we file and to serving as a director of the Company if elected, and a written representation and agreement according to Section 2.8(a)(ii) is included as Annex A hereto.
- (j) Pursuant to Section 2.8 of Article II of the Bylaws, each Nominee’s completed questionnaire with respect to the background, independence and qualifications of such person and the background of any other person or entity on whose behalf the nomination is being made, is included as Annex B hereto.

In addition to the foregoing, certain information regarding the qualifications of each Nominee responsive to the criteria and attributes is set forth in Exhibits A through E hereto (without conceding that any such information is required to be disclosed in this Notice). We expect that, if elected, each Nominee is prepared to commit sufficient time to attend to his duties and responsibilities as a member of the Board.

Except as set forth in the Notice (including the Exhibits hereto), (i) during the past ten (10) years, no Nominee has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); (ii) no Nominee directly or indirectly beneficially owns any securities of the Company; (iii) no Nominee owns any securities of the Company; (iv) no Nominee has purchased or sold any securities of the Company during the past two (2) years; (v) no Nominee is, or within the past year was, a party to any contract, arrangements or understandings with any person with respect to any securities of the Company, including, but not limited to, joint ventures, loan or option arrangements, puts or calls, guarantees against loss or guarantees of profit, division of losses or profits, or the giving or withholding of proxies; (vi) no associate of any Nominee owns beneficially, directly or indirectly, any securities of the Company; (vii) no Nominee owns beneficially, directly or indirectly, any securities of any parent or subsidiary of the Company; (viii) no Nominee or any of his or her associates had any direct or indirect interest in any transaction, or series of similar transactions, since the beginning of the Company's last fiscal year, or is a party to any currently proposed transaction, or series of similar transactions, to which the Company or any of its subsidiaries was or is to be a party, in which the amount involved exceeds \$120,000 (with the possible exceptions of Mr. Michael K. Brooks and Mr. Charles Reedy Ward); (ix) no Nominee or any of his or her associates has any arrangement or understanding with any person with respect to any future employment by the Company or its affiliates, nor with respect to any future transactions to which the Company or any of its affiliates will or may be a party; (x) no Nominee has a substantial interest, direct or indirect, by securities holdings or otherwise, in any matter to be acted on at the Annual Meeting; (xi) no Nominee holds any positions or offices with the Company; (xii) no Nominee has a family relationship with any director, executive officer, or person nominated or chosen by the Company to become a director or executive officer (with the possible exceptions of the Nominee Mr. Haohan Xu and the Nominee Ms. Xiaoyu Li who are cousins); and (xiii) no companies or organizations, with which any of the Nominees has been employed in the past five (5) years, is a parent, subsidiary or other affiliate of the Company. Except as set forth in the Notice (including the Exhibits hereto), (i) there are no material proceedings to which any Nominee or any of his or her associates is a party adverse to the Company or any of its subsidiaries or has a material interest adverse to the Company or any of its subsidiaries and (ii) none of the events enumerated in Item 401(f)(1)-(8) of Regulation S-K occurred during the past ten (10) years.

We expect that each Nominee will furnish such other information with respect to such Nominee as the Company may reasonably require to determine the eligibility of such Nominee to serve as a director of the Company (without conceding the validity of any such requirement or request for additional information).

We intend to solicit the holders of shares representing at least 67% of the voting power of shares entitled to vote on the election of directors in support of director nominees other than the Company's nominees within the timelines and instructions of Section 2.7 of the Bylaws. If any change occurs with respect to our intent to solicit the holders of shares representing at least 67% of the voting power of shares entitled to vote on the election of directors in support of director nominees other than the Company's nominees or with respect to the names of such person's nominees, we will notify the Company's promptly.

We trust that this Notice complies in all respects with the Bylaws and applicable law. If the Company believes this Notice is incomplete or otherwise deficient in any respect, please notify me in writing immediately of such alleged deficiencies. We reserve the right, following receipt of any such notice, to either challenge, or attempt to cure, any alleged deficiencies. We also reserve the right to give further notice of additional business or nominations to be conducted or made at the Annual Meeting or other meeting of the Company's stockholders, to revise the nominations described herein, or not to present any one or more nominations described herein.

If this Notice shall be deemed for any reason by a court of competent jurisdiction to be ineffective with respect to the nomination of any of the Nominees at the Annual Meeting, or if any individual Nominee shall be unable to serve for any reason, then in addition to any other rights or remedies we may have, this Notice shall continue to be effective with respect to the remaining Nominee(s) and as to any replacement Nominee(s) we select.

We trust that the Board will recognize the interests of all stockholders in the timely scheduling of the Annual Meeting and hold the Annual Meeting as promptly as possible and, in any event, no later than the anniversary of the Company's 2022-2023 Annual Meeting, and will not impose on the Company and its stockholders the expense and other consequences of an attempt to delay the Annual Meeting or the need for action by a court to compel an annual meeting in accordance with Delaware law. The delivery of this Notice shall not be deemed to limit in any respect any of our rights as stockholders of the Company, including, without limitation, under the Bylaws.

