Risk Factors Comparison 2024-03-26 to 2023-03-31 Form: 10-K

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Global health developments and economic uncertainty resulting from pandemics such as the COVID- 19 pandemic, and governmental action related thereto, have adversely affected, and may continue to adversely affect, our business, financial condition and results of operations. ~~In 2020 and through~~ **Through** early 2021, we saw the impact of COVID- 19 in our operations, including significant decreases in sales. While COVID- 19 did not significantly impact our operations in 2022 **and 2023**, the impact of pandemics may have an adverse impact on numerous aspects of our business, financial condition and results of operations including, our growth, product costs, supply chain disruptions, labor shortages, logistics constraints, customer demand for our products and industry demand generally, consumer spending, our liquidity, the price of our securities and trading markets with respect thereto, and the global economy and financial markets generally. We cannot predict the duration of future pandemics or future governmental regulations or legislation that may be passed as a result of ongoing or future outbreaks. The impact of pandemics and the enactment of additional governmental regulations and restrictions may further adversely impact the global economy, the restaurant industry, and our business specifically, despite prior or future actions taken by us. ~~Our industry is characterized by low margins, and periods of significant or prolonged inflation or deflation affect our product and operational costs, which may negatively impact our profitability. The foodservice distribution industry is characterized by relatively high inventory turnover with relatively low profit margins. Volatile food costs have a direct impact on our industry. During 2022, we experienced significantly elevated commodity and supply chain costs including the cost of labor, sourced goods, energy, fuel, packaging materials and other inputs necessary for the distribution and production of our products, and elevated levels of inflation may continue or worsen in 2023. Periods of significant product cost inflation or deflation may adversely affect our results of operations if we are unable to pass on all or a portion of such product cost increases to our customers in a timely manner. In addition, periods of rapidly increasing inflation may adversely affect our business due to the impact of such inflation on discretionary spending by consumers and our limited ability to increase prices in the current, highly competitive environment.~~ A shortage of qualified labor could negatively affect our business and materially reduce earnings. The future success of our operations, including the achievement of our strategic objectives, depends on our ability, and the ability of third parties on which we rely to supply and to deliver our products, to identify, recruit, develop and retain qualified and talented individuals. As a result, any shortage of qualified labor could significantly and adversely affect our business. Employee recruitment, development and retention efforts that we or such third parties undertake may not be successful, which could result in a shortage of qualified individuals in future periods. Any such shortage could decrease our ability to effectively serve our customers and achieve our strategic objectives. Such a shortage would also likely lead to higher wages for employees (or higher costs to purchase the services of such third parties) and a corresponding reduction in our results of operations. Unfavorable macroeconomic conditions in the U. S. may adversely affect our business, financial condition and results of operations. Our operating results are substantially affected by the operating and economic conditions in the regions in which we operate. Economic conditions can affect us in the following ways: • A reduction in discretionary spending by consumers could adversely impact sales of Chinese / Asian restaurants, and their purchases from us. Future economic conditions affecting disposable consumer income, such as employment levels, business conditions, changes in housing market conditions, the availability of consumer credit, inflation, interest rates, tax rates and fuel and energy costs, could reduce overall consumer spending. • Food cost and fuel cost inflation experienced by consumers can lead to reductions in the frequency of and the amount spent by consumers for food away from home purchases, which could negatively impact our business by reducing demand for our products. • Heightened uncertainty in the financial markets negatively affects consumer confidence and discretionary spending, which can cause disruptions with our customers and suppliers. • Liquidity issues and the inability of our customers to consistently access credit markets to obtain cash to support their operations can cause temporary interruptions in our ability to conduct day- to- day transactions involving the collection of funds from such customers. • Liquidity issues and the inability of suppliers to consistently access credit markets to obtain cash to support their operations can cause temporary interruptions in our ability to obtain the foodservice products and supplies needed by us in the quantities and at the prices requested. In addition, our existing operations are solely in the ~~United States~~ **U. S**. The geographic concentration of our operations creates an exposure to economic conditions in the ~~United States~~ **U. S.** and any financial downturn in the ~~United States~~ **U. S.** could materially adversely affect our financial condition and results of operations. Competition may increase ~~intensively~~ in the future, which may adversely impact our margins and ability to retain customers, and make it difficult to maintain our market share, growth rate and profitability. The foodservice distribution industry **, as a whole,** in the ~~United States~~ **U. S.** is fragmented and highly competitive, with local, regional, multi- regional distributors, and specialty competitors. ~~However~~ **In addition**, we believe that the market participants serving Chinese restaurants are **also** highly fragmented. Currently, we face competition from smaller and / or dispersed competitors focusing on the niche market serving Chinese / Asian restaurants, especially Chinese takeout restaurants. However, with the growing demand for Chinese cuisines, others are operating, or may begin operating in this niche market in the future. Those potential competitors include: (i) national and regional foodservice distributors, (ii) local wholesalers and brokers, (iii) food retailers, and (iv) farmers' markets. The national and regional distributors are experienced in operating multiple distribution locations and expanding management, and they have greater marketing and financial resources than we do. Even though they currently offer only a limited selection of Chinese and Asian specialty foods, they may be able to devote greater resources to sourcing, promoting and selling their products if they choose to do so. Conversely, the local wholesalers and brokers are small in size with a deep understanding of local preferences, but their lack of scale results in high risk and limited growth potential. If more competitors enter this market segment aiming to serve Chinese / Asian restaurants in the future, our operating results may be negatively impacted through a loss of sales, reduction in margins from competitive price changes, and / or greater operating costs, such as marketing costs, due to the increase of competition. We may not be able to fully compensate for increases in fuel costs when fuel prices experience high volatility, and our operating results would be adversely affected. Volatile fuel prices have a direct impact on the industry served by us. We require significant quantities of fuel for delivery vehicles and are exposed to the risk associated with fluctuations in the market price for fuel. The price and supply of fuel can fluctuate significantly based on international, political and economic circumstances, as well as other factors outside our control, such as actions by the Organization of the Petroleum Exporting Countries, or OPEC, and other oil and gas producers, regional production patterns, weather conditions and environmental concerns. The cost of fuel affects the price paid by us for products, as well as the costs we incur to deliver products to the customers. There is no guarantee that we will be able to pass along a portion of increased fuel costs to our customers in the future. The conflict in Ukraine led to a significant increase in fuel prices. If fuel costs remain elevated or increase further in the future, we may experience difficulties in passing all or a portion of these costs along to our customers, which may have a negative impact on our results of operations. Disruption of relationships with vendors could negatively affect our business. Suppliers may increase product prices, which could increase our product costs. We purchase our food items and related products primarily from third- party suppliers. Although our purchasing volume can provide benefits when dealing with suppliers, suppliers may not provide the products and supplies needed by us in the quantities

and at the prices requested. The cancellation of our supply arrangement with any of our suppliers or the disruption, delay and / or inability to supply the requested products by our suppliers could adversely affect our sales. If our suppliers fail to comply with food safety or other laws and regulations, or face allegations of non- compliance, their operations may be disrupted. We cannot assure you that we would be able to find replacement suppliers on commercially reasonable terms. In addition, we purchase seasonal Chinese vegetables and fruits from farms and other vendors. Increased frequency or duration of extreme weather conditions could impair production capabilities, disrupt our supply chain or impact demand for our products. Input costs could increase at any point in time for a large portion of the products that we sell for a prolonged period. Our inability to obtain adequate supplies of food items and related products as a result of any of the foregoing factors or otherwise could mean that we are unable to fulfill our obligations to customers, and customers may turn to other distributors. The purchase prices of our products vary from time to time, which is subject to market conditions and negotiation with our suppliers. The prices of some of our products, especially seasonal products, such as vegetables and fruits, have significant fluctuation. We may not always be able to mitigate the impact of these price fluctuations, and our performance results could be adversely affected by such fluctuations. As a foodservice distributor, it is necessary for us to maintain an inventory of products that may have declines in product pricing levels between the time we purchase the product from suppliers and the time we sell the product to customers, which could reduce the margin on that inventory, adversely affecting our results of operations. We are dependent upon the timely delivery of products from our vendors. Prolonged diminution of global supply chains may impact the availability and price stability of future food supplies, which may in turn adversely impact our business. The global supply chain, ranging from consumer goods, electronics, and industrial raw materials to food supplies, was negatively impacted by the COVID- 19 pandemic, shipping bottlenecks, and rapidly rising freight costs. We procure the majority of our food supply domestically, which includes certain imported products we purchase from domestic brokers. Food production is widely dispersed throughout the U. S. and we depend on producers of food and restaurant supply products to timely deliver these components of our inventory in quantities sufficient to meet customer demand. Any disruptions or delays in our supply chains as a result of labor shortages, commodity shortages, or inefficiencies in distribution or logistical services could cause delays in the shipment or delivery of our products to our customers. Any prolonged diminution of global supply chains may impact the availability and price stability of future food supplies, which may in turn adversely impact our business. Our business has been affected **by the COVID- 19 pandemic** and may in the future be affected by steps taken by the Chinese government to address the COVID- 19 pandemic **or other pandemics** . We purchase a portion of our inventory directly or indirectly from Chinese suppliers. In addition, our two outsourced call centers are located in China. Beginning with the outbreak of the COVID- 19 pandemic in 2020, quarantines, travel restrictions, and the closure of stores and business facilities have been imposed in China as part of the government' s " zero- COVID " policy to limit the impact of the pandemic, and these measures were not relaxed until the beginning of 2023. As a result of the COVID- 19 pandemic and the Chinese government' s responses to the pandemic, certain of our suppliers' and service providers' operations in China were temporarily disrupted. If the government in China reinstitutes policies that have been relaxed, or institutes new restrictive policies, we may not be able to procure certain inventory items from our suppliers, we may experience further supply chain bottlenecks and price increases, or we could have temporary disruptions in the function of our call centers, any of which could adversely impact our business. Our relationships with customers may be materially diminished or terminated. The loss of customers could adversely affect our business, financial condition, and results of operations. We have maintained long- standing relationships with a number of our customers. However, those customers could unilaterally terminate their relationship with us or materially reduce the amount of business they conduct with us at any time. Our customers may shift their purchase orders from us to other competitors due to market competition, change of customer requirements and preferences, or because of the customer' s financial condition. There is no guarantee that we will be able to maintain relationships with any of our customers on acceptable terms, or at all. The loss of a number of customers could adversely affect our business, financial condition, and results of operations. We ~~We~~ rely on technology in our business and any cybersecurity incident,other technology disruption or delay in implementing new technology could negatively affect our business and our relationships with customers.We use technology in our business operations,and our ability to serve customers most effectively depends on the reliability of our technology systems.We use software and other technology systems,among other things,to generate and select orders,to make purchases,to manage warehouses and to monitor and manage our business on a day- to- day basis.Further,our business involves the storage and transmission of numerous classes of sensitive and / or confidential information and intellectual property,including customers' and suppliers' personal information,private information about employees,and financial and strategic information about us and our business partners.These technology systems are vulnerable to disruption from circumstances beyond our control,including fire,natural disasters,power outages,systems failures,security breaches,espionage,cyber- attacks,viruses,theft and inadvertent releases of information.Any such disruption to these software and other technology systems,or the technology systems of third parties on which we rely,the failure of these systems to otherwise perform as anticipated,or the theft,destruction,loss,misappropriation,or release of sensitive and / or confidential information or intellectual property,could result in business disruption,negative publicity,brand damage,violation of privacy laws,loss of customers,potential liability and competitive disadvantage,any or all of which could potentially adversely affect our customer service,decrease the volume of our business and / or result in increased costs and lower profits.A significant ~~breach of~~ **cybersecurity incident involving** our cybersecurity infrastructure may ~~fail to increase~~ **result from actions by our employees, suppliers, third- party administrators,** or ~~maintain~~ **unknown third parties or through cyber- attacks. The risk of such an incident can exist whether software services are in our technology systems or are in cloud- based software services. Intrusions and** ~~the~~ **other** ~~highest margin portions~~ **incidents have occurred, and may occur again, in our systems and in the systems** of **our suppliers and third- party administrators. Any such incident could result in operational impairments, significant harm to our reputation and financial losses. A significant cybersecurity incident could affect our data framework or cause a failure to protect the personal information of our customers, suppliers or employees, or sensitive and confidential information regarding** our business ~~, including sales~~ **and could give rise** to **legal** ~~restaurant customers. Our most profitable customers are independent restaurants. Our ability~~ **liability and regulatory action under data protection and privacy laws** ~~to continue to gain market share of independent restaurant customers is critical to achieving increased operating profits~~ . **Any such cybersecurity incident involving our** ~~Changes in the buying practices of independent restaurant customers, including their ability to require us to sell to them at discounted rates,~~ or ~~decreases in~~ our **suppliers' cybersecurity infrastructure** ~~sales to this type of customer~~ could have a material ~~negative impact~~ **adverse effect** on our ~~profitability on our~~ business,results of operations and financial condition.Further,as we pursue our strategy to grow through acquisitions and to pursue new initiatives that improve our operations and cost structure,we are also expanding and improving our information technology,resulting in a larger technological presence and corresponding exposure to cybersecurity risk.If we fail to assess and identify cybersecurity risks associated with acquisitions and new initiatives,we may become increasingly vulnerable to such risks.Information technology systems continue to evolve and,in order to remain competitive,we need to implement new technologies in a timely and efficient manner.Investments will continue to be made in attracting,retaining,and training our human capital to remain current on the ever- changing industry best practices related to information security.If our competitors implement new technologies more quickly or successfully than we do,such competitors may be able to provide lower cost or enhanced services of superior quality compared to those we provide,which could have an adverse effect on our results **of operations** . Changes in consumer eating habits could materially and adversely affect our business, financial

