

**AMENDMENT TO
RIGHTS AGREEMENT**

This AMENDMENT TO RIGHTS AGREEMENT (this "Amendment") is entered into as of April 11, 2024, by and between HF Foods Group Inc., a Delaware corporation (the "Company"), and Equiniti Trust Company, LLC (f/k/a American Stock Transfer & Trust Company, LLC), a New York limited liability trust company (the "Rights Agent"). The Company and the Rights Agent are referred to individually herein as a "Party" and collectively herein as "Parties." All capitalized terms used herein and not otherwise defined herein shall have the meaning(s) ascribed to them in that certain Rights Agreement dated as of April 11, 2023, by and between the Company and the Rights Agent (the "Rights Agreement").

RECITALS

WHEREAS, the Company and the Rights Agent are parties to the Rights Agreement; and

WHEREAS, pursuant to Section 27 of the Rights Agreement, the Company and the Rights Agent desire to amend the Rights Agreement as set forth in this Amendment.

AGREEMENT

NOW, THEREFORE, in consideration of the promises and the mutual agreements herein set forth, the Parties hereby agree as follows:

1. Amendments:

(a) Paragraph (y) of Section 1 of the Agreement is amended by removing the reference to "April 11, 2024" and replacing it with "April 11, 2025".

(b) Exhibit B to the Agreement is amended by removing the reference to "April 11, 2024" and replacing it with "April 11, 2025".

(c) Exhibit C to the Agreement is amended by removing the reference to "April 11, 2024" and replacing it with "April 11, 2025".

(d) The second sentence of the third paragraph of Exhibit C to the Agreement is amended by adding to the end of such sentence the phrase "and as an exhibit to a Registration Statement on Form 8-A/A filed on April 11, 2024".

2. Agreement as Amended. The term "Agreement" as used in the Rights Agreement shall be deemed to refer to the Rights Agreement as amended by this Amendment. Except as set forth herein, the Rights Agreement shall remain in full force and effect and otherwise shall be

unaffected hereby, and each of the Company and the Rights Agent shall continue to be subject to its terms and conditions.

3. Severability. If any term, provision, covenant or restriction of this Amendment is held by a court of competent jurisdiction or other authority to be invalid, void or unenforceable, the remainder of the terms, provisions, covenants and restrictions of this Amendment shall remain in full force and effect and shall in no way be affected, impaired or invalidated; provided, however, that if such excluded terms, provisions, covenants or restrictions shall adversely affect the rights, immunities, liabilities, duties, responsibilities or obligations of the Rights Agent, the Rights Agent shall be entitled to resign immediately.

4. Governing Law. This Amendment shall be deemed to be a contract made under the laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such State applicable to contracts made and to be performed entirely within such State.

5. Counterparts. This Amendment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument. A facsimile or .pdf signature delivered electronically shall constitute an original signature for all purposes.

6. Descriptive Headings. Descriptive headings of the several Sections of this Amendment are inserted for convenience only and shall not control or affect the meaning or construction of any of the provisions hereof.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed, all as of the day and year first above written.

HF FOODS GROUP INC.

By: /s/ Xiao Mou Zhang_____

Name: Xiao Mou Zhang

Title: Chief Executive Officer

EQUINITI TRUST COMPANY, LLC,
as Rights Agent

By: /s/ Adam Berke_____

Name: Adam E. Berke

Title: EVP, Chief Customer Officer

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM 8-A/A
(Amendment No. 1)**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF
THE SECURITIES EXCHANGE ACT OF 1934**

HF Foods Group Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

81-2717873
(I.R.S. Employer Identification No.)

**6325 South Rainbow Boulevard, Suite 420
Las Vegas, Nevada 89118**
(Address of principal executive offices including zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class
to be so registered
Preferred Stock Purchase Rights**

**Name of each exchange on which
each class is to be registered
The Nasdaq Capital Market**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates:
Not applicable

Securities to be registered pursuant to Section 12(g) of the Act:
None

Explanatory Note

This Amendment No. 1 to Form 8-A is being filed by the registrant for the purpose of amending and supplementing the description of the registrant's securities contained in the Form 8-A filed by the registrant with the Securities and Exchange Commission (the "SEC") on April 12, 2023 (the "Form 8-A").

Items 1 and 2 of the Form 8-A are hereby amended and supplemented as follows:

Item 1. Description of Registrant's Securities to be Registered

On April 11, 2024, HF Foods Group Inc., a Delaware corporation (the "Company"), entered into Amendment No. 1 (the "Amendment") to the Preferred Stock Rights Agreement (the "Rights Agreement"), dated as of April 11, 2023, between the Company and Equiniti Trust Company, LLC (f/k/a American Stock Transfer & Trust Company, LLC), as rights agent, to extend the Final Expiration Date (as such term is defined in the Rights Agreement) from April 11, 2024 to April 11, 2025.

The foregoing summary of the Amendment does not purport to be complete and is qualified in its entirety by the full text of the Amendment, a copy of which is filed as Exhibit 4.2 hereto and is incorporated herein by reference.

Item 2. Exhibits

Item 2 of the Form 8-A is hereby amended and supplemented as follows:

- 3.1 [Certificate of Designation of Rights, Preferences and Privileges of Series A Participating Preferred Stock \(Incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form 8-A filed on April 12, 2023\).](#)
- 4.1 [Preferred Stock Rights Agreement, dated as of April 11, 2023, by and between HF Foods Group Inc. and American Stock Transfer & Trust Company, LLC, as rights agent \(Incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form 8-A filed on April 12, 2023\).](#)
- 4.2 [Amendment to Preferred Stock Rights Agreement, dated as of April 11, 2024, by and between HF Foods Group Inc. and Equiniti Trust Company, LLC \(f/k/a American Stock Transfer & Trust Company, LLC\), as rights agent.](#)

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: April 11, 2024

HF FOODS GROUP INC.

By: /s/ Xiao Mou Zhang

By: Xiao Mou Zhang

Title: Chief Executive Officer