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Please address any correspondence or questions to Weihui Kwok, 616 Atwarter Dr. Smyrna GA 30082 Tel: 678 910 3326, vincentkowk@hotmail.com and Yuanyuan Wu, 9973 TIMBERS DR, BLUE ASH, OH 45242-5551 Tel: 5139199043, Bitsbuy@hotmail.com), with copy (which shall not constitute notice) to Carter Ledyard & Milburn LLP, 28 Liberty Street, New York, NY 10005, Attention: Guy Ben-Ami (benami@clm.com) and Pang Zhang-Whitaker (zhang@clm.com).

Please be advised that, notwithstanding the compliance by the Proposing Shareholders with the relevant provisions of the Bylaws, neither the delivery of this Notice in accordance with the terms of the Bylaws nor the delivery of additional information, if any, provided to the Company from and after the date hereof by or on behalf of Proposing Shareholders or any other person shall be deemed to constitute an admission that this Notice is in any way defective or as to the legality or enforceability of any particular provision of the Bylaws or any other matter, or a waiver by the Proposing Shareholders or any other person of its right to contest or challenge the enforceability thereof or of any other matter.

Very truly yours,

/s/ Weihui Kwok

Weihui Kwok

/s/ Yuanyuan Wu

Yuanyuan Wu

cc:

Xiao Mou Zhang
Chief Executive Officer
HF FOODS GROUP INC.
6330 San Vicente Boulevard
Los Angeles, CA 90048

Christine Chang
General Counsel and Chief Compliance Officer
HF FOODS GROUP INC.
6325 South Rainbow Boulevard, Suite 420
Las Vegas, Nevada

EXHIBIT A

Nominee Information for
Haohan Xu

Mr. Haohan Xu has served as the Co-Chief Executive Officer and Co-Chairperson of AnPac Bio-Medical Science Co., Ltd. (Nasdaq: ANPC) since October 2022. Mr. Xu is also the Chief Executive Officer of Apifiny Group Inc. He served as a Director of Mercurity Fintech Holding Inc. (Nasdaq: MFH) from July 31, 2019 to June 05, 2021. He currently serves as president and chief executive officer of Amazon Capital Inc. and is the founder and chief executive officer of 55 Global, a company developing asset network based on blockchain technologies. Prior to founding these companies, Mr. Xu worked as a private wealth management summer analyst at Morgan Stanley in the summer of 2018, where he focused on investments in the technology, media and telecommunication sector. From 2016 to 2017, Mr. Xu accumulated experience in the Fintech business through multiple positions at Galaxy Group and Haitou Capital in Beijing and New York. Mr. Xu received his bachelor of science from Columbia University.

Mr. Haohan Xu does not own, directly or indirectly, beneficially or of record, any shares of the Company's Common Stock.

Business Address:

1411 Broadway FL16 New York NY

EXHIBIT B

Nominee Information for
Christopher Ray McDowell

Christopher Ray McDowell, Esq. is a litigation partner in a Cincinnati law firm, responsible for civil and criminal cases at all levels. Christopher's practice focuses on criminal and commercial-related litigation as well as real estate transactions and regulatory compliance. This work includes all levels and all stages of criminal and civil proceedings. In addition, he is heavily involved with commercial landlord tenant law from leasing to evictions. He has more than 29 years of experience counseling clients across a broad-range of legal issues from commercial disputes to employee theft and loss.

Mr. McDowell holds a J.D. from West Virginia University College of Law and a B.A. from Marshall University in Political Science and History.

Mr. McDowell does not own, directly or indirectly, beneficially or of record, any shares of the Company's Common Stock.

Address:

5014 Leonard Street, Cincinnati, Ohio 45208

EXHIBIT C

Nominee Information for
Charles Reedy Ward

Mr. Charles Reedy Ward is the founder of CRW Commercial Real Estate Advisors where he has worked since 2020. Between 2008 and 2020, he was a founding member of Midland Retail. He holds a Bachelor of Business Administration from the University of Cincinnati – College of Business Administration, with double major in Finance & Real Estate.

Mr. Ward does not own, directly or indirectly, beneficially or of record, any shares of the Company's Common Stock.

Business Address:

7700 SHAWNEE RUN ROAD- SUITE C, CINCINNATI, OH 45243

EXHIBIT D

Nominee Information for
Michael K. Brooks

Mr. Michael K. Brooks has worked as the Senior Vice President of Merchandising and the Chief Merchant at W. Lee Flowers Co. since 2020, and at the Marketing & Sales Development at Brooks Partners Consulting since 2018. Between 2014 to 2017, he was the President, Chief Executive Officer & Member of Board of Directors of Busch's Fresh Food Markets.