condition, and results of operations. We provide foodservice distribution to Chinese / Asian restaurants, primarily Chinese takeout restaurants, which focus on serving Chinese food to non- Chinese Americans. Changes in consumer eating habits (such as a decline in consuming food away from home, a decline in portion sizes, or a shift in preferences toward western foods) could reduce demand for our products. Consumer eating habits could be affected by a number of factors, including attitudes regarding diet and health or new information regarding the health effects of consuming certain foods. If consumer eating habits change significantly, we may be required to modify or discontinue sales of certain items in our product portfolio, and we may experience higher costs and / or supply shortages associated with our efforts to accommodate those changes as our suppliers adapt to new eating preferences. Additionally, changes in consumer eating habits may result in the enactment or amendment of laws and regulations that impact the ingredients and nutritional content of our food products, or laws and regulations requiring us to disclose the nutritional content of our food products. Compliance with these laws and regulations, as well as others regarding the ingredients and nutritional content of food products, may be costly and time- consuming. We cannot make any assurances regarding our ability to effectively respond to changes in consumer culture preference, health perceptions or resulting new laws or regulations or to adapt our product offerings to trends in eating habits. We engage in transactions with related parties and such transactions present possible conflicts of interest that could have an adverse effect on us. We purchase goods and services from related parties of our current and former management team, as well as our largest shareholder, and sell products to related parties of our current and former management team, as well as our largest shareholder. These related- party transactions create the possibility of conflicts of interest with regard to our management, including that: • we may enter into contracts between us, on the one hand, and related parties, on the other, that are not as a result of arm' s- length transactions; • our executive officers and directors that hold positions of responsibility with related parties may be aware of certain business opportunities that are appropriate for presentation to us as well as to such other related parties and may present such business opportunities to such other parties; • our executive officers and directors that hold positions of responsibility with related parties may have significant duties with, and spend significant time serving, other entities and may have conflicts of interest in allocating time; and • such conflicts could cause an individual in our management to seek to advance his or her economic interests or the economic interests of certain related parties above ours. Further, the appearance of conflicts of interest created by related- party transactions could impair the confidence of our investors. Our Special Transactions Review Committee regularly reviews these transactions. Notwithstanding this, it is possible that a conflict of interest could have an adverse effect on our business, financial condition and results of operations. For more information on our related party transactions, see Note ~~14~~ **13** - Related Party Transactions in our consolidated financial statements in this Annual Report on Form 10- K. We may in the future be required to consolidate the assets, liabilities, and results of operations of certain existing and future related party entities, which could have an adverse impact on our results of operations, financial position, and gross margin. The Financial Accounting Standards Board has issued accounting guidance regarding variable interest entities (" VIEs ") that affects our accounting treatment of our existing and future related party entities. To ascertain whether we are required to consolidate an entity, we are required to determine whether it is a VIE and if we are the primary beneficiary in accordance with the accounting guidance. Factors we consider in determining whether we are the VIE' s primary beneficiary include evaluating the decision- making authority and management of the day- to- day operations of the related party entity and the obligation to absorb losses or right to receive benefits from the related party in relation to others. Changes in the financial accounting guidance, or changes in circumstances at each of these related party entities, could lead us to determine that we have to consolidate the assets, liabilities, and results of operations of such related party entities. We have determined to consolidate certain related parties as VIEs, see Note 3- Variable Interest Entities in our consolidated financial statements in this Annual Report on Form 10- K for additional information. The consolidation of other related parties as VIEs could significantly increase our indebtedness and may have a material adverse impact on our results of operations, financial position, and gross margin. In addition, we may enter into future affiliations with related parties or make other equity investments, which could have an adverse impact on us because of the financial accounting guidance regarding VIEs. We may be unable to protect or maintain our intellectual property, which could result in customer confusion, a negative perception of our brand and adversely affect our business. We believe that our intellectual property has substantial value and has contributed significantly to the success of our business. In particular, our " HF " logo trademarks and our trade names including " Han Feng, "" Rong Cheng" and" Great Wall," are valuable assets that reinforce our customers' favorable perception of our products. Our trademark rights and related registrations may be challenged in the future and could be canceled or narrowed. Failure to protect our trademark rights could cause customer confusion or negatively affect customers' perception of our brand and products, and eventually adversely affect our sales and profitability. Moreover, intellectual property disputes and proceedings and infringement claims may result in a significant distraction for management and significant expense, which may not be recoverable regardless of whether we are successful. Such proceedings may be protracted with no certainty of success, and an adverse outcome could subject us to liability, force us to cease use of certain trademarks or other intellectual property or force us to enter into licenses with others. Any one of these occurrences may have a material adverse effect on our business, results of operations and financial condition. If we are unable to renew or replace our current leases on favorable terms, or any of our current leases are terminated prior to expiration of their stated terms, and we cannot find suitable alternate locations, our operations and profitability could be negatively impacted. We currently have leases for some of our warehouses. Our ability to re- negotiate favorable terms on an expiring lease or to negotiate favorable terms for a suitable alternate location, and our ability to negotiate favorable lease terms for additional locations, could depend on conditions in the real estate market, competition for desirable properties, our relationships with current and prospective landlords, and / or other factors that are not within our control. Any or all of these factors and conditions could negatively impact our growth and profitability. Failure to retain our senior management and other key personnel may adversely affect our operations. Our success is substantially dependent on the continued service of our senior management and other key personnel. These executives have been primarily responsible for determining the strategic direction of our business and for executing our growth strategy and are integral to our brand and culture, and our reputation with suppliers and consumers. The loss of the services of any of these executives and other key personnel could have a material adverse effect on our business and prospects, as we may not be able to find suitable individuals to replace them on a timely basis, if at all. In addition, any such departure could be viewed in a negative light by investors and analysts, which may cause our stock price to decline. The loss of key employees could negatively affect our business. If we are unable to attract, train and retain employees, we may not be able to grow or successfully operate our business. The foodservice distribution industry is labor intensive. Our success depends in part upon our ability to attract, train and retain a sufficient number of employees who understand and appreciate our culture and are able to represent our brand effectively and establish credibility with our business partners and customers. Our ability to meet our labor needs, while controlling wage and labor- related costs, is subject to numerous external factors, including the availability of a sufficient number of qualified persons in the work force of the regions in which we are located, unemployment levels within those regions, prevailing wage rates, changing demographics, health and other insurance costs and changes in employment legislation. In the event of increasing wage rates, if we fail to increase our wages competitively, the quality of our workforce could decline, causing our customer service to suffer, while increasing our wages could cause our profits to decrease. If we are unable to hire and retain employees capable of meeting our business needs and expectations, our business and brand image may be impaired. Any failure to meet our staffing needs or any material increase in turnover rates of our employees may adversely affect our business, results of operations and financial condition. Changes in and enforcement

of immigration laws could increase our costs and adversely affect our ability to attract and retain qualified employees. Federal and state governments from time to time implement immigration laws, regulations or programs that regulate our ability to attract or retain qualified foreign employees. Some of these changes may increase our obligations for compliance and oversight, which could subject us to additional costs and make our hiring process more cumbersome or reduce the availability of potential employees. Although we have implemented, and are in the process of enhancing, procedures to ensure our compliance with the employment eligibility verification requirements, there can be no assurance that these procedures are adequate and some of our employees may, without our knowledge, be unauthorized workers. The employment of unauthorized workers may subject us to fines or civil or criminal penalties, and if any of our workers are found to be unauthorized, we could experience adverse publicity that negatively impacts our brand and makes it more difficult to hire and keep qualified employees. We may be required to terminate the employment of certain of our employees who are determined to be unauthorized workers. The termination of a significant number of employees may disrupt our operations, cause temporary increases in our labor costs as we train new employees and result in adverse publicity. Our financial performance could be materially harmed as a result of any of these factors. Potential labor disputes with employees and increases in labor costs could adversely affect our business. A considerable amount of our operating costs are attributable to labor costs and, therefore, our financial performance is greatly influenced by increases in wage and benefit costs. As a result, we are exposed to risks associated with a competitive labor market. Rising health care costs and the nature and structure of work rules will always be important issues. Any work stoppages or labor disturbances as a result of employee dissatisfaction with their current employment terms could have a material adverse effect on our financial condition, results of operations and cash flows. We also expect that in the event of a work stoppage or labor disturbance, we could incur additional costs and face increased competition. If we fail to comply with requirements imposed by applicable law and other governmental regulations, we could become subject to lawsuits, investigations and other liabilities and restrictions on our operations that could significantly and adversely affect our business. We are subject to regulation by various federal, state, and local governments, applicable to food safety and sanitation, ethical business practices, securities, transportation, minimum wage, overtime, other wage payment requirements, employment discrimination, immigration, and human health and safety. While we attempt to comply with all applicable laws and regulations, we cannot represent that we are in full compliance with all applicable laws and regulations or interpretations of these laws and regulations at all times or that we will be able to comply with any future laws, regulations or interpretations of these laws and regulations. If we fail to comply with applicable laws and regulations, we may be subject to investigations, criminal sanctions or civil remedies, including fines, injunctions, and prohibitions on exporting. The cost of compliance or the consequences of non- compliance, including debarments, could have an adverse effect on our results of operations. In addition, governmental units may make changes in the regulatory frameworks within which we operate that may require us to incur substantial increases in costs in order to comply with such laws and regulations. If the products distributed by us are alleged to have caused injury or illness, or to have failed to comply with governmental regulations, we may need to recall our products and may experience product liability claims. We, like any other foodservice distributor, may be subject to product recalls, including voluntary recalls or withdrawals, if the products we distribute are alleged to have caused injury or illness, to have been mislabeled, misbranded, or adulterated or to otherwise have violated applicable governmental regulations. We may also choose to voluntarily recall or withdraw products that we determine do not satisfy our quality standards, whether for taste, appearance, or otherwise, in order to protect our brand and reputation. Any future product recall or withdrawal that results in substantial and unexpected expenditures, destruction of product inventory, damage to our reputation, and / or lost sales due to the unavailability of the product for a period of time, could materially adversely affect our results of operations and financial condition. We also face the risk of exposure to product liability claims in the event that the use of products sold by us are alleged to have caused injury or illness. We cannot be sure that consumption of our products will not cause a health- related illness in the future or that we will not be subject to claims or lawsuits relating to such matters. Further, even if a product liability claim is unsuccessful or is not fully pursued, the negative publicity surrounding any assertion that our products caused illness or injury could adversely affect our reputation with existing and potential customers and our corporate and brand image. Our product liability insurance plans may not continue to be available at a reasonable cost or, if available, may not be adequate to cover all of our liabilities. We generally seek contractual indemnification and insurance coverage from parties supplying products to us, but this indemnification or insurance coverage is limited, as a practical matter, to the creditworthiness of the indemnifying party and the insured limits of any insurance provided by such suppliers. If we do not have adequate insurance or contractual indemnification available, product liability relating to defective products could materially adversely affect our results of operations and financial condition. We may incur significant costs to comply with environmental laws and regulations, and we may be subject to substantial fines, penalties and / or third- party claims for non- compliance. Our operations are subject to various federal, state, and local laws, rules and regulations relating to the protection of the environment, including those governing: • the discharge of pollutants into the air, soil, and water; • the management and disposal of solid and hazardous materials and wastes; • employee exposure to hazards in the workplace; and • the investigation and remediation of contamination resulting from releases of petroleum products and other regulated materials. In the course of business, we operate, maintain, and fuel vehicles; store fuel in on- site above ground containers; operate refrigeration systems; and use and dispose of hazardous substances and food waste. We could incur substantial costs, including fines or penalties and third- party claims for property damage or personal injury, as a result of any violations of environmental or workplace safety laws and regulations or releases of regulated materials into the environment. In addition, we could incur investigation, remediation and / or other costs related to environmental conditions at our currently or formerly owned or operated properties. Litigation may materially adversely affect our business, financial condition and results of operations. From time to time, we may be party to various claims and legal proceedings. For example, as reported previously, the Company is subject to a non- public investigation by the SEC and has responded to various information requests from the SEC in connection with that investigation. The Company is fully cooperating with the SEC' s requests and cannot predict the outcome of this investigation. See Part I, Item 3. Legal Proceedings to this Form 10- K for more information. We evaluate these claims and proceedings to assess the likelihood of unfavorable outcomes and to estimate, if probable and estimable, the amount of potential losses. Based on these assessments and estimates, we may establish reserves, as appropriate. These assessments and estimates are based on the information available to management at the time and involve a significant amount of management judgment. Actual outcomes or losses may differ materially from our assessments and estimates. Even when not merited, the defense of these lawsuits or legal proceedings, including potential securities litigation and / or other legal actions, is expensive and may divert management' s attention, and we may incur significant expenses in defending these lawsuits or legal proceedings. The results of litigation and other legal proceedings are inherently uncertain, and adverse judgments or settlements in some of these legal disputes may result in adverse monetary damages, penalties or injunctive relief against us, which could negatively impact our financial position, cash flows or results of operations. Increased commodity prices and availability may impact profitability. Many of our products include ingredients such as wheat, corn, oils, sugar, and other commodities. Commodity prices worldwide have been increasing. While commodity price inputs do not typically represent the substantial majority of our product costs, any increase in commodity prices may cause our vendors to seek price increases from us. We may not be able to mitigate vendor efforts to increase our costs, either in whole or in part. In the event we are unable to mitigate potential vendor price increases, we may in turn consider raising our prices, and our customers may be deterred by any such price increases. Our profitability may be impacted through increased costs to us which

may affect our gross margins, or through reduced revenue as a result of a decline in the number and average size of customer transactions. The U. S. government is currently imposing increased tariffs on certain products imported into the U. S., including products imported from China, which may have an adverse impact on our future operating results. We sell our products based on the cost of such products plus a percent markup. The U. S. government **has imposed** ~~is currently imposing~~ and **continues to** ~~proposing~~ **propose** increased tariffs on certain products imported into the U. S., including products imported from China. Some of our imported products and imported products purchased from domestic brokers **are** ~~may be~~ subject to these increased tariffs and accordingly, our purchase costs **have** ~~will be~~ increased **and may increase further** . We may determine to increase our sales prices in order to pass these increased costs to our customers. In the event we determine to take such action, our customers may reduce their orders from us, which could negatively affect our profitability and operating results. Severe weather, natural disasters and adverse climate changes, as well as the legal, regulatory or market measures being implemented to address climate change, may materially adversely affect our financial condition and results of operations. Severe weather conditions and other natural disasters in areas where our distribution network covers or from which we obtain the products we sell may materially adversely affect our operations and our product offerings and, therefore, our results of operations. Such conditions may result in physical damage to, or temporary or permanent closure of, one or more of our distribution centers, an insufficient work force in our market regions and / or temporary disruption in the supply of products, including delays in the delivery of goods to our warehouses and / or a reduction in the availability of products in our offerings. In addition, adverse climate conditions and adverse weather patterns, such as drought or flood, that impact growing conditions and the quantity and quality of crops may materially adversely affect the availability or cost of certain products within our supply chain. Any of these factors may disrupt our businesses and materially adversely affect our financial condition, results of operations and cash flows. There is an increased focus around the world by regulatory and legislative bodies at all levels towards policies relating to climate change and the impact of global warming, including the regulation of greenhouse gas (GHG) emissions, energy usage and sustainability efforts. Increased compliance costs and expenses due to the impacts of climate change on our business, as well as additional legal or regulatory requirements regarding climate change or designed to reduce or mitigate the effects of carbon dioxide and other GHG emissions on the environment, may cause disruptions in, or an increase in the costs associated with, the running of our business, particularly with regard to our distribution and supply chain operations. Moreover, compliance with any such legal or regulatory requirements may require that we implement changes to our business operations and strategy, which would require us to devote substantial time and attention to these matters and cause us to incur additional costs. The effects of climate change, and legal or regulatory initiatives to address climate change, could have a long- term adverse impact on our business and results of operations. Our business may be affected by the impacts of unfavorable geopolitical events or other market disruptions on consumer confidence and spending patterns. Our net sales, profit, cash flows and future growth may be affected by negative local, regional, national or international political or economic trends or developments that reduce consumers' ability or willingness to spend, including the effects of national and international security concerns such as war, terrorism or the threat thereof. ~~The~~ **Conflicts such as the** Russian invasion of Ukraine in February 2022 and the financial and economic sanctions and other measures imposed by the European Union, the ~~United States~~ **U. S.** , and other countries and organizations in response thereto ~~is creating, and may continue to~~ create ~~,~~ market disruption and volatility and instability in the geopolitical environment. The extent to which this **or similar** ~~conflict~~ **conflicts** ~~escalates~~ - **escalate** ~~to other countries~~ and the resulting impact on the global market remains uncertain. We ~~are monitoring~~ --- **monitor** ~~the~~ **such** ~~conflict~~ **conflicts** , but do not, and cannot, know if ~~this situation~~ **any such ongoing geopolitical conflicts** will result in broader economic and security concerns or in material implications for our business. These events could have a material adverse effect on our customers, our business partners and our third- party suppliers. We rely on technology in our business...... effect on our results of operations. Our current indebtedness may adversely affect our liquidity position and ability of future financing. As of December 31, ~~2022~~ **2023** , we utilized $ ~~53~~ **58** . ~~1~~ **6** million of the $ 100 million asset- secured revolving credit facility and $ ~~122~~ **114** . ~~0~~ **4** million of long- term mortgage and equipment loans, which could adversely affect our cash flow, our ability to raise additional capital or obtain financing in the future, or react to changes in business and repay other debts. These bank loans contain covenants that restrict our ability to incur additional debt and operate our business. We may not be able to generate a sufficient amount of cash needed to pay interest and principal on our debt facilities or refinance all or a portion of our indebtedness, due to a number of factors, including significant change of economic conditions, market competition, weather conditions, natural disaster, and failure to execute our business plan. An increase in interest rates could adversely affect our cash flow and financial condition. **Central bank policy interest** ~~We are subject to market risks relating to changes in the London Interbank Offered Rate (" LIBOR"). On July 27, 2017, the United Kingdom' s Financial Conduct Authority, which regulates LIBOR, announced that it intends to phase out the use of LIBOR by the end of 2021. In the U. S., the Alternative Reference Rates~~ **rates** ~~Committee,~~ **continued to increase in 2023. Rising interest rates could have** a **dampening** ~~committee convened by the Federal Reserve Board and the Federal Reserve Bank of New York, recommended the Secured Overnight Financing Rate (" SOFR") plus a recommended spread adjustment as LIBOR' s replacement. LIBOR and SOFR have significant differences, such as LIBOR being an unsecured lending rate while SOFR is a secured lending rate, and SOFR is an overnight rate while LIBOR reflects term rates at different maturities. Our LIBOR- based borrowings were converted to SOFR. The differences between LIBOR and SOFR, plus the recommended spread adjustment, could result in higher interest costs than if LIBOR remained available, which may have an adverse~~ effect on **overall economic activity and /** ~~our~~ - **or the** ~~business,~~ financial condition ~~and results~~ of **our customers** ~~operations. Furthermore~~ , ~~at this time, it is not possible to predict whether~~ -- **either** ~~SOFR will attain market traction as a LIBOR replacement. Additionally, it is uncertain if LIBOR will cease to exist in the future,~~ or **both of which could negatively affect customer demand** ~~whether additional reforms to LIBOR may be enacted, or whether alternative reference rates will gain market acceptance as a replacement~~ for ~~LIBOR~~ **our products and industry demand generally** . ~~Alternative benchmark~~ **Rising interest** rates may **cause credit market dislocations which can impact funding costs** ~~replace LIBOR and could affect our debt securities, debt payments, and receipts~~ . ~~At~~ **Additionally, our borrowings bear interest at variable rates and expose us to interest rate risk. Although we monitor and manage** this ~~time~~ **exposure** , ~~it is not possible to predict the effect of any~~ changes **in** ~~to LIBOR, any phase out of LIBOR, or any establishment of alternative benchmark rates. Any other new benchmark rate will likely not replicate LIBOR exactly, which could impact our contracts that terminate after 2023. There is uncertainty about how applicable law and the courts will address the replacement of LIBOR with alternative rates on variable rate retail loan contracts and other contracts that do not include alternative rate fallback provisions. If LIBOR ceases to exist, the~~ interest rates **cannot always** ~~on our variable- rate debts will~~ be ~~based on base rates~~ **predicted, hedged,** or **offset with price increases** ~~an alternative benchmark rate, which may result in higher interest rates. In addition, any changes~~ to **eliminate earnings volatility** ~~benchmark rates may have an uncertain impact on our cost of funds and our access to the capital markets, which could impact our results of operations and cash flows~~ . Impairment charges for goodwill, **amortizable** ~~indefinite- lived~~ intangible assets or other long- lived assets could adversely affect our financial condition and results of operation. We review our amortizable intangible assets **and other long- lived assets** for impairment whenever events or changes in circumstances indicate the carrying value may not be recoverable. We test goodwill ~~and other indefinite- lived intangible assets~~ for impairment at least annually, or more frequently if events or changes in circumstances indicate an asset may be impaired. Relevant factors, events and circumstances that affect the fair value of goodwill ~~and indefinite- lived intangible assets~~ may include external factors such as macroeconomic, industry, and market conditions, as well as cost

