

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **March 31, 2023**

**HF FOODS GROUP INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
State or other Jurisdiction of  
incorporation )

**001-38180**  
(Commission  
File No.)

**81-2717873**  
(IRS Employer  
Identification No)

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

**89118**  
(Zip Code)

Registrant's telephone number, including area code: **(888)-905-0998**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

<b>Title of each class</b>	<b>Trading Symbol</b>	<b>Name of each exchange on which registered</b>
Common Stock, \$0.0001 par value	HFFG	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

### Item 5.08 Shareholder Director Nominations.

To the extent applicable, the information in Item 8.01 of this Current Report on Form 8-K is incorporated by reference into this Item 5.08.

### Item 8.01 Other Events.

HF Foods Group Inc. (the “Company”) 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 is providing the due date for submission of any qualified stockholder proposal or qualified stockholder nominations.

A stockholder proposal not included in the proxy statement for the Annual Meeting will 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, 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, 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 believes 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 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.

### Item 9.01 Financial Statements and Exhibits

#### (d) Exhibits

Exhibit Number	Description of Exhibits
99.1	<a href="#">Company press release dated March 31, 2023</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**HF FOODS GROUP INC.**

Date: March 31, 2023

/s/ Carlos Rodriguez

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Carlos Rodriguez  
Chief Financial Officer

## HF Foods Announces Filing of 2022 Annual Report and Date of Combined 2022 & 2023 Annual Meeting of Stockholders

*Annual Meeting to be held on June 1, 2023*

*Holding of Annual Meeting Will Resolve Final Pending Nasdaq Delisting Determination*

**Las Vegas, NV – March 31, 2023** – HF Foods Group Inc. (NASDAQ: HFFG), a leading food distributor to Asian restaurants across the United States (“HF Foods” or the “Company”), announced today that it has filed its Annual Report on Form 10-K for the year ended December 31, 2022 with the Securities and Exchange Commission. In addition, the Company announced that it will hold its Combined 2022 & 2023 Annual Meeting of Stockholders (the “Annual Meeting”) on June 1, 2023, at 12 p.m. Eastern Time. The Board of Directors of the Company has fixed the close of business on Thursday, April 6, 2023, as the record date for determining the stockholders entitled to notice of and to vote at the Annual Meeting or at any adjournment or postponement thereof. The Company expects that once it holds the Annual Meeting, it will be in full compliance with Nasdaq Listing Rule 5620(a) and resolve the final pending Nasdaq delisting determination.

Peter Zhang, HF Foods Chief Executive Officer, said, “The filing of our 2022 Annual Report, scheduling of our Annual Meeting, and expected resolution of the final pending delisting determination, mark a new chapter for our business. We have adopted and instilled a corporate culture founded on integrity and accountability and made significant improvements in our governance, compliance and disclosure practices.”

Mr. Zhang continued, “Our need to address and remedy the legacy matters related to our financial disclosures and corporate practices limited the ability to tell our story, which we believe is very compelling. Our Board of Directors and management team have been refreshed with talented and dedicated individuals. Notwithstanding the significant challenges that the Company confronted, our team has maintained their focus and continued to execute on our strategic plan. Over the past two years, the business has grown significantly, as demonstrated by the strong year-over-year sales growth and the continued expansion of our national footprint. We intend to continue this momentum while at the same time invest in people and processes to centralize and optimize operations to drive bottom-line results.”

“HF Foods is committed to improving transparency and engagement with our investors, and to share our remarkable story with the investment community. We look forward to seeing our fellow stockholders at the upcoming Annual Meeting,” continued Mr. Zhang.

### **About HF Foods Group Inc.**

HF Foods Group Inc., headquartered in Las Vegas, Nevada, is a leading marketer and distributor of fresh produce, frozen and dry food, and non-food products to primarily Asian/Chinese restaurants and other foodservice customers throughout the United States. With 18 distribution centers strategically located throughout the nation, HF Foods aims to supply the increasing demand for Asian American restaurant cuisine. With more than 15,000 established customers in 46 states, and strong relations with growers and suppliers of food products in the US, South America and China, HF Foods Group is able to offer fresh, high-quality specialty restaurant foods and supplies at economical prices to its large and growing base of customers. For more information, please visit [www.hffoodsgroup.com](http://www.hffoodsgroup.com).

### **Forward-Looking Statements**

All statements in this press release other than statements of historical facts are forward-looking statements which contain our current expectations about our future results. We have attempted to identify any forward-looking statements by using words such as “believes,” “intends,” and other similar expressions. Although we believe that the expectations reflected in all of our forward-looking statements are reasonable, we can give no assurance that such expectations will prove to be correct. Such statements are not guarantees of future performance or events and are subject to known and unknown risks and uncertainties that could cause the Company’s actual results, events or financial positions to differ materially from those included within or implied by such forward-looking statements.

Such factors include, but are not limited to, risks that the Company may not regain compliance with Nasdaq continued listing requirements relating to the Company's annual meeting of stockholders within any applicable grace period, statements of assumption underlying any of the foregoing, and other factors disclosed under the caption "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2022 and other filings with the SEC. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date made. Except as required by law, we undertake no obligation to disclose any revision to these forward-looking statements.

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