He holds a Masters of Science Organizational Leadership from Mt. Saint Joseph University and a Bachelor of Arts, Business Administration from Union Institute & University.

Mr. Brooks does not own, directly or indirectly, beneficially or of record, any shares of the Company's Common Stock.

Business Address:

3242 Black Heath Dr
Florence, SC 29505

EXHIBIT E

Nominee Information for
Xiaoyu Li

Ms. Xiaoyu Li has served as Co-Chief Financial Officer and director of AnPac Bio-Medical Science Co., Ltd. (Nasdaq: ANPC) since October 2022 and as Chief Financial Officer of its subsidiary Fresh2 Technology Inc. since March 2023. She previously worked as a Financial Analyst at Apifiny Group from April 2019 to March 2023, and as an Investment Manager at Xinmoney Technology from April 2018 to September 2019. She has extensive experience in financing, management and investor relations, especially with respect to public companies. She was a director of Mercurity Fintech Holding Inc. (Nasdaq: MFH) from May 2018 to August 2021.

Ms. Li holds a master's degree in finance from University of Illinois at Urbana-Champaign, and a bachelor's degree in economics from University of Minnesota.

Ms. Xiaoyu Li does not own, directly or indirectly, beneficially or of record, any shares of the Company's Common Stock.

Business Address:

1411 Broadway FL16, New York, NY

Annex A
Consents, Agreements

Annex B
Director Nominee Questionnaires

Schedule A
Shares Held by Weihui Kwok

Schedule B
Shares Held by Yuanyuan Wu

Schedule C
Shares Held by the Trust

Schedule D
Joint Filing Agreement

BY EMAIL AND OVERNIGHT MAIL

Mr. Weihui Kwok
616 Atwarter Dr.
Smyrna GA, 30082
vincentkwok@hotmail.com

Mr. Yuanyuan Wu
9973 Timbers Dr.
Blue Ash, OH 45242-5551
Bitsbuy@hotmail.com

Re: Notice to the Secretary of Intention to Nominate Persons for Election as Directors at the
2022-2023 Annual Meeting of Stockholders of HF Foods Group Inc.

Dear Messrs. Kwok and Wu:

The Board of Directors (the “Board”) of HF Foods Group Inc. (the “Company”) has reviewed your letter and the documents annexed thereto, dated April 10, 2023 (the “Proposal”). In your Proposal, you notified the Board that you intend to nominate five individuals for election to the Company’s Board at the 2022-2023 annual stockholder meeting. You further asserted that you intend to solicit the Company’s stockholders in support of your Board nominees pursuant to Section 2.7 of the Amended and Restated Bylaws of HF Foods Group Inc. (the “Bylaws”). The Board rejects your Proposal.

Section 2.7 of the Bylaws sets forth the requirements for a stockholder of record to timely bring any nominations or other business before an annual meeting of the Company. The purpose of Section 2.7 is to provide clarity and certainty, and to ensure complete and accurate information is available to stockholders concerning the Company’s elections. Upon reasonable investigation of the Proposal, the Board has determined that the Proposal is materially non-compliant with Section 2.7 and, among other things, fails to satisfy key goals of that Bylaw provision, namely certainty and transparency to stockholders concerning the nominating stockholders and the Board nominees.

As the Company announced on March 31, 2023, the deadline for making a Proposal for consideration at the 2022-2023 annual stockholder meeting was Monday, April 10, 2023. Although the Company did not receive your Proposal until April 10, just a few hours before the submission deadline, the Board undertook a prompt review of your submission and evaluation of its material deficiencies. The deadline for making a Proposal has now passed and, accordingly, it cannot be included in the proxy materials for the annual meeting.

Sincerely,

/s/ Christine Chang

Christine Chang
General Counsel and Chief Compliance Officer
HF Foods Group Inc.
6325 S. Rainbow Boulevard, Suite 420
Las Vegas, Nevada 89118
702-849-1994

cc: Carter Ledyard & Milburn LLP
Attention: Guy Ben-Ami (benami@clm.com)
Pang Zhang-Whitaker (zhang@clm.com)

Arnold & Porter Kaye Scholer LLP
Attention: Ben Fackler (ben.fackler@arnoldporter.com)
Christopher P. Peterson (christoper.peterson@arnoldporter.com)

Joint Filing Agreement

In accordance with Rule 13d-k(1) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the securities of HF Foods Group Inc. and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned, being duly authorized, have executed this Joint Filing Agreement this April 10, 2023.

/s/ Weihui Kwok

Weihui Kwok

/s/ Yuanyuan Wu

Yuanyuan Wu

/s/ Fai Lam

Irrevocable Trust for Raymond Ni

Name: Fai Lam, Trustee