factors, overall financial performance, other relevant entity- specific events, specific events affecting the reporting unit, or sustained decrease in share price. We may be required to record a significant charge in our consolidated financial statements during the period in which any impairment of our goodwill **, amortizable intangible assets,** or ~~intangible~~ **other long- lived** assets is determined, which would negatively affect our results of operations. Impairment analysis requires significant judgment by management and the fair value of goodwill, **amortizable** ~~indefinite- lived~~ intangible assets or other long- lived assets are sensitive to changes in key assumptions used in the projected cash flows, which include forecasted revenues and perpetual growth rates, among others, as well as current market conditions in both the United States and globally ~~, all of which were unfavorably impacted by the COVID- 19 pandemic~~ . To the extent that business conditions **may** deteriorate ~~further~~ , or if changes in key assumptions and estimates differ significantly from management' s expectations, it may be necessary to record ~~additional future~~ impairment charges, which could be material. ~~For more information on our goodwill~~ **The Company completed its most recent annual** impairment assessment ~~and related~~ **for goodwill as of the last day of the fourth quarter of fiscal year 2023 with no** ~~impairment~~ **impairments noted** ~~charge, see Note 9- Goodwill and Acquired Intangible Assets in our consolidated financial statements of this Annual Report on Form 10- K~~ . Risk Factors Relating to our Acquisition Strategy Our continued growth depends on future acquisitions of other distributors or wholesalers and enlarging our customer base. The failure to achieve these goals could negatively impact our results of operations and financial condition. Historically, a portion of our growth has come through acquisitions, and our growth strategy depends, in large part, on acquiring other distributors or wholesalers to access untapped market regions and enlarge our customer base. Successful implementation of this strategy is dependent on sufficient capital support from financing, finding suitable targets to acquire, identifying suitable locations and negotiating acceptable acquisition prices and terms. There can be no assurance that we will continue to grow through acquisitions. We may not be able to obtain sufficient capital support for our expansion plan, or successfully implement the plan to acquire other competitors timely or within budget or operate those businesses successfully. If we are unable to integrate acquired businesses successfully or realize anticipated economic, operational and other benefits and synergies in a timely manner, our earnings may be materially adversely affected. A significant expansion of our business and operations, in terms of geography or magnitude ~~(such as with the Business Combination)~~ , could strain our administrative and operational resources. Significant acquisitions may also require the issuance of material additional amounts of debt or equity, which could materially alter our debt- to- equity ratio, increase our interest expense and decrease net income, and make it difficult for us to obtain favorable financing for other acquisitions or capital investments. Our operating results will be adversely affected if we fail to implement our growth strategy or if we invest resources in a growth strategy that ultimately proves unsuccessful. There is a scarcity of and competition for acquisition opportunities. There are a limited number of operating companies available for acquisition that we deem to be desirable targets. In addition, there is a very high level of competition among companies seeking to acquire these operating companies. Many established and well- financed entities are active in acquiring interests in companies that we may find to be desirable acquisition candidates. Many of these entities have significantly greater financial resources, technical expertise and managerial capabilities than we do. Consequently, we will be at a competitive disadvantage in negotiating and executing possible acquisitions of such businesses. Even if we are able to successfully compete with these larger entities, this competition may affect the terms of the transactions we are able to negotiate and, as a result, we may pay more or receive less favorable terms than we expected for potential acquisitions. We may not be able to identify operating companies that complement our strategy, and even if we identify a company that does so, we may be unable to complete an acquisition of such a company for many reasons, including: • failure to agree on necessary terms, such as the purchase price; • incompatibility between our operational strategies and management philosophies with those of the potential acquiree; • competition from other acquirers of operating companies; • lack of sufficient capital to acquire a profitable company; and • unwillingness of a potential acquiree to work with our management. Risks related to acquisition financing. We have a limited amount of financial resources and our ability to make additional acquisitions without securing additional financing from outside sources is limited. In order to continue to pursue our acquisition strategy, we may be required to obtain additional financing. We may obtain such financing through a combination of traditional debt financing and / or the placement of debt and equity securities. We may finance some portion of our future acquisitions by either issuing equity or by using shares of our common stock for all or a portion of the purchase price for such businesses. In the event that our common stock does not attain or maintain a sufficient market value, or potential acquisition candidates are otherwise unwilling to accept our common stock as part of the purchase price for the sale of their businesses, we may be required to use more of our cash resources, if available, in order to maintain our acquisition program. If we do not have sufficient cash resources, we will not be able to complete acquisitions and our growth could be limited unless we are able to obtain additional capital through debt or equity financings. The terms of our credit facility require that we obtain the consent of our lenders prior to securing additional debt financing. There could be circumstances in which our ability to obtain additional debt financing could be constrained if we are unable to secure such consent. To the extent we make any material acquisitions, our earnings may be adversely affected by non- cash charges relating to the amortization of intangible assets. Under applicable accounting standards, purchasers are required to allocate the total consideration paid in a business combination to the identified acquired assets and liabilities based on their fair values at the time of acquisition. The excess of the consideration paid to acquire a business over the fair value of the identifiable tangible assets acquired must be allocated among identifiable intangible assets including goodwill. The amount allocated to goodwill is not subject to amortization. However, it is tested at least annually for impairment. The amount allocated to identifiable intangible assets, such as customer relationships and the like, is amortized over the life of these intangible assets. We expect that this will subject us to periodic charges against our earnings to the extent of the amortization incurred for that period. Because our business strategy focuses, in part, on growth through acquisitions, our future earnings may be subject to greater non- cash amortization charges than a company whose earnings are derived solely from organic growth. As a result, we may experience an increase in non- cash charges related to the amortization of intangible assets acquired in our acquisitions. Our financial statements will show that our intangible assets are diminishing in value, even if the acquired businesses are increasing (or not diminishing) in value. We are not obligated to follow any particular criteria or standards for identifying acquisition candidates. We are not obligated to follow any particular operating, financial, geographic or other criteria in evaluating candidates for potential acquisitions or business combinations. We will determine the purchase price and other terms and conditions of acquisitions. Our shareholders will not have the opportunity to evaluate the relevant economic, financial and other information that our management team will use and consider in deciding whether or not to enter into a particular transaction. We may be required to incur a significant amount of indebtedness in order to successfully implement our acquisition strategy. Subject to the restrictions contained under our current credit facilities, we may be required to incur a significant amount of indebtedness in order to complete future acquisitions. If we are not able to generate sufficient cash flow from the operations of acquired businesses to make scheduled payments of principal and interest on the indebtedness, then we will be required to use our capital for such payments. This will restrict our ability to make additional acquisitions. We may also be forced to sell an acquired business in order to satisfy indebtedness. We cannot be certain that we will be able to operate profitably once we incur this indebtedness or that we will be able to generate a sufficient amount of proceeds from the ultimate disposition of such acquired businesses to repay the indebtedness incurred to make these acquisitions. We may experience difficulties in integrating the operations, personnel and assets of acquired businesses that may disrupt our business, dilute stockholder value and adversely affect our operating results. A core component of our business plan is to acquire businesses and assets in the food distribution industry. There

can be no assurance that we will be able to identify, acquire or profitably manage businesses or successfully integrate our acquired businesses without substantial costs, delays or other operational or financial problems. Such acquisitions also involve numerous operational risks, including: • difficulties in integrating operations, technologies, services and personnel; • the diversion of financial and management resources from existing operations; • the risk of entering new markets; • the potential loss of existing or acquired strategic operating partners following an acquisition; • the potential loss of key employees following an acquisition and the associated risk of competitive efforts from such departed personnel; • possible legal disputes with the acquired company following an acquisition; and • the inability to generate sufficient revenue to offset acquisition or investment costs. As a result, if we fail to properly evaluate and execute any acquisitions or investments, our business and prospects may be seriously harmed. Risk Factors Relating to our Common Stock A trading market for our common stock may not be sustained and our common stock prices could decline. Although our common stock is listed on the Nasdaq Capital Market (" NASDAQ") under the symbol " HFFG ", an active trading market for the shares of our common stock may not be sustained. Accordingly, no assurance can be given as to the following: • the likelihood that an active trading market for shares of our common stock will be sustained; • the liquidity of any such market; • the ability of our shareholders to sell their shares of common stock; or • the price that our shareholders may obtain for their common stock. In addition, our common stock has historically experienced price and volume volatility. The market price and volume of our common stock may continue to experience fluctuations not only due to volatile stock market conditions but also due to government regulatory action, tax ~~laws~~ - **law** ~~update~~ **updates** , interest rates, the condition of the U. S. economy and a change in sentiment in the market regarding our industry, operations or business prospects. In addition to other factors, the price and volume volatility of our common stock may be affected by: • factors influencing consumer food choices; • the operating and securities price performance of companies that investors consider comparable to us; • announcements of strategic developments, acquisitions and other material events by us or our competitors; • changes in global financial markets and global economies and general market conditions, such as tariffs, interest rates, commodity and equity prices and the value of financial assets; • additions or departures of key personnel; • operating results that vary from the expectations of securities analysts and investors; • sales of our equity securities common stock by shareholders, including the owners of businesses we have acquired, management, or our founder and his affiliated trusts and family members; • actions by shareholders; • actions by the SEC or NASDAQ relating to investigations; and • passage of legislation or other regulatory developments that adversely affect us or our industry. If an active market is not maintained, or if our common stock continues to experience price and volume volatility, the market price of our common stock may decline. Furthermore, our ability to raise funds through the issuance of equity securities or otherwise by using our common stock as consideration is impacted by the price of our common stock. A low stock price may adversely impact our ability to reduce our financial leverage, as measured by the ratio of total debt to total capital. Continued high levels of leverage or significant increases may adversely affect our credit ratings and make it more difficult for us to access additional capital. These factors may limit our ability to implement our operating and growth plans. Our current management does not have extensive corporate governance experience, and we may need to recruit expertise on corporate governance to comply with the regulations and effectively communicate with the capital markets, which may increase our operating expenses. We have built up and will continue to expand our corporate management team from all areas of expertise. Lack of in- house talent could also have an adverse impact on both the effectiveness of our operations and the full compliance with all applicable laws and regulations. In addition, recruiting talent for our management team may increase operational costs substantially and may require longer hiring periods than ordinary employees. We have identified material weaknesses in our internal control over financial reporting, which could affect our ability to ensure timely and reliable financial reports, affect the ability of our auditors to attest to the effectiveness of our internal controls, and weaken investor confidence in our financial reporting. The Sarbanes- Oxley Act of 2002 requires, among other things, that we design, implement and maintain adequate internal controls and procedures over financial reporting. Our management has concluded that (1) our internal controls over financial reporting were not effective as of December 31, ~~2022~~ **2023** , (2) there existed material weaknesses in our internal control over financial reporting as of December 31, ~~2022~~ **2023** , and (3) our disclosure controls and procedures were not effective as of December 31, ~~2022~~ **2023** . Please ~~see~~ **refer to** the discussion of these conclusions below **,** under Item 9A. " Controls and Procedures " of this Annual Report on Form 10- K. We have taken and will continue to take appropriate actions to remediate such material weakness and inadequate disclosure controls and procedures; however, such continuous measures are still ~~work~~ **works** - in- progress and may not be sufficient to address the material weaknesses identified or ensure that our disclosure controls and procedures are effective. We may also discover other material weaknesses in the future. Any failure to maintain or implement required new or improved controls, or any difficulties we encounter in the implementation of such controls, could cause us to fail to meet our periodic reporting obligations or result in material misstatements in our financial statements and affect the ability of our auditors to attest to the effectiveness of our internal controls over financing reporting. In addition, substantial costs and resources may be required to rectify any internal control deficiencies. If we cannot produce reliable financial reports, investors could lose confidence in our reported financial information, the market price of our common stock could decline significantly, and our business and financial condition could be adversely affected. ~~We have not been in compliance with NASDAQ' s requirements for continued listing. As a result, our common stock may be delisted from trading on NASDAQ, which would have a material effect on us and our shareholders. We were delinquent in the filing of our periodic reports with the SEC initially as a result of additional review and procedures relating to our merger with B & R Global. After the resolution of certain merger- related issues in September 2022, our ability to timely file periodic reports was delayed due to additional review and procedures of complex technical and accounting issues relating to the previously disclosed independent investigation by the Special Investigation Committee of the Company' s Board of Directors and the previously disclosed concurrent, non- public SEC investigation. We filed our delinquent periodic reports on January 31, 2023. As a result of this delay, we have delayed convening our annual meeting of stockholders for 2022. As a result of our delay in holding our annual meeting of stockholders, we are not in compliance with the listing requirements of NASDAQ Listing Rule 5260 (a), which requires NASDAQ- listed companies to hold their annual meeting of stockholders within the twelve months following the end of such company' s fiscal year. Under NASDAQ' s listing rules, we were permitted to submit to NASDAQ a plan to regain compliance, after which we were granted a stay of delisting procedures subject to our meeting certain conditions, including holding our annual meeting of stockholders no later than June 30, 2023. We intend to hold our annual shareholder meeting no later than June 2023 in order to establish compliance with NASDAQ listing standards. If we are unable to re- establish compliance with these standards, our common stock would be subject to delisting by NASDAQ. If our common stock is delisted, there can no assurance whether or when it would again be listed for trading on NASDAQ or on any other exchange. Furthermore, if we were subjected to the delisting of our common stock from trading on NASDAQ, this could adversely affect the market price of and hinder our shareholders' ability to trade in our common stock, and could also affect our ability to access the capital markets or complete acquisitions. Due to the delayed filing with the Commission of our Form 10- K for the year ended December 31, 2021, and Form 10- Q for the quarters ended March 31, 2022, June 30, 2022 and September 30, 2022, we are not currently eligible to use a registration statement on Form S- 3 to register the offer and sale of securities), which may adversely affect our ability to raise future capital or complete acquisitions. As a result of the delayed filing with the Commission of this Form 10- K for the year ended December 31, 2021 and our Quarterly Reports on Form 10- Q for the quarters ended March 31, 2022, June 30, 2022 and September 30, 2022, each filed on January 31, 2023, we will not be eligible to register the offer and sale of our securities using a registration statement on Form S- 3~~

~~until we have timely filed all periodic reports required under the Securities Exchange Act of 1934 for one year, and there can be no assurance that we will be able to file all such reports in a timely manner in the future. Should we wish to register the offer and sale of additional securities to the public, our transaction costs and the amount of time required to complete the transaction could increase, making it more difficult to execute any such transaction successfully and potentially harming our business, strategic plan and financial condition.~~ Future sales of our common stock may cause our stock price to decline. As of March ~~27~~ **22** , ~~2023~~ **2024** , there were ~~53~~ **52** , ~~827~~ **155** , ~~531~~ **968** shares of our common stock outstanding. Of this number, approximately ~~53~~ **52** . ~~8~~ **2** million shares of common stock were freely tradable without restriction, unless the shares were held by our affiliates. The remaining shares of common stock were " restricted securities " as that term is defined under Rule 144 of the Securities Act. None of our directors, executive officers or employees are subject to lock- up agreements or market stand- off provisions that limit their ability to sell shares of our common stock. The sale of a large number of shares of our common stock, or the belief that such sales may occur, could cause a drop in the market price of our common stock. Zhou Min Ni has significant influence over the Company and may have interests that conflict with those of our other shareholders. The Company' s former Chairman and Co- CEO Zhou Min Ni, directly and indirectly through the trustee of the trusts established for the benefit of his family, beneficially owns approximately ~~25~~ **22** % of our common stock. As a result, Mr. Ni has sufficient voting power to significantly influence matters requiring shareholder approval, including the election of directors and approval of significant corporate transactions. Further, the possibility that Mr. Ni may sell all or a large portion of his common stock in a short period of time could adversely affect the trading price of our common stock. The interests of Mr. Ni may not align with the interests of other holders of our common stock. Mr. Ni' s significant beneficial ownership may also adversely affect the trading price of our common stock due to investors' perception that conflicts of interest may exist or arise. We do not currently intend to pay dividends on our common stock and, consequently, investors' ability to achieve a return on investment will depend on appreciation in the price of our common stock. We have not declared nor paid dividends on our common stock and we do not intend to do so in the near term. We currently intend to invest our future earnings, if any, to fund our growth. Therefore, investors are not likely to receive any dividends on common stock in the near term, and capital appreciation, if any, of our common stock will be an investor' s sole source of gain for the foreseeable future. **Anti- takeover provisions contained in our amended and restated bylaws, as well as provisions of Delaware law, could impair a takeover attempt. Anti- takeover provisions contained in our amended and restated certificate of incorporation and amended and restated bylaws, as well as provisions of Delaware law, could impair a takeover attempt. Our amended and restated certificate of incorporation, amended and restated bylaws and Delaware law contain provisions which could have the effect of rendering more difficult, delaying, or preventing an acquisition deemed undesirable by our board of directors. Among other things, our amended and restated certificate of incorporation and amended and restated bylaws include provisions: • authorizing " blank check " preferred stock, which could be issued by our board of directors without stockholder approval and may contain voting, liquidation, dividend and other rights superior to our common stock; • limiting the liability of, and providing indemnification to, our directors and officers; • limiting the ability of our stockholders to call and bring business before special meetings; • requiring advance notice of stockholder proposals for business to be conducted at meetings of our stockholders and for nominations of candidates for election to our board of directors; and • controlling the procedures for the conduct and scheduling of stockholder meetings. These provisions, alone or together, could delay or prevent hostile takeovers and changes in control or changes in our management, and amendment of our amended and restated certificate of incorporation to change or modify certain of these provisions requires approval of a super- majority of our stockholders, which we may not be able to obtain. As a Delaware corporation, we are also subject to provisions of Delaware law, including Section 203 of the Delaware General Corporation law, which prevents certain stockholders holding more than 15 % of our outstanding common stock from engaging in certain business combinations without approval of the holders of at least two- thirds of our outstanding common stock not held by such 15 % or greater stockholder. In addition, in April 2023, we implemented a stockholder rights plan (the Rights Agreement), also called a " poison pill, " that may have the effect of discouraging or preventing a change of control by, among other things, making it uneconomical for a third party to acquire us without the consent of our board of directors. Any provision of our amended and restated certificate of incorporation, amended and restated bylaws or Delaware law that has the effect of delaying, preventing or deterring a change in control could limit the opportunity for our stockholders to receive a premium for their shares of our common stock, and could also affect the price that some investors are willing to pay for our common stock.** ITEM 1B. UNRESOLVED STAFF COMMENTS. None. ITEM **1C. CYBERSECURITY Cybersecurity Risk Management and Strategy The Company assesses, identifies, and manages cybersecurity risks using a risk management program intended to reduce risks to the Company, its employees, customers and stockholders. Our process for identifying and assessing material risks from cybersecurity threats operates alongside our broader overall enterprise risk assessment procedures. Our cybersecurity- specific risk assessment and management procedures help identify cybersecurity threat risks. Our cybersecurity risk assessment program includes the following: • Annual cybersecurity vulnerability and maturity assessments based on the Center for Internet Security (CIS) Critical Security Controls framework. • Annual internal / external penetration testing conducted by a third- party offensive security vendor. A significant cybersecurity incident may result from actions by our employees, suppliers, third- party administrators, or unknown third parties or through cyber- attacks and could affect our data framework or cause a failure to protect the personal information of our customers, suppliers or employees, or sensitive and confidential information regarding our business and could give rise to legal liability and regulatory action under data protection and privacy laws. The Company describes whether and how risks from identified cybersecurity threats have materially affected or are reasonably likely to materially affect the Company under the heading " We rely on technology in our business and any cybersecurity incident, other technology disruption or delay in implementing new technology could negatively affect our business and our relationships with customers, " in Item 1A of this Annual Report on Form 10- K. To date, there have not been any cybersecurity threats or incidents that have materially affected, or are reasonably likely to materially affect, the Company, including its financial condition, results of operations, or business strategies. Governance Our Board of Directors oversees our overall risk management strategy. Our information security program is managed by a dedicated Head of Information Technology, who has over twenty years of experience in IT application management, infrastructure and security across a variety of industries including Financial Services, Defense Contracting, Manufacturing and Distribution, whose team is responsible for maintaining our enterprise- wide cybersecurity strategy, policies, standards, architecture and processes. Our program is assessed both internally and externally by third parties, including our virtual Chief Information Security Officer (" vCISO ") partner. Our Head of Information Technology provides reports at least quarterly to our Audit Committee, as well as our Disclosure Committee, which comprises senior management and key stakeholders, as appropriate. The reports provided include updates on our cyber risks and threats, key updates to our information security systems and programs as well as the current threat environment. ITEM** 2. PROPERTIES. As of the date of this report, we **owned and / or** operated ~~18~~ **eighteen** distribution centers **and cross- docks** with a total of approximately 1. 3 million square feet of warehouse space including approximately 400 thousand square feet of refrigerated storage utilizing a mix of leased (31 %) and owned (69 %) facilities for distribution, warehousing inventory, service and administrative functions. The table below

lists the aggregate square footage, by state for these operating facilities as of December 31, ~~2022~~ **2023** . LocationNumber of FacilitiesTotal Square FeetArizona151, 000 ~~California5301~~ **California5295** , ~~000~~ **500** Colorado153, 000 Florida1136, 200 Georgia1123, 000 Illinois1135, 000 North Carolina2236, 000 Texas265, 000 Utah281, 000 Washington165, 000 Virginia143, 000 Totals181, ~~289~~ **283** , **700 We** ~~200 In addition, we~~ lease our corporate headquarters ~~,~~ **located** in Las Vegas, Nevada, consisting of approximately 5, 000 square feet with a term of 6. 5 years ~~beginning~~ **that began on** March 17, 2021 **. We also lease office space for a corporate location in Los Angeles, California** . We believe that, in the aggregate, our real estate is suitable and adequate to serve the needs of our business. ITEM 3. LEGAL PROCEEDINGS. From time to time, we are a party to various lawsuits, claims and other legal proceedings that arise in the ordinary course of business. When we become aware of a claim or potential claim, we assess the likelihood of any loss or exposure. In accordance with authoritative guidance, we record loss contingencies in our financial statements only for matters in which losses are probable and can be reasonably estimated. Where a range of loss can be reasonably estimated with no best estimate in the range, we record the minimum estimated liability. If the loss is not probable or the amount of the loss cannot be reasonably estimated, we disclose the nature of the specific claim if the likelihood of a potential loss is reasonably possible and the amount involved is material. We continuously assess the potential liability related to our pending litigation and revise its estimates when additional information becomes available. Adverse outcomes in some or all of these matters may result in significant monetary damages or injunctive relief against us that could adversely affect our ability to conduct our business. There also exists the possibility of a material adverse effect on our financial statements for the period in which the effect of an unfavorable outcome becomes probable and reasonably estimable. As previously disclosed, in March 2020, an analyst report suggested certain improprieties in the Company' s operations, and in response to those allegations, the Company' s Board of Directors appointed a Special Committee of Independent Directors (the " Special Investigation Committee ") to conduct an internal independent investigation with the assistance of counsel. These allegations became the subject of two putative stockholder class actions filed on or after March 29, 2020 in the United States District Court for the Central District of California generally alleging the Company and certain of its current and former directors and officers violated the Securities Exchange Act of 1934 and Rule 10b- 5 promulgated thereunder by making allegedly false and misleading statements (the " Class Actions "). These Class Actions have since been dismissed and are now closed. In addition, the SEC initiated a formal, non- public investigation of the Company, and the SEC informally requested, and later issued a subpoena for, documents and other information. The subpoena relates to but is not necessarily limited to the matters identified in the Class Actions. The Special Investigation Committee and the Company ~~are~~ **have been** cooperating with the SEC. ~~On May 20, 2022, the Board of Directors of HF Group received a letter from a stockholder, James Bishop (the " Bishop Demand "). The Bishop Demand alleges that certain~~ **Certain** ~~current and former officers and directors of HF Group engaged in misconduct and breached their fiduciary duties, and demands that HF Group investigate the allegations and, if warranted, assert claims against those current or former officers and directors. Many of the allegations contained in the Bishop Demand were the subject of the Class Actions. On June 30, 2022, the Board of Directors of HF Group resolved to form a special committee (the " Special Litigation Committee ") comprised of independent directors and advised by counsel to analyze and evaluate the allegations in the Bishop Demand in order to determine whether the Company should assert any claims against the current or former officers and directors. On August 19, 2022, James Bishop filed a verified stockholder derivative complaint in the Court of Chancery of the State of Delaware (the " Delaware Action "), which asserts similar allegations to those set forth in the Bishop Demand. On September 21, 2022, Bishop and the Company filed a stipulation to stay the Delaware Action for 90 days, which the court granted on September 22, 2022. On December 20, 2022, Bishop and the Company filed a stipulation to extend the stay of the Delaware Action for an additional 60 days, which the court granted on December 21, 2022. On March 15, 2023, the Court of Chancery entered an order approving a joint stipulation submitted by Bishop and HF Foods to stay the case for an additional 60 days. The Special Litigation Committee is in the process of analyzing and evaluating the claims alleged in the Bishop Demand and Delaware Action, and has not determined whether any claims should be asserted or the probability of recovery for such claims. While the SEC investigation is ongoing, the Special Investigation Committee has made certain~~ factual findings based on evidence adduced **by the Special Investigation Committee** during its **internal** investigation **were incorporated into the Company' s restatement filed on January 31** , ~~and~~ **2023. After the conclusion of its internal investigation, the Special Investigation Committee** made recommendations to management regarding improvements to Company operations and structure, including but not limited to its dealings with related parties. The Company **has** ~~is working to implement~~ **implemented** ~~those~~ **numerous** improvements **and continues to improve its compliance program** . ~~We have~~ **The Company has** also instituted structural changes including the ~~retirement~~ **appointment** of **an independent Chairman of the Board to replace** the former Co- Chief Executive Officer and Chairman of the Board. **In addition** ~~We now have an independent Chairman of the Board and~~ , as of January 31, 2023, three other independent directors **serve** on the **Company' s** Board **of Directors** . Our senior executive team now includes a General Counsel and Chief Compliance Officer, a Chief Operations Officer who was hired in May 2022, and a new Chief Financial Officer who joined the Company in August 2022. We also hired a Vice President and Head of Internal Audit in April 2022 who reports directly to the Chief Financial Officer and to the Audit Committee Chair **. In** ~~, and in~~ November 2022, we hired a Vice President of Compliance and Associate General Counsel, who reports directly to the General Counsel and Chief Compliance Officer **. The Company also created a Special Litigation Committee which determined to pursue claims against certain former officers and directors. As a result, pursuant to the previously disclosed settlement agreement (as amended on November 1, 2023, the " Settlement Agreement ") between the Company and certain parties to the verified stockholder derivative complaint filed by James Bishop in the Court of Chancery of the State of Delaware, on October 16, 2023, the Company received $ 1. 5 million on behalf of Zhou Min Ni, a former Chairman and Chief Executive Officer of the Company, and Chan Sin Wong, a former President and Chief Operating Officer of the Company (together, the " Ni Defendants "). Subsequently, on December 1, 2023, the Company received 1, 997, 423 shares (valued at $ 7. 75 million) of the Company' s common stock, based on the closing price of $ 3. 88 on October 13, 2023, plus a cash payment of approximately $ 0. 1 million of accrued interest through the date of payment, in satisfaction of the Ni Defendant' s payment obligations totaling $ 9. 25 million under the Settlement Agreement. Pursuant to the terms of the Settlement Agreement, Mr. Ni, Ms. Wong and Jonathan Ni, the former Chief Financial Officer of the Company, agreed to give up any rights to indemnification or the advancement of fees in connection with the SEC investigation and any actions the SEC might take against them relating to the SEC investigation. On October 13, 2023, the Company received a " Wells Notice " from the staff of the SEC (the " Wells Notice ") relating to the previously disclosed formal, non- public SEC investigation of allegations that the Company and certain of its current and former directors and officers violated the Securities Exchange Act of 1934 and Rule 10b- 5 promulgated thereunder by making allegedly false and misleading statements. A Wells Notice is neither a formal charge of wrongdoing nor a final determination that the recipient has violated any law and invites recipients to submit a response if they wish. The Company made a submission in response to the Wells Notice explaining why an enforcement action would not be appropriate. Following that submission, the staff of the SEC determined that it would no longer be recommending that the SEC file an enforcement action against the Company at this time pending a potential agreed- upon resolution between the Company and the SEC. The Company is in negotiations with the SEC over a potential resolution, which could include fines and penalties, but the terms of that settlement are not set and the Company has made no formal offer of settlement to the SEC as of this filing** . ITEM 4. MINE SAFETY DISCLOSURES. Not applicable. PART II.

ITEM 5. MARKET FOR REGISTRANT' S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES. Shares of our common stock are listed for trading on NASDAQ under the symbol " HFFG, " and have been publicly traded since September 7, 2017. Prior to that date, there was no public market for our stock. Holders of Record As of March ~~27~~ **22** , ~~2023~~ **2024** , there were ~~53~~ **52** , ~~827~~ **155** , ~~531~~ **968** shares of our common stock outstanding held by 41 shareholders of record. The number of record holders was determined from the records of our transfer agent and does not include beneficial owners of common stock whose shares are held in the names of various security brokers, dealers, and registered clearing agencies. Dividends We have not paid any cash dividends on our common stock to date. The payment of cash dividends in the future will be dependent upon our revenues and earnings, if any, capital requirements and our general financial condition. The payment of any dividends will be within the discretion of our Board of Directors at such time. It is the present intention of our Board of Directors to retain all earnings, if any, for use in our business operations and, accordingly, our Board of Directors does not anticipate declaring any dividends in the foreseeable future. In addition, our Board of Directors is not currently contemplating and does not anticipate declaring any stock dividends in the foreseeable future. Further, if we incur any indebtedness, our ability to declare dividends may be limited by restrictive covenants we may agree to in connection therewith. Recent Sales of Unregistered Securities Issuer Purchases of Equity Securities **On December 1, 2023, pursuant to the settlement agreement (as amended, the " Settlement Agreement ") between the Company and certain parties to the verified stockholder derivative complaint (the " Delaware Action ") filed by James Bishop in the Court of Chancery of the State of Delaware, the Company received 1, 997, 423 shares of the Company' s common stock (the " Settlement Shares "), from Zhou Min Ni, a former Chairman and Chief Executive Officer of the Company, and Chan Sin Wong, a former President and Chief Operating Officer of the Company (together with Mr. Ni, the " Ni Defendants "), in addition to cash. All of the Settlement Shares received as consideration from the Ni Defendants have been placed by the Company in treasury. See Note 16- Commitments and Contingencies to the consolidated financial statements and Part I – Item 3. – Legal Proceedings in this Annual Report on Form 10- K for more information. Stock Performance Graph The following graph compares the cumulative total return on our common stock with the cumulative total returns on the Standard & Poor' s 500 Composite Stock Price Index (" S & P 500 "), and the Standard and Poor' s Food and Staples Retailing Index from December 31, 2018 to December 31, 2023. The graph assumes an investment of $ 100 in our common stock and each of the indices on December 31, 2018 and the reinvestment of dividends, as applicable. The cumulative total return on our common stock as presented is not necessarily indicative of future performance. 12 / 31 / 201812 / 31 / 201912 / 31 / 202012 / 31 / 202112 / 30 / 202212 / 29 / 2023HF Foods Group Inc. $ 100 $ 147 $ 57 $ 64 $ 31 $ 40S & P 500 $ 100 $ 131 $ 156 $ 200 $ 164 $ 207S & P Food and Staples Retailing Index $ 100 $ 127 $ 148 $ 185 $ 166 $ 192** ITEM 6. [RESERVED] ITEM 7. MANAGEMENT' S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS. The following discussion and analysis provides information about our business, the results of operations, financial condition, liquidity and capital resources of HF Foods Group Inc. This information is intended to facilitate the understanding and assessment of significant changes and trends related to our results of operations and financial condition. This discussion and analysis should be read in conjunction with the consolidated financial statements and the accompanying notes presented elsewhere in this Annual Report on Form 10- K. Discussions of ~~2020~~ **2021** items and year- to- year comparisons between **2022 and** 2021 ~~and 2020~~ that are not included in this Annual Report on Form 10- K can be found in ~~"~~ **"** Part II ~~-~~ **–** Item 7 ~~-~~ **. –** Management' s Discussion and Analysis of Financial Condition and Results of Operations ~~"~~ **"** of our Annual Report on Form 10- K for the year ended December 31, ~~2021~~ **2022** , as filed with the SEC on ~~January~~ **March** 31, 2023. Overview We market and distribute Asian specialty food products, seafood, fresh produce, frozen and dry food, and non- food products primarily to Asian restaurants and other foodservice customers throughout the United States. HF ~~Group~~ **Foods** was formed through a merger between two complementary market leaders, HF Foods Group Inc. and B & R Global. On December 30, 2021, HF ~~Group~~ **Foods** acquired a leading seafood supplier, the Great Wall Group, resulting in the addition of ~~3~~ **three** distribution centers, located in Illinois and Texas (the " Great Wall Acquisition "). On April 29, 2022, HF ~~Group~~ **Foods** acquired substantially all of the assets of Sealand Food, Inc. (the ~~"~~ **"** Sealand Acquisition ~~"~~ **"**), one of the largest frozen seafood suppliers servicing the Asian / Chinese restaurant market along the eastern seaboard, from Massachusetts to Florida, as well as Pennsylvania, West Virginia, Ohio, Kentucky, and Tennessee. See Note ~~8~~ **7** - Acquisitions to the consolidated financial statements in this Annual Report on Form 10- K for additional information regarding recent acquisitions. We have grown our distribution network to ~~18~~ **eighteen** distribution centers **and cross- docks** servicing ~~46~~ **forty- six** states and covering approximately 95 % of the contiguous United States with a fleet of over 400 refrigerated vehicles. Capitalizing on our deep understanding of the Chinese culture, with over 1, 000 employees and subcontractors and supported by two call centers in China, we have become a trusted partner serving ~~over~~ **approximately** 15, 000 Asian restaurants, providing sales and service support to customers who mainly converse in Mandarin or other Chinese dialects. We are dedicated to serving the vast array of Asian and Chinese restaurants in need of high- quality and specialized food ingredients at competitive prices. ~~COVID- 19 Impact The impact of the COVID- 19 pandemic had an adverse effect on our business, financial condition and operational results in 2020. All states across the country issued some form of stay- at- home orders, shutdowns, voluntary containment measures, and social distancing. The operations of our restaurant customers were also severely disrupted due to the significant decline in consumer demand for food away from home. The government mandates forced many of our restaurant customers to temporarily close or convert to take- out or delivery- only operations. As a result, there was a significant decline in net revenue beginning from the last two weeks of March 2020 through September 2020, negatively impacting our overall financial results in 2020. Since the third quarter of 2020, we' ve experienced a quarter- on- quarter recovery in net revenue. The impact of COVID- 19 seen in 2020 has generally subsided. Our net revenue for 2021 strongly recovered to 96 % of pre- COVID- 19 pandemic levels and net revenue for 2022 increased 47 % as compared to 2021. Based on current sales volumes and adjusted cost structures, we continue to generate positive operating cash flow on a weekly basis and do not have immediate liquidity concerns. We remain optimistic on the long- term prospects for our business although we may continue to face intermittent government restrictions on our restaurant customers' business operations. As a market leader in servicing the Asian / Chinese restaurant sector, we believe that we are well- positioned for long- term success. The fragmented nature of the Asian / Chinese foodservice industry and the environment during COVID- 19 created opportunities for a company with the necessary expertise and a comprehensive cultural understanding of this unique customer base. We believe we are differentiated from our competitors given our extensive footprint, strong vendor and customer relationships, and value- added service offerings, all of which have allowed and will continue to allow us to better serve our customers.~~ How to Assess HF ~~Group~~ **Foods** ' ~~s~~ Performance In assessing our performance, we consider a variety of performance and financial measures, including principal growth in net revenue, gross profit, distribution, selling and administrative expenses, as well as certain non- GAAP financial measures, including EBITDA and Adjusted EBITDA. The key measures that we use to evaluate the performance of our business are set forth below: Net Revenue Net revenue is equal to gross sales minus sales returns, sales incentives that we offer to our customers, such as rebates and discounts that are offsets to gross sales; and certain other adjustments. Our net revenue is driven by changes in number of customers and average customer order amount, product inflation that is reflected in the pricing of our products and mix of products sold. Gross Profit Gross profit is equal to net revenue minus cost of revenue. Cost of revenue primarily includes inventory costs (net of supplier consideration), inbound freight, customs clearance fees and other miscellaneous expenses. Cost of revenue generally changes as we incur higher or lower costs from suppliers and as the customer and

product mix changes. Distribution, Selling and Administrative Expenses Distribution, selling and administrative expenses consist primarily of salaries, stock- based compensation and benefits for employees and contract laborers, trucking and fuel expenses, utilities, maintenance and repair expenses, insurance expenses, depreciation and amortization expenses, selling and marketing expenses, professional fees and other operating expenses. Discussion of our results includes certain non- GAAP financial measures, including EBITDA and Adjusted EBITDA, that we believe provides an additional tool for investors to use in evaluating ongoing operating results and trends and in comparing our financial performance with other companies in the same industry, many of which present similar non- GAAP financial measures to investors. We present EBITDA and Adjusted EBITDA in order to provide supplemental information that we consider relevant for the readers of our consolidated financial statements included elsewhere in this report, and such information is not meant to replace or supersede GAAP measures. Management uses EBITDA to measure operating performance, defined as net income before interest expense, interest income, income taxes, and depreciation and amortization. In addition, management uses Adjusted EBITDA, defined as net income before interest expense, interest income, income taxes, and depreciation and amortization, further adjusted to exclude certain unusual, non- cash, or non- recurring expenses. Management believes that Adjusted EBITDA is less susceptible to variances in actual performance resulting from non- recurring expenses, and other non- cash charges and is more reflective of other factors that affect our operating performance. The definition of EBITDA and Adjusted EBITDA may not be the same as similarly titled measures used by other companies in the industry. EBITDA and Adjusted EBITDA are not defined under GAAP and are subject to important limitations as analytical tools and should not be considered in isolation or as substitutes for analysis of HF ~~Group~~ **Foods** ' ~~s~~ results as reported under GAAP. For example, Adjusted EBITDA: • excludes certain tax payments that may represent a reduction in cash available; • does not reflect any cash capital expenditure requirements for the assets being depreciated and amortized that may have to be replaced in the future; • does not reflect changes in, or cash requirements for, our working capital needs; and • does not reflect the significant interest expense, or the cash requirements, necessary to service our debt. For additional information on EBITDA and Adjusted EBITDA, see the section entitled " EBITDA and Adjusted EBITDA " below. Financial Review Highlights for ~~2022~~ **2023** included: • Net revenue: Net revenue was $ 1, ~~170~~ **148** . 5 million in **2023, compared to $ 1, 170. 5 million in** 2022, ~~compared to~~ **a decrease of** $ ~~796~~ **22** . ~~9~~ **0** million ~~in 2021, an increase of $ 373. 6 million~~ , or ~~46~~ **1** . 9 %. This ~~increase~~ **decrease** was primarily attributable to ~~recent acquisitions~~ **deflationary pricing in imported frozen seafood** , ~~product cost inflation~~ **Asian Specialty, poultry** , and, to a lesser extent, the **exit** ~~strong recovery~~ of **our chicken processing businesses** ~~restaurant demand from the COVID- 19 pandemic~~ . • Gross profit: Gross profit was $ **204. 0 million in 2023 compared to $** 205. 5 million in 2022 ~~compared to~~ **, a decrease of** $ ~~151~~ **1** . 5 million ~~in 2021~~ , **or** ~~an increase of $ 54. 0 million, or 35~~ . ~~6~~ **7** %. The ~~increase~~ **decrease** was primarily attributable to **lower** ~~the additional~~ revenue ~~generated due to recent acquisitions~~ . Gross profit margin **of 17. 8 %** for ~~2022~~ **2023** ~~decreased~~ **increased** from ~~19. 0 % in 2021 to~~ 17. 6 % in ~~2022~~ **the prior year** . • Distribution, selling and administrative expenses: Distribution, selling and administrative expenses increased by $ ~~72~~ **0** . ~~9~~ **1** million, or ~~59~~ **0** . ~~8~~ **1** %, mainly due to **settlement amounts received partially offset by** an increase in payroll and related labor costs ~~and sales related~~ **as well as insurance** ~~cost~~ **costs . During 2023** , ~~driven by~~ **we received legal settlements amounts totaling $ 9. 25 million and $ 1. 7 million, of which we paid $ 0. 9 million, for a** net ~~revenue growth and recent acquisitions~~ **settlement totaling $ 10. 0 million. These net settlement amounts were recorded as a reduction of distribution** , **selling** ~~along with increased professional fees~~ and ~~delivery costs~~ **administrative expenses** . Distribution, selling and administrative expenses as a percentage of net revenue increased **to 17. 0 % in 2023** from ~~15. 3 % in 2021 to~~ 16. 7 % in 2022, primarily due to the costs disclosed above ~~partially offset by strong~~ **combined with the decrease in** revenue ~~growth~~ **year over year** . • Net **(loss)** income attributable to HF Foods Group Inc.: Net ~~income~~ **loss attributable to HF Foods Group Inc.** was $ **2. 2 million in 2023 compared to net income of $** 0. 5 million in 2022 ~~compared to net income of $ 22. 1 million in 2021~~ . The decrease of $ ~~21~~ **2** . 6 million was **primarily** driven by ~~the~~ **a** decrease in ~~gross profit margin~~ **our income from operations of $ 1. 6 million,** ~~and~~ **an** ~~the~~ increase in **interest** ~~distribution, selling and administrative expenses~~ **expense** ~~as a percentage of net revenue. • Sealand Acquisition: On April 29, 2022, we acquired substantially all of the operating assets of Sealand Food, Inc. (" Sealand") including equipment, machinery and vehicles for an aggregate purchase price~~ of $ ~~20~~ **4** . 0 million ~~in cash~~ , ~~as well as~~ **a change in fair value of interest rate swap contracts of** $ ~~14~~ **2** . 4 million **,** ~~of acquired saleable inventory~~ and ~~additional fixed assets for approximately~~ **a change in other income of** $ 0. ~~5~~ **7** million **, partially offset by a favorable change in lease guarantee expense of $ 6** . ~~The acquisition was completed to expand our territory along~~ **1 million. • Exit of chicken processing businesses: During** the **second half of 2023, we exited both of our low margin chicken processing businesses on the** ~~East~~ **east and west** ~~Coast~~ **coast** ~~, from Massachusetts to Florida,~~ as **part of our commitment to refocusing on our core business** ~~well as Pennsylvania, West Virginia, Ohio, Kentucky, and Tennessee~~ . **Comparison of Year Ended December 31, 2023 to Year Ended December 31, 2022** The following table sets forth a summary of our consolidated results of operations for the years ended December 31, **2023 and** 2022 ~~and 2021~~ . The historical results presented below are not necessarily indicative of the results that may be expected for any future period. Year Ended December 31, Change (~~In~~ **$ in** thousands) **20232022AmountNet** ~~20222021Amount % Net~~ revenue $ 1, **148, 493 $ 1,** 170, 467 $ ~~796~~ **(21** , **974)** ~~884 $ 373, 583 46. 9 %~~ Cost of ~~revenue964~~ **revenue944 , 462 964** , 955 ~~645~~ **(20** , ~~372 319, 583 49~~ **493)** ~~. 5 %~~ Gross ~~profit205~~ **profit204 , 031 205** , 512 ~~151~~ **(1** , **481)** ~~512 54, 000 35. 6 %~~ Distribution, selling and administrative ~~expenses194~~ **expenses195 , 062 194** , 953 **109** ~~122, 030 72, 923 59. 8 %~~ Income from ~~operations10~~ **operations8 , 969 10** , 559 ~~29, 482~~ (~~18~~ **1** , ~~923~~ **590**) ~~(64. 2) %~~ Interest ~~expense7~~ **expense11 , 478 7** , 457 4, **021Other income (1,** 091 **)** ~~3, 36682. 3 % Other income~~ (1, 829) ~~(508) (1, 321) 260. 0 % Change~~ **738Change** in fair value of interest rate swap ~~contracts~~ **contracts1 , 580** (817) **2** ~~(1~~ , ~~425) 608 (42. 7) % Lease~~ **397Lease** guarantee **(income)** ~~expense5~~ **expense (377) 5** , 744 ~~— 5~~ **(6** , ~~744 100. 0 %~~ **121) (Loss)** ~~Income~~ **income** before income ~~tax~~ **taxes** ~~provision4 27, 324~~ (~~27~~ **2** , ~~320~~ **621**) **4** (~~100. 0~~ **2, 625**) ~~%~~ Income tax **expense** (benefit) ~~provision~~ **41** (231) **272Net** ~~4, 503~~ (**loss** ~~4, 734~~) ~~(105. 1) % Net~~ income and comprehensive **(loss)** ~~income235 —~~ **income** ~~22, 821~~ (~~22~~ **2** , ~~586~~ **662**) **235** (~~99. 0~~ **2, 897**) ~~%~~ Less: net ~~(~~ loss ~~) income~~ attributable to noncontrolling interests (**488) (** 225) ~~676~~ (~~901~~ **263**) ~~(133. 3) %~~ Net **(loss)** income and comprehensive **(loss)** income attributable to HF Foods Group Inc. $ **(2, 174) $** 460 $ ~~22, 145 $~~ (~~21~~ **2** , ~~685~~ **634**) ~~(97. 9) %~~ The following table sets forth the components of our consolidated results of operations expressed as a percentage of net revenue for the periods indicated: Year Ended December 31, ~~20222021Net~~ **20232022Net** revenue100. 0 % 100. 0 % Cost of revenue82. **2 % 82.** 4 ~~% 81. 0~~ % Gross profit17. **8 % 17.** 6 % ~~19~~ **Distribution, selling and administrative expenses17** . 0 % **16** ~~Distribution, selling and administrative expenses16~~ . 7 % ~~15. 3 %~~ Income ~~(loss)~~ from operations0. **8 % 0.** 9 % ~~3~~ **Interest expense1** . ~~7~~ **0** % ~~Interest expense (~~ 0. 6 ~~) % (0. 5)~~ % Other income ~~, net0~~ **(0. 1) % (0** . 2 **)** ~~% —~~ % Change in fair value of interest rate swap contracts0. 1 % **(** 0. ~~2~~ **1)** % Lease guarantee expense ~~(—~~ **%** 0. 5 **% (Loss) income before income taxes (0. 2**) % — % Income ~~before income~~ tax ~~provision~~ **expense (benefit)** — % ~~3. 4 % Income tax (benefit) provision~~ — % **Net (loss) income and comprehensive (loss) income (** 0. ~~5~~ **2)** % ~~Net income — % 2. 9~~ % Less: net ~~income~~ **loss** attributable to noncontrolling interests — % **—** ~~0. 1~~ % Net **(loss)** income and comprehensive **(loss)** income attributable to HF Foods Group Inc. **(0. 2) %** — ~~% 2. 8~~ % Net revenue for the year ended December 31, ~~2022~~ **2023** ~~increased~~ **decreased** by $ ~~373~~ **22** . ~~6~~ **0** million **,** or ~~46~~ **1** . 9 % **,** compared to the same period in ~~2021~~ **2022** . ~~The~~ **This** ~~increase~~ **decrease** was primarily **attributable to deflationary pricing product categories such as frozen seafood, poultry, Asian Specialty and packaging. The revenue decrease** due to **pricing was partially offset by higher volume and** the ~~additional~~ **Seafood** revenue generated ~~by recent~~ **due to the Sealand** ~~acquisitions~~ **Acquisition** ~~and overall product cost inflation. Organic growth contributed $ 121. 1 million and recent acquisitions,~~ which ~~shifted our product mix to higher Seafood sales~~ **has a full year of revenue in**

2023 compared to the same period a partial year in 2021 2022 , contributed the remaining $ 252. 5 million . Gross profit was $ 204. 0 million for the year ended December 31, 2023 compared to $ 205. 5 million for in the same period in 2022 compared to , a decrease of $ 151 1 . 5 million in the prior year , or an increase of $ 54. 0 million, or 35 . 6 7 %. The gross profit increase decrease was primarily attributable to decreases in revenue from Meat and Poultry, and to a lesser extent, Packaging and Other, partially offset by the increased revenue from Asian Specialty, the additional Seafood revenue generated due to recent the Sealand acquisitions . Acquisition and the successful execution of our Seafood centralized purchasing program. During the year ended December 31, 2023, poultry pricing came down from the elevated levels we benefited from during the same period in 2022 . Gross profit margin for 2022 2023 of 17. 8 % decreased increased from 19. 0 % in 2021 to 17. 6 % in 2022. The decrease was primarily attributable to the shift in product mix to higher Seafood sales, increases in fuel costs, incremental lower margin sales from newly acquired customers, timing of inventory purchases, higher than expected fluctuations in key commodity pricing and a higher- than- normal gross profit margin in the prior year due to our strong sales recovery to above pre- COVID- 19 pandemic levels in 2021 . Distribution, selling and administrative expenses increased of $ 195. 1 million for the year ended December 31, 2023 remained consistent with prior year expenses of $ 195. 0 million. For 2023, there was a decrease in professional fees as a result of the net settlement amounts received totaling $ 10. 0 million, partially offset by increases of $ 72 7 . 3 9 million, or 60 %, primarily due to an increase of $ 28. 8 million in payroll and related labor costs, inclusive of the additional costs due to recent the Sealand acquisitions Acquisition , increased and $ 2. 0 million in insurance related costs. professional Professional fees of decreased $ 14 12 . 1 9 million , or $ 2. 9 million net of the settlement amounts received, to $ 13. 9 million for the year ended December 31, 2023 , from $ 12. 7 million in 2021 to $ 26. 8 million in for the year ended December 31, 2022 . In addition , we recognized primarily driven by legal costs and increased compliance costs as a result of (a) the SEC and SIC investigations and (b) responding to an asset impairment SEC comment letter and the filing of our delinquent reports, as well as an $ 8 1 . 4 2 million increase in sales- related costs driven by revenue growth and recent acquisitions to the exit of our chicken processing facility . Distribution, selling and administrative expenses as a percentage of net revenue increased to 16 17 . 7 0 % in 2022 from 15. 3 % in 2021 primarily due to higher professional fees and increased headcount. Interest Expense and Bank Charges Interest expense for the year ended December 31, 2023 from 16. 7 % in the same period in 2022 increased by $ 3 , primarily due to the costs disclosed above combined with the decrease in revenue year over year . 4 million Interest Expense Interest expense or for 82. 3 %, compared to the year ended December 31, 2021 2023 increased by $ 4. 0 million or 53. 9 %, compared to the year ended December 31, 2022 , primarily due to a sharply higher utilization of our line of credit coupled with the higher interest- rate environment , and, to a lesser extent, . Average floating interest rates on our floating- rate debt for the year ended December 31, 2023 increase increased of $ 46 by approximately 3 . 0 million to our 4 % on the line of credit and 3. 4 % on the JPMorgan Chase mortgage- secured term loan , compared to the same period in 2022 . Our average daily line of credit balance increased decreased by $ 38 10. 2 million, or 18 . 5 %, to $ 44. 9 million , or for 233. 1 % the year ended December 31 , to 2023 from $ 55. 0 million in for the year ended December 31, 2022 from $ 16. 5 million in 2021 , and our average daily real estate JPMorgan Chase mortgage- secured term loan balance increased by $ 42 6 . 2 5 million, or 59 6 . 3 4 %, to $ 113 108 . 4 6 million in 2022 from $ 71. 2 million in 2021. Additionally, average floating interest rates for the year ended December 31, 2023 from $ 102. 1 million for the year ended December 31, 2022 increased by approximately 1. 64 % on the line of credit and 2. 26 % on the mortgage- secured term loan, compared to the same period in 2021, which further contributed to higher interest expense . Income Tax Expense (Benefit) Provision Income tax expense (benefit) provision was an income tax benefit expense of approximately $ 41, 000 0. 2 million for the year ended December 31, 2022 2023 , compared to income tax provision benefit of $ 4 0 . 5 2 million for the year ended December 31, 2021 2022 , primarily due to decreased income before the impact of non- deductible items, change in valuation allowance, and state taxes . Net Income Attributable , partially offset by the expiration of the statute of limitations in relation to unrecognized tax benefits, tax credits, and other tax adjustments during Our Shareholders Net income attributable to our shareholders was $ 0. 5 million for the year ended December 31, 2022 2023 , compared . Net (Loss) Income Attributable to HF Foods Group Inc. Net loss attributable to HF Foods Group Inc. was $ 22 2 . 1 2 million for the year ended December 31, 2021 2023 , compared to net income of $ 0. 5 million for the year ended December 31, 2022 . The decrease of $ 21 2. 6 million was primarily driven by a decrease in our income from operations of $ 1. 6 million, an increase in interest expense of $ 4. 0 million, a change in fair value of interest rate swap contracts of $ 2. 4 million, and a change in other income of $ 0 . 7 million , or 97. 9 %, is primarily due to the distribution, selling, and administrative costs and interest expense described above , partially offset by our strong business recovery to above pre- COVID- 19 pandemic levels. In addition, we recorded a favorable non- recurring charge change in lease guarantee expense of $ 5 6 . 7 1 million related to a guarantee of a lease obligation . The following table reconciles EBITDA and Adjusted EBITDA to the most directly comparable GAAP measure: Year Ended December 31, Change (In $ in thousands) 20222021Amount % Net 20232022AmountNet (loss) income $ (loss 2, 662) $ 235 $ 22, 821 $ (22 2 , 586 897) (99. 0) % Interest expense7 expense11 , 4787 , 4574, 0913, 36682. 3 % Income 021Income tax provision expense (benefit) 41 (231) 4, 503 (4, 734) (105. 1) % Depreciation 272Depreciation and amortization24 amortization25 , 93619 91824 , 1265 936982EBITDA34 , 77532 81030. 4 % EBITDA32 , 39750 3972 , 541 (18, 144) (35. 9) % Lease 378Lease guarantee (income) expense5 expense (377) 5 , 744 — 5 (6 , 121) 744100. 0 % Change in fair value of interest rate swap contracts contracts1 , 580 (817) 2 (1 , 425) 608 (42. 7) % Stock 397Stock - based compensation expense1 expense 3 , 3521, 2572, 095Business transformation 25763562298. 0 % Acquisition and integration costs1 costs (1) 929 , 1301, 090403. 7 % Impairment422 — 422100. 0 % Adjusted 929Acquisition- related costs — 1, 130 (1, 130) Other non- routine expense (2) 3, 124 — 3, 124Asset impairment charges1, 200422778Adjusted EBITDA $ 44, 583 $ 40, 133 $ 4, 50 450 , 841 $ (10, 708) (21. 1) Represents non- recurring costs associated with % Adjusted EBITDA margin3. 4 % 6. 4 % Adjusted EBITDA was $ 40. 1 million for the launch year ended December 31, 2022, a decrease of strategic projects including supply chain management improvements $ 10. 7 million or 21. 1 %, compared to $ 50. 8 million for the year ended December 31, 2021. Adjusted EBITDA margin decreased to 3. 4 % for the year ended December 31, 2022 from 6. 4 % in the prior year. The decrease in Adjusted EBITDA margin was primarily attributable to a 150 basis point decrease in gross profit and a 130 bps increase in distribution, selling technology infrastructure initiatives. (2) Includes contested proxy and administrative expenses related legal and consulting costs and facility closure costs . Liquidity and Capital Resources As of December 31, 2022 2023 , we had cash of approximately $ 24 15 . 3 2 million, checks issued not presented for payment of $ 21 4 . 9 5 million and access to approximately $ 46 37 . 9 6 million in additional funds through our $ 100. 0 million line of credit, subject to a borrowing base calculation. We have funded working capital and other capital requirements primarily by cash flow from operations and bank loans. Cash is required to pay purchase costs for inventory, salaries, fuel and trucking expenses, selling expenses, rental expenses, income taxes, other operating expenses and to service debts. We Based on current sales volume, which has been increasing steadily quarter- on- quarter since the outbreak of COVID- 19 in the first half of 2020, we believe that our cash flow generated from operations is sufficient to meet our normal working capital needs for at least the next twelve months. However, our ability to repay our current obligations will depend on the future realization of our current assets. Management has considered the historical experience, the economy, the trends in the foodservice distribution industry to determine the expected collectability of accounts receivable and the realization of inventories as of December 31, 2022 2023 . On We are party to an amortizing interest rate swap contract with JPMorgan Chase for an initial notional amount of $ 120. 0

million, expiring in March 31, 2022 2028 , as a means to partially hedge our existing floating rate loans exposure. Pursuant to the agreement , we amended will pay the Credit swap counterparty a fixed rate of 4. 11 % in exchange for floating payments based on CME Term SOFR. Effective as of April 20, 2023, we and certain parties to the Delaware Action reached an Agreement agreement to settle the Delaware Action on the terms and conditions set forth in a binding term sheet (the " Binding Term Sheet "), which was incorporated into a long- form settlement agreement on May 5, 2023 and filed with the J. P. Morgan extending our Court line of credit for five years Chancery on May 8, 2023 . The amendment Binding Term Sheet provided for , among other things, the dismissal of the Delaware Action with prejudice, thereby resolving all existing and potential liability against all named defendants in the Delaware Action, in exchange for Zhou Min Ni, a former Chairman and Chief Executive Officer of the Company, and Chan Sin Wong, a former President and Chief Operating Officer of the Company, making a payment to the Company in the sum of $ 100 9 . 0 25 million asset (the " Settlement Amount "). The full terms of the settlement of the Delaware Action were incorporated into the long - secured revolving credit facility with a form settlement agreement, which was subject to approval of the Court of Chancery (as amended on November 1 - month SOFR plus a credit adjustment of 0 , 2023, the " Settlement Agreement ") . On September 8, 2023, the Court of Chancery approved the proposed settlement and an application by Bishop' s counsel for an award of attorneys' fees and expenses. On October 16, 2023, after approval of the settlement had become final, the Ni Defendants paid the Company $ 1 % plus . 5 million of the Settlement Amount. On December 1 . 375 % per annum , 2023, the Company received 1, 997, 423 shares of the Company' s common stock as well consideration for the remaining $ 7. 75 million balance due under the Settlement Agreement. All of the shares of Company common stock received as an increase consideration for the Settlement have been placed by the Company in treasury. Please refer to Part I. our mortgage- secured term - Item 3 loan from $ 69 . Legal Proceedings 0 million to $ 115. 0 million. In April of 2022, the $ 46. 0 million increase to the mortgage- secured term loan was used to pay down our $ 100. 0 million line of credit. We also received a waiver through January 31, 2023 associated with the timing of our filing of our 2021 audited financial statements. See Note 11- Debt to the consolidated financial statements in this Annual Report on Form 10- K and Note 16- Commitments and Contingencies to . On April 29, 2022, we completed the Sealand Acquisition consolidated financial statements herein for additional information cash consideration of $ 20 . 0 million plus approximately $ 14. 4 million of inventory. We financed the Sealand Acquisition through our $ 100. 0 million line of credit. During the three months ended June 30, 2022, we sold a warehouse to a related party for approximately $ 7. 2 million and used a portion of the proceeds to pay the outstanding balance of our $ 4. 5 million loan with First Horizon Bank. We also paid the remaining $ 4. 5 million of our related party promissory note payable. Based on the above considerations, management Management believes we have sufficient funds to meet our working capital requirements and debt obligations in the next twelve months. However, there are a number of factors that could potentially arise which might result in shortfalls in anticipated cash flow, such as the demand for our products, economic conditions, government intervention in response to a potential resurgence of COVID- 19, competitive pricing in the foodservice distribution industry, and our bank and suppliers being able to provide continued support. If the future cash flow from operations and other capital resources is insufficient to fund our liquidity needs, we may have to resort to reducing or delaying our expected acquisition plans, liquidating assets, obtaining additional debt or equity capital, or refinancing all or a portion of our debt. As of December 31, 2022 2023 , we have no off balance sheet arrangements that currently have or are reasonably likely to have a material effect on our consolidated financial position, changes in financial condition, results of operations, liquidity, capital expenditures or capital resources. The following table summarizes cash flow data for the years ended December 31, 2023 and 2022 and 2021 : Years Ended December 31, Change (In thousands) 20232022ChangeNet 20222021Amount % Net cash provided by operating activities $ 15, 804 $ 31, 284 $ 17 (15 , 480) 509 $ 13, 775 78. 7 % Net cash used in investing activities (1, 514) (50, 786) 49 (41 , 272 082) (9, 704) 23. 6 % Net cash (used in) provided by financing activities28 -- activities (23, 347) 28 , 999 28 (52 , 346) 784 215 0. 7 % Net (decrease) increase in cash and cash equivalents $ (9, 057) $ 9, 497 $ 5 (18 , 554) 211 $ 4, 286 NM ____________________ NM- Not meaningful Operating Activities Net cash provided by operating activities consists primarily of net income adjusted for non- cash items, including depreciation and amortization, changes in deferred income taxes and others, and includes the effect of working capital changes. Net cash provided by operating activities increased decreased by $ 13 15 . 8 5 million, or 49 78. 7 %, primarily due to lower the timing of working capital requirements in outlays. During the year ended December 31, 2022 2023 compared to increased working capital investment as , we implemented new enterprise accounting and finance applications, which modified our accounts receivable, accounts payable and treasury processes. As a direct result of higher sales volume and the need for normal inventory level build up post- COVID- 19 in 2021 this transformation, we significantly paid down our accounts payable, which negatively impacted our net cash provided by operating activities . Investing Activities Net cash used in investing activities increased decreased by $ 9 49 . 7 3 million, or 97 23. 6 %, primarily due to payments the Sealand Acquisition of $ 34. 9 million and $ 17. 4 million paid for the inventory acquired related to the Great Wall Acquisition acquisitions in the year ended December 31, 2022 compared to the Great Wall Acquisition of $ 37. 8 million and $ 5. 0 million paid related to the acquisition of noncontrolling interests in 2021 . Financing Activities Net cash (used in) provided by financing activities increased decreased by $ 0 52 . 2 3 million , or 0 to $ 23 . 7 %, 3 million used in financing activities primarily due to the reduction in proceeds from $ 46. 0 million increase of our mortgage- secured term loan partially offset by the $ 4. 5 million payoff of our related party promissory note payable, the $ 4. 5 million repayment of long- term debt related for the year ended December 31, 2023. In addition, checks issued not presented for payment decreased significantly for the year ended December 31, 2023 compared to the year ended December 31, 2022 due to the reduction in checks issued as a result warehouse sale compared to the net impact of $ 39. 0 million on our new enterprise accounting and finance applications line of credit from net proceeds of $ 36. 9 million in 2021 to a net repayment of $ 2. 1 million . Critical Accounting Estimates The discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with GAAP. These principles require management to make estimates and judgments that affect the reported amounts of assets, liabilities, sales revenues and expenses, cash flow and related disclosure of contingent assets and liabilities. The estimates include, but are not limited to, accounts receivable inventory reserves , impairment of long- lived assets , impairment of goodwill, and income taxes the purchase price allocation and fair value of assets and liabilities acquired with respect to business combinations . We base our estimates on historical experience and various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from these estimates. To the extent that there are material differences between these estimates and the actual results, future financial statements will be affected. We believe that among our significant accounting policies, which are described in Note 2- Summary of Significant Accounting Policies to the consolidated financial statements in this Annual Report on Form 10- K, the following accounting policies involve a greater degree of judgment and complexity. Accordingly, we believe these are the most critical to fully understand and evaluate our financial condition and results of operations. Business Combinations We account for our business combinations using the purchase method of accounting in accordance with ASC Topic 805 (" ASC 805 "), Business Combinations. The purchase method of accounting requires that the consideration transferred be allocated to the assets, including separately identifiable assets and liabilities we acquired, based on their estimated fair values. The consideration transferred in an acquisition is measured as the aggregate of the fair values at the date of exchange of the assets given, liabilities incurred, and equity instruments issued as well as the contingent considerations and all contractual contingencies as of the acquisition date. Identifiable assets, liabilities and

contingent liabilities acquired or assumed are measured separately at their fair value as of the acquisition date, irrespective of the extent of any noncontrolling interests. The excess of (i) the total of cost of acquisition, fair value of the noncontrolling interests and acquisition date fair value of any previously held equity interest in the acquiree over, (ii) the fair value of the identifiable net assets of the acquiree, is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognized directly in earnings. We estimate the fair value of assets acquired and liabilities assumed in a business combination. While we use our best estimates and assumptions to accurately value assets acquired and liabilities assumed at the acquisition date, its estimates are inherently uncertain and subject to refinement. Significant estimates in valuing certain intangible assets include, but are not limited to future expected revenues and cash flows, useful lives, discount rates, and selection of comparable companies. Although we believe the assumptions and estimates we have made in the past have been reasonable and appropriate, they are based in part on historical experience and information obtained from management of the acquired companies and are inherently uncertain. During the measurement period, which may be up to one year from the acquisition date, we may record adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. On the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to our consolidated statements of operations and comprehensive income (loss). Goodwill **Goodwill** represents the excess of the purchase price over the fair value of net assets acquired in a business combination. We test goodwill for impairment at least annually, as of December 31, or whenever events or changes in circumstances indicate that goodwill might be impaired. We have concluded we are one ~~aggregated~~ reporting unit for purposes of testing goodwill for impairment ~~due to similar economic characteristics of our businesses reviewed by our segment manager~~ . We review the carrying value of goodwill whenever events or changes in circumstances indicate that such carrying values may not be recoverable and annually for goodwill ~~and indefinite lived intangible assets~~ as required by ASC Topic 350, Intangibles — Goodwill and Other. Factors that may be considered a change in circumstances, indicating that the carrying value of our goodwill ~~or indefinite- lived intangible assets~~ may not be recoverable, include a **sustained** decline in stock price and market capitalization, reduced future cash flow estimates and slower growth rates in our industry. This guidance provides the option to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. If, based on a review of qualitative factors, it is more likely than not that the fair value of a reporting unit is less than its carrying value, we perform a quantitative analysis. If the quantitative analysis indicates the carrying value of a reporting unit exceeds its fair value, we measure any goodwill impairment losses as the amount by which the carrying amount of a reporting unit exceeds its fair value, not to exceed the total amount of goodwill allocated to that reporting unit. **As a result of our 2023 financial performance in comparison to previous forecasts, combined with our level of stock price, we performed a quantitative impairment assessment.** A quantitative goodwill impairment analysis requires valuation of the respective reporting unit, which requires complex analysis and judgment. We use a combination of discounted cash flow (" DCF ") ~~models~~ - **model** and market ~~data~~ **approaches** , such as **public company** ~~earnings- based multiples for~~ comparable ~~companies~~ **analysis and comparable acquisitions analysis to determine fair value** . ~~DCF models~~ **The income approach and market approaches were weighted equally to estimate fair value. The income approach** ~~require~~ **requires** detailed forecasts of cash flows, including **significant** assumptions such as revenue growth rates, **gross profit** margin ~~rates~~ **, and** ~~and~~ - **an** ~~capital investments, and estimates~~ - **estimate** of weighted- average cost of capital which we believe ~~approximates~~ - **approximate** the ~~rate~~ **assumptions** from a market participant' s perspective **. The market approaches are primarily impacted by an enterprise value multiple of EBITDA** . These estimates incorporate many uncertain factors which could be impacted by changes in market conditions, interest rates, growth rate, tax rates, costs, customer behavior, regulatory environment and other macroeconomic changes. We categorize the fair value determination as Level 3 in the fair value hierarchy due to its use of internal projections and unobservable measurement inputs. ~~For the year ended~~ **The results of testing as of** December 31, ~~2022~~ **2023** ~~, we considered the decline of the trading price of our common stock to be a triggering event, performed a quantitative impairment assessment considering expected future cash flows, including consideration of market conditions and expectations of increases in interest rates. We also prepared a comparable company analysis and comparable acquisition analysis and weighted the income approach and market approaches equally to determine fair value. The results of testing as of December 31, 2022~~ , concluded that the estimated fair value exceeded carrying value, and no impairment existed as of that date. In addition, we corroborated the reasonableness of the total fair value of the reporting unit by assessing the implied control premium based on our market capitalization. Our market capitalization is calculated using the number of common shares ~~outstanding~~ **issued** and common stock publicly traded price. We also consider the amount of headroom for the reporting unit when determining whether an impairment existed. Headroom is the difference between the fair value of a reporting unit and its carrying value. **The fair value of the reporting unit exceeded the reporting unit carrying value by approximately $ 10 %, or $ 45. 0 million.** No goodwill impairment was recorded for the year ended December 31, ~~2021~~ **2023** . See Note ~~9~~ **8** - Goodwill and Acquired Intangible Assets to the consolidated financial statements in this Annual Report on Form 10- K for additional information. **Assumptions used in impairment testing are made at a point in time and require significant judgment; therefore, they are subject to change based on the facts and circumstances present at each impairment test date. Additionally, these assumptions are generally interdependent and do not change in isolation. We performed sensitivity analyses on the key inputs and assumptions used in determining the estimated fair value of our reporting unit by utilizing changes in assumptions that would reasonably likely occur. Assuming all other assumptions and inputs used in the fair value analysis are held constant, a 100 basis point increase in the discount rate assumption, a 1x decrease in the respective EBITDA multiple assumptions, a 25 basis point decrease in the gross profit margin assumption, and a 50 basis point decrease in the long- term revenue growth rate assumption would result in a decrease in the fair value of our reporting unit of approximately $ 14. 8 million, $ 36. 9 million, $ 8. 4 million, and $ 22. 6 million, respectively. These estimated changes in fair value are not necessarily representative of the actual impairment that would be recorded in the event of a fair value decline.** If, in future periods, the financial performance of the reporting unit does not meet forecasted expectations, or a **prolonged** decline occurs in the market price of our common stock, it may cause a change in the results of the impairment assessment and, as such, could result in an impairment of goodwill. Impairment of Long- lived Assets We assess our long- lived assets such as property and equipment and intangible assets subject to amortization for impairment whenever events or changes in circumstances indicate the carrying amount of an asset **or asset group** may not be recoverable. Factors which may indicate potential impairment include a significant underperformance related to the historical or projected future operating results or a significant negative industry or economic trend. Recoverability of these assets is measured by comparison of their carrying amounts to future undiscounted cash flows which the assets **or asset groups** are expected to generate. If property and equipment and intangible assets are considered to be impaired, the impairment to be recognized equals the amount by which the carrying value of the assets exceeds their fair value. We impaired ~~our acquired developed technology~~ **machinery used in the operations within HF Foods Industrial, Inc.** and recognized impairment expense of $ ~~0~~ **1** . ~~4~~ **2** million in distribution, selling and administrative expenses in the consolidated statements of operations during the year ended December 31, ~~2022~~ **2023** . We ~~did not record any~~ **impaired our acquired developed technology attributable to Syncglobal, Inc. and recognized** impairment ~~loss on our long- lived assets~~ **expense of $ 0. 4 million in distribution, selling and administrative expenses in the consolidated statements of operations** during the year ended December 31, ~~2021~~ **2022** . Recent Accounting Pronouncements For a discussion

of recent accounting pronouncements, see Note 2- Summary of Significant Accounting Policies to the consolidated financial statements in this Annual Report on Form 10- K. ITEM 7A. ~~QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK~~ **Quantitative and Qualitative Disclosures about Market Risk** . Interest Rate Risk Our debt exposes us to risk of fluctuations in interest rates. Floating rate debt, where the interest rate fluctuates periodically, exposes us to short- term changes in market interest rates. Fixed rate debt, where the interest rate is fixed over the life of the instrument, exposes us to changes in market interest rates reflected in the fair value of the debt and to the risk that we may need to refinance maturing debt with new debt at higher rates. We manage our debt portfolio to achieve an overall desired proportion of fixed and floating rate debts and may employ interest rate swaps as a tool from time to time to achieve that position. To manage our interest rate risk exposure, we entered into ~~three~~ **four** interest rate swap contracts to hedge the floating rate term loans. See Note ~~10~~ **9** - Derivative Financial Instruments to the consolidated financial statements in this Annual Report on Form 10- K for additional information. As of December 31, ~~2022~~ **2023** , our aggregate floating rate debt' s outstanding principal balance without hedging was $ ~~164~~ **60** . 8 million, or ~~94~~ **35** . ~~1~~ **2** % of total debt, consisting **primarily** of **our** ~~long- term debt and~~ revolving line of credit (see Note ~~11~~ **10** - Debt to the consolidated financial statements in this Annual Report on Form 10- K). Our floating rate debt interest is based on the floating 1- month SOFR plus a predetermined credit adjustment rate plus the bank spread. The remaining ~~5~~ **64** . ~~9~~ **8** % of our debt ~~are~~ **is** on a fixed rate or a floating rate with hedging. In a hypothetical scenario, a 1 % change in the applicable rate would cause the interest expense on our floating rate debt to change by approximately $ ~~1~~ **0** . 6 million per year. Fuel Price Risk We are also exposed to **risks relating to** fluctuations ~~risk~~ in the price and availability of diesel fuel. We require significant quantities of diesel fuel for our vehicle fleet, and the inbound delivery of the products we sell is also dependent upon shipment by diesel- fueled vehicles. **Additionally, elevated fuel costs can negatively impact consumer confidence and discretionary spending and thus reduce the frequency and amount spent by consumers for food- away- from- home purchases.** We currently are able to obtain adequate supplies of diesel fuel, and average prices in ~~2022~~ **2023** ~~increased~~ **decreased in comparison** ~~52. 1 %, compared~~ to average prices in ~~2021~~ **2022 , decreasing 15. 5 % on average** . However, it is impossible to predict the future availability or price of diesel fuel. The price and supply of diesel fuel fluctuates based on external factors not within our control, including geopolitical developments, supply and demand for oil and gas, regional production patterns, weather conditions and environmental concerns. Increases in the cost of diesel fuel could increase our cost of goods sold and operating costs to deliver products to our customers. We do not actively hedge the price fluctuation of diesel fuel in general. Instead, we seek to minimize fuel cost risk through delivery route optimization and fleet utilization improvement. ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA ~~.~~ HF Foods Group Inc. and Subsidiaries Consolidated Financial Statements Index to Consolidated Financial Statements PageReport of Independent Registered Public Accounting Firm- Year Ended December 31, ~~2022~~ **2023** ~~and 2021~~ (BDO USA, ~~LLP~~ **P. C.** ; Troy, Michigan; PCAOB ID # 243) ~~38Report of Independent Registered Public Accounting Firm- Year Ended December 31, 2020 (Friedman, LLP; New York, NY; PCAOB ID # 711) 40Consolidated~~ **39Consolidated** Financial StatementsConsolidated Balance Sheets41Consolidated Statements of Operations and Comprehensive Income (Loss) 42Consolidated Statements of Cash Flows43Consolidated Statements of Changes in Shareholders' Equity45Notes to Consolidated Financial Statements46 Shareholders and Board of Directors Opinion on the Consolidated Financial Statements We have audited the accompanying consolidated balance sheets of HF Foods Group Inc. (the " Company ") as of December 31, **2023 and** 2022 ~~and 2021~~ , the related consolidated statements of operations and comprehensive income (loss), changes in shareholders' equity, and cash flows for **each of the** ~~the~~ **three** years **in** ~~then~~ - **the period** ended **December 31, 2023** , and the related notes (collectively referred to as the " consolidated financial statements "). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, **2023 and** 2022 ~~and 2021~~ , and the results of its operations and its cash flows for **each of the** ~~the~~ **three** ~~two~~ years **in** ~~then~~ - **the period** ended **December 31, 2023** , in conformity with accounting principles generally accepted in the United States of America. We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (" PCAOB "), the Company' s internal control over financial reporting as of December 31, ~~2022~~ **2023** , based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (" COSO ") and our report dated March ~~31~~ **26** , ~~2023~~ **2024 ,** expressed an adverse opinion thereon ~~. Restatement As discussed in Note 1 to the consolidated financial statements, the 2020 financial statements have been restated to correct errors. We have also audited the adjustments described in Note 1 that were applied to restate the 2020 consolidated financial statements to correct errors. In our opinion, such adjustments are appropriate and have been properly applied. We were not engaged to audit, review, or apply any procedures to the 2020 consolidated financial statements of the Company other than with respect to the adjustments and, accordingly, we do not express any opinion or any other form of assurance on the 2020 consolidated financial statements taken as a whole~~ . Basis for Opinion These consolidated financial statements are the responsibility of the Company' s management. Our responsibility is to express an opinion on the Company' s consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U. S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion. Critical Audit ~~Matter~~ **Matters** The critical audit ~~matter~~ **matters** communicated below **are** ~~is a matter~~ **matters** arising from the current period audit of the consolidated financial statements that ~~was~~ **were** communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit ~~matter~~ **matters** below, providing separate opinions on the critical audit ~~matter~~ **matters** or on the accounts or disclosures to which ~~it~~ **they** ~~relates~~ - **relate** . Consolidated Financial Statements- Impact of Control Environment and Information Technology General Controls **As disclosed in management' s report on internal control over financial reporting, the Company identified material weaknesses as of December 31, 2023. These material weaknesses included ineffective information technology general controls (ITGCs), and ineffective controls over certain non- routine transactions, significant management estimates, and financial reporting.** The completeness and accuracy of the consolidated financial statements, including the financial condition, results of operations and cash flows, is dependent on, in part, the Company' s ability to (i) design and maintain an effective control environment, including maintaining a sufficient ~~complement~~ **number** of **qualified** resources ~~with~~ **to support** ~~an~~ **and** ~~appropriate level~~ **provide proper oversight and accountability over the performance** of controls ~~knowledge and expertise commensurate with financial reporting requirements~~ , (ii) design and maintain effective **ITGCs** ~~information technology general controls~~ for certain information systems relevant to the preparation of the financial statements, ~~including user access~~ **and (iii) design and maintain**

effective controls **over financial reporting** ~~, program change management controls and computer operations controls, and (iii) journal entries being completely and accurately recorded to the appropriate accounts~~ . We identified a critical audit matter over the completeness and accuracy of the consolidated financial statements. The ineffective control environment ~~and~~ **, including** the ineffective **ITGCs** ~~information technology general controls~~ resulted in several material weaknesses. Designing the appropriate procedures and evaluating audit evidence to ensure the completeness and accuracy of the consolidated financial statements, including higher risk areas, with an ineffective control environment ~~and with ineffective information technology general controls~~ , required especially challenging and subjective auditor judgment due to the increased extent of audit effort **including the need to modify the nature and extent of audit evidence obtained** . The primary procedures we performed to address this critical audit matter included: • **Performing incremental** ~~We applied significant auditor judgment to determine the nature and extent of~~ procedures ~~to be performed~~ over material **financial statement** accounts ~~and or disclosures, including higher risk areas~~ such as revenue ~~,~~ **and** receivables **by i) increasing** ~~, inventory, and journal entries. • We increased~~ the **sample sizes** ~~number of selections~~ to perform certain audit procedures and ~~lowered~~ **ii) lowering** the testing thresholds **and** for ~~investigating differences,~~ **journal entries by expanding the types of entries to be tested.** • ~~We utilized~~ **Evaluating the impact of improper segregation of duties and designing incremental procedures over disbursements. • Manually testing the completeness and accuracy of information provided by the Company and increasing the extent of our testing for items to be selected and agreed to** source documents **. Goodwill Impairment – Valuation of Reporting Unit As disclosed in Notes 2 and 8 to the consolidated financial statements, the Company' s consolidated goodwill balance was $ 85. 1 million as of December 31, 2023. There is only one reporting unit at December 31, 2023. Goodwill is tested for impairment at the reporting unit level at least annually, or whenever events or changes in circumstances indicate that goodwill might be impaired. In the valuation of goodwill, management must make assumptions regarding estimated future cash flows to be derived from the Company' s business. A change in underlying assumptions could cause a change in the results of the impairment test and, as such, could cause fair value to be less than the carrying amount and result in an impairment of goodwill in the future. In connection with the annual impairment test completed as of December 31, 2023 using the quantitative goodwill impairment assessment, the Company determined the fair value of the reporting unit, using an average of the income approach, specifically, the discounted cash flow method, and market approaches, specifically, the comparable public company analysis and comparable acquisition analysis methods. The income approach uses a discounted cash flow model that reflects management significant assumptions that mainly related to revenue growth rates, gross profit margins and a discount rate. The comparable public company and comparable acquisition analysis methods apply a market multiple assumption to the Company' s EBITDA to calculate fair value. The fair value of the Company' s reporting unit exceeded the carrying value, and therefore the Company concluded no impairment was required to be recorded during the year ended December 31, 2023. We identified certain assumptions used in the valuation of goodwill for the reporting unit as a critical audit matter. Management' s determination of the fair value of the reporting unit required the use of significant judgment due to the subjectivity and uncertainty of the revenue growth rates, gross profit margins and discount rate assumptions used in the income approach, and the EBITDA multiple assumption used in the comparable public company analysis and comparable acquisition analysis approaches. Auditing these elements involved especially challenging and subjective auditor judgment due to the nature and extent of audit effort required to address these matters** , including ~~third party support~~ **the extent of specialized skill** ~~for~~ - **or knowledge needed.** ~~audit evidence rather than relying on system reports, and~~ • **Evaluating** ~~We evaluated~~ the **reasonableness** ~~overall sufficiency~~ of ~~audit~~ **the forecasted revenue and gross profit margins by: 1) evaluating the consistency of the revenue growth rates and gross profit margins with historical results, ii) evaluating the consistency of the revenue growth rates and gross profit margins with the Company' s objectives and strategies, and iii) comparing the forecasted revenue growth rates and gross profit margins with external market data and** evidence obtained **in** ~~based on the~~ **other** ~~procedures performed~~ **areas of the audit. • Utilizing personnel with specialized knowledge and skill with valuation to assist in assessing the reasonableness of the discount rate incorporated in the income approach and the EBITDA multiples incorporated in the comparable company analysis and comparable acquisition analysis approaches** . / s / BDO USA, ~~LLP~~ **P. C.** We have served as the Company' s auditor since 2021. March ~~31~~ **26** , ~~2023~~ **2024** ~~REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM To the Shareholders and the Board of Directors of Opinion on the Financial Statements We have audited, before the effects of the adjustments the Company identified during 2022 to restate the financial statements as described in Note 1, the accompanying consolidated statements of operations and comprehensive loss, changes in shareholders' equity, and cash flows of HF Foods Group Inc. and its subsidiaries (collectively, the " Company ") for the year ended December 31, 2020, and the related notes (collectively referred to as the " consolidated financial statements ") (the 2020 financial statements before the effects of the adjustments the Company identified during 2022 to restate the financial statements as described in Note 1 are not presented herein). In our opinion, except for the effects of the adjustments the Company identified during 2022 to restate the financial statements as described in Note 1, the consolidated financial statements present fairly, in all material respects, the results of its operations and its cash flows for the year ended December 31, 2020, in conformity with accounting principles generally accepted in the United States of America. We were not engaged to audit, review or apply any procedures to the adjustments the Company identified during 2022 to restate the financial statements as described in Note 1, accordingly, we do not express an opinion or any other form of assurance about whether such adjustments are appropriate and have been properly applied. Those adjustments were audited by other auditors. These consolidated financial statements are the responsibility of the Company' s management. Our responsibility is to express an opinion on the Company' s consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (" PCAOB ") and are required to be independent with respect to the Company in accordance with the U. S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company' s internal control over financial reporting. Accordingly, we express no such opinion. / s / Friedman LLP We have served as the Company' s auditor from 2017 through 2021. New York, New York March 16, 2021 HF FOODS GROUP INC. AND SUBSIDIARIES CONSOLIDATED BALANCE SHEETS~~ (In thousands, except share data) December 31, ~~2022December~~ **2023December** 31, ~~2021ASSETSCURRENT~~ **2022ASSETSCURRENT** ASSETS: Cash $ **15, 232 $** 24, 289 ~~$ 14, 792~~ Accounts receivable, ~~net44~~ -- **net of allowances of $ 2, 119 and $ 1, 44247, 524 44** , 186 ~~36, 281~~ Accounts receivable- related ~~parties213~~ -- **parties308** ~~249~~ **213** ~~Inventories120~~ - **Inventories105 , 618 120** , 291 ~~102, 690~~ Prepaid expenses and other current ~~assets8~~ **assets10 , 145 8** , 937 ~~5, 559~~ TOTAL CURRENT ~~ASSETS197~~ - **ASSETS178 , 827 197** , 916 ~~159, 571~~ Property and equipment, ~~net140~~ **net133, 136 140** , 330 ~~145, 908~~ Operating lease right- of- use ~~assets14~~ **assets12 , 714 14** , 164 ~~11, 664~~ Long- term investments2, **388 2,** 679 ~~2, 462~~ Customer relationships, ~~net157~~ **net147 , 181 157** , 748 ~~159, 161~~ Trademarks **, trade names** and other intangibles, ~~net36~~ **net30 , 625 36** , 343 ~~35, 891~~ Goodwill85, 118 ~~80~~ **85** , ~~257~~ **118** Other long- term ~~assets3~~ **assets6 , 531 3** , 231 ~~2, 032~~ TOTAL ASSETS $ **596, 520 $** 637, 529 ~~$ 596, 946~~ LIABILITIES AND SHAREHOLDERS'

EQUITYCURRENT LIABILITIES: Checks issued not presented for payment $ **4, 494 $** 21, 946 ~~$ 17, 834~~ Line of ~~credit53~~ **credit58 , 564 53** , 056 **Accounts payable51, 617** 55, ~~293 Accounts payable55,~~ 515 ~~57, 745~~ Accounts payable- related ~~parties1~~ **parties397 1** , 529 ~~1, 941~~ Current portion of long- term debt, ~~net6~~ **net5 , 450 6** , 266 ~~5, 557~~ Current portion of obligations under finance ~~leases2~~ **leases1 , 749 2** , 254 ~~2, 274~~ Current portion of obligations under operating leases3, **706 3,** 676 ~~2, 482~~ Accrued expenses and other ~~liabilities19~~ **liabilities17 , 287 19** , 648 ~~12, 138~~ TOTAL CURRENT ~~LIABILITIES163~~ **LIABILITIES143 , 264 163** , 890 ~~155, 264~~ Long- term debt, net of current ~~portion115~~ **portion108 , 711 115** , 443 ~~81, 811 Promissory note payable- related party — 4, 500~~ Obligations under finance leases, non- current11, **229 11,** 441 ~~11, 676~~ Obligations under operating leases, non- ~~current10~~ **current9 , 414 10** , 591 ~~9, 251~~ Deferred tax ~~liabilities34~~ **liabilities29 , 028 34** , 443 **Other long- term** ~~39, 455 Lease guarantee liability~~ **liabilities6** , **891 5** ~~net of current portion5~~ , 472 ~~—~~ TOTAL ~~LIABILITIES341~~ **LIABILITIES308 , 537 341** , 280 ~~301, 957~~ COMMITMENTS AND CONTINGENCIES (~~NOTE 17~~ **Note 16**) SHAREHOLDERS' EQUITY: **Series A Participating** Preferred Stock, **par value** $ 0. ~~0001~~ **001; 100** ~~par value, 1, 000~~ , 000 shares authorized, no shares issued and outstanding ~~as of December 31 — —~~ **Preferred Stock** , ~~2022~~ **$ 0. 001 par value; 1, 000, 000 shares authorized; no shares issued** and ~~2021~~ **outstanding** — — Common Stock, $ 0. 0001 par value ~~, ;~~ 100, 000, 000 shares authorized **; 54** , **153, 391 and** 53, 813, 777 shares issued and **52, 155, 968 and 53, 813, 777 shares** outstanding as of December 31, ~~2022~~ **2023** and ~~53, 706, 392 shares issued and outstanding as of~~ December 31, ~~20215~~ **2022, respectively** 5 **5 Treasury stock, at cost; 1, 997, 423 shares as of December 31, 2023, and zero shares as of December 31, 2022 (7, 750) —** Additional paid- in ~~capital598~~ **capital603, 094 598** , 322 ~~597, 227~~ Accumulated deficit (**308, 688) (** 306, 514 ~~) (306, 284~~) TOTAL SHAREHOLDERS' EQUITY ATTRIBUTABLE TO HF FOODS GROUP INC. **286, 661** 291, 813 ~~290, 948~~ Noncontrolling ~~interests4~~ **interests1 , 322 4** , 436 ~~4, 041~~ TOTAL SHAREHOLDERS' ~~EQUITY296~~ **EQUITY287 , 983 296** , 249 ~~294, 989~~ TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY $ **596, 520 $** 637, 529 ~~$ 596, 946~~ The accompanying notes are an integral part of these consolidated financial statements. 41 ~~CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)~~ (In thousands, except share and per share data) Year Ended December 31, ~~202220212020Net~~ **20232022 2021Net** revenue- third parties $ 1, **142, 648 $ 1,** 163, 525 $ 787, 829 ~~$ 553, 524~~ Net revenue- related ~~parties6~~ **parties5 , 845 6** , 942 9, 055 ~~13, 308~~ TOTAL NET REVENUE1, **148, 493 1,** 170, 467 796, 884 ~~566, 832~~ Cost of revenue- third ~~parties958~~ **parties938 , 815 958** , 775 636, 253 ~~453, 346~~ Cost of revenue- related ~~parties6~~ **parties5 , 647 6** , 180 9, 119 ~~12, 739~~ TOTAL COST OF ~~REVENUE964~~ **REVENUE944 , 462 964** , 955 645, 372 ~~466, 085~~ GROSS ~~PROFIT205~~ **PROFIT204 , 031 205** , 512 151, 512 ~~100, 747~~ Distribution, selling and administrative ~~expenses194~~ **expenses195 , 062 194** , 953 122, 030 ~~106, 355 Goodwill impairment loss — — 338, 191~~ INCOME ~~(LOSS)~~ FROM ~~OPERATIONS10~~ **OPERATIONS8 , 969 10** , 559 29, 482 ~~(343, 799) Other expenses (income):~~ Interest ~~expense7~~ **expense11 , 478 7** , 457 4, 091 ~~4, 321~~ Other income (1, **091) (1,** 829) (508 ~~) (1, 096~~) Change in fair value of interest rate swap ~~contracts~~ **contracts1 , 580** (817) (1, 425) ~~920~~ Lease guarantee **(income)** ~~expense5~~ **expense (377) 5** , 744 — **(LOSS)** ~~— Total Other expenses, net10, 555 2, 158 4, 145~~ INCOME ~~(LOSS)~~ BEFORE INCOME ~~TAX~~ **TAXES** ~~PROVISION4~~ **(2, 621) 4** 27, 324 ~~(347, 944)~~ Income tax **expense** (benefit) ~~provision~~ **41** (231) 4, 503 ~~(4, 725)~~ NET **(LOSS)** INCOME ~~(LOSS)~~ AND COMPREHENSIVE **(LOSS)** INCOME (~~LOSS~~ **2, 662**) 235 22, 821 ~~(343, 219)~~ Less: net (loss) income attributable to noncontrolling interests (**488) (** 225) 676 ~~293~~ NET **(LOSS)** INCOME ~~(LOSS)~~ AND COMPREHENSIVE **(LOSS)** INCOME ~~(LOSS)~~ ATTRIBUTABLE TO HF FOODS GROUP INC. $ **(2, 174) $** 460 $ 22, 145 ~~$ (~~ **LOSS** ~~343, 512~~) EARNINGS ~~(LOSS)~~ PER COMMON SHARE- BASIC $ **(0. 04) $** 0. 01 $ 0. 43 ~~$ (~~ **LOSS** ~~6. 59~~) EARNINGS ~~(LOSS)~~ PER COMMON SHARE- DILUTED $ **(0. 04) $** 0. 01 $ 0. 43 ~~$ (6. 59)~~ WEIGHTED AVERAGE SHARES- BASIC53, **878, 237 53,** 757, 162 51, 918, 323 ~~52, 095, 585~~ WEIGHTED AVERAGE SHARES- DILUTED53, **878, 237 53,** 863, 448 52, 091, 822 ~~52, 095, 585~~ The accompanying notes are an integral part of these consolidated financial statements. 42 HF ~~FOODS GROUP INC~~ **Foods Group Inc** . ~~AND SUBSIDIARIESCONSOLIDATED STATEMENTS OF CASH FLOWS~~ **and SubsidiariesConsolidated Statements of Cash Flows** (In thousands) Year Ended December 31, ~~202220212020Cash~~ ---- **20232022 2021Cash** flows from operating activities: Net **(loss)** income **$** (~~loss~~ **2, 662**) $ 235 $ 22, 821 ~~$ (343, 219)~~ Adjustments to reconcile net **(loss)** income ~~(loss)~~ to net cash provided by operating activities: Depreciation and amortization ~~expense24~~ **expense25 , 918 24** , 936 19, 126 ~~18~~ **Treasury stock received via legal settlement (7** , **750)** ~~923 Goodwill impairment loss — —~~ ~~338~~ **Asset impairment charges1** , ~~191~~ **200 422 —** Gain from disposal of property and equipment (**362) (** 1, 327) (1, 636 ~~) (140~~) Provision for credit ~~losses82~~ **losses701 82** (433) ~~1, 564~~ Deferred tax benefit (5, **415) (5,** 012) (6, 870 ~~) (5, 916~~) Change in fair value of interest rate swap ~~contracts817~~ -- **contracts1, 580 817** (1, 425) ~~920~~ Stock- based ~~compensation1~~ **compensation3 , 352 1** , 257 635 ~~—~~ Non- cash lease expense4, **033 4,** 442 861 ~~533~~ Lease guarantee ~~expense5~~ - **expense (377) 5** , 744 ~~—~~ — Other non- cash expense (income) ~~156~~ **493 (266)** (85 ~~) (81~~) Changes in operating assets and liabilities (excluding effects of acquisitions): Accounts receivable (**4, 039) (** 8, 577) (10, 999) ~~23, 517~~ Accounts receivable- related ~~parties36~~ -- **parties (95) 36** 1, 020 ~~2, 964 Inventories~~ **Inventories14 , 673** (3, 755) (19, 426) ~~18, 997~~ Advances to suppliers- related parties — **—** 197 ~~548~~ Prepaid expenses and other current assets (**1, 069) (** 4, 008) (944 ~~) (204~~) Other long- term assets (**3, 418) (** 1, 199) (1, 337) ~~(298)~~ Accounts ~~payable15~~ -- **payable (3, 898) 15** , 207 12, 978 ~~(11, 882)~~ Accounts payable- related parties (**1, 132) (** 412) (365 ~~) (2, 215~~) Operating lease liabilities (**3, 730) (** 4, 408) (724 ~~) (503~~) Accrued expenses and other ~~liabilities7~~ - **liabilities (2, 199) 7** , 070 4, 115 ~~3, 994~~ Net cash provided by operating ~~activities31~~ - **activities15 , 804 31** , 284 17, 509 ~~45, 693~~ Cash flows from investing activities: Purchase of property and equipment (**3, 514) (** 6, 287) (2, 205 ~~) (664~~) Proceeds from sale of property and ~~equipment7~~ **equipment2 , 000 7** , 794 3, 246 ~~257~~ Payment made for acquisition of **Sealand** ~~B & R Realty — — (94, 004) Payment made for acquisition of Sealand~~ (34, 848) ~~—~~ — Payment made for acquisition of Great Wall Group **—** (17, 445) (37, 841) ~~—~~ Payment made for acquisition of noncontrolling interests — **—** (5, 000) ~~—~~ Settlement of interest rate swap contracts — **—** 718 ~~—~~ Net cash used in investing activities (**1, 514) (** 50, 786) (41, 082) **Cash flows from financing activities: Payments for tax withholding related to vested stock awards** (~~94~~ **394) — — Checks issued not presented for payment (17** , **452) 4, 112 2, 994 Proceeds from line of credit1, 237, 101 1, 200, 996 857, 304 Repayment of line of credit (1, 231, 647) (1, 203, 112) (820, 422) Proceeds from long- term debt — 45, 956 — Repayment of long- term debt (7, 591) (** ~~411~~ - **11, 336**) ~~(11,336)~~ (6,599 ~~) (6,590~~) Payment of debt financing costs **—** (544) — Repayment of obligations under finance leases (2, **480) (2,** 626) (2,135 ~~) (1,840~~) Repayment of promissory note payable- related party **—** (4,500) (2,500) ~~—~~ Proceeds from noncontrolling interests ~~shareholders240~~ --- **shareholders — 240** 480 ~~—~~ Cash distribution to shareholders **(884)** (187) (338) ~~(175)~~ Net cash **(used in)** provided by financing ~~activities28~~ -- **activities (23,347) 28** ,999 28,784 ~~43,761~~ Net ~~increase~~ (decrease) **increase** in ~~cash9~~ - **cash (9,057) 9** ,497 5,211 ~~(4,957)~~ Cash at beginning of the ~~year14~~ **period24,289 14** ,792 9,581 ~~14,538~~ Cash at end of the ~~year~~ **period $ 15,232** $ 24,289 $ 14,792 ~~$ 9,581~~ The accompanying notes are an integral part of these consolidated financial statements. 43 Year Ended December 31, **20232022 2021Supplemental** 202220212020Cash flows from financing activities: Checks......, 792 $ 9, 581 Supplemental disclosure of cash flow data: Cash paid for interest $ **10, 407 $** 6, 230 $ 3, 177 ~~$ 4, 123~~ Cash paid for income ~~taxes8~~ **taxes4 , 040 8** , 655 9, 527 ~~804~~ Supplemental disclosure of non- cash investing and financing activities: Right- of- use assets obtained in exchange for operating lease liabilities $ **2, 583 $** 6, 815 $ 10, 983 ~~$ 339~~ Property acquired ~~via a~~ **in exchange for** finance ~~lease1~~ **leases1 , 763 1** , 272 8, 947 ~~1~~ **Treasury stock received via legal settlement7** , ~~375~~ **750 — — Acquisition of noncontrolling interests1, 652 — —** ~~Notes~~ **Note** ~~payable~~ **receivable** related to property and equipment ~~purchases~~ **sales300** — 257 ~~2, 528~~ Intangible asset acquired in exchange for noncontrolling ~~interests566~~ --- **interests** — **566** — Common stock issued for consideration of acquisition of Great Wall Group — **—** 14, 541 ~~—~~ Deferred consideration from Great Wall Acquisition — **—** 17, 330 ~~— Issuance of promissory note for the acquisition of B & R Realty~~

~~Subsidiaries — — 7, 000~~ The accompanying notes are an integral part of these consolidated financial statements. 44 ~~CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS~~ **HF Foods Group Inc. and SubsidiariesConsolidated Statements of Changes in Shareholders** ' ~~EQUITY~~ **Equity (In thousands, except share data)** Common StockTreasury StockAdditionalPaid- ~~inCapitalRetainedEarnings~~ -------- **inCapitalRetained Earnings** (Accumulated Deficit) **Total** ~~TotalShareholders~~ ----- **Shareholders** ' **Equity** ~~EquityAttributable~~ ------ **Attributable** toHF ~~FoodsGroup~~ **Foods Group** Inc. NoncontrollingInterestsTotalShareholders' EquitySharesAmountSharesAmountBalance at December 31, ~~201953~~ **202051** , ~~050~~ **913** , ~~211~~ **411** $ 5 **—** ~~(905, 115)~~ $ **—** ~~(12, 038)~~ $ ~~599~~ **587** , ~~617~~ **579** $ ~~15~~ **(328** , ~~083~~ **429)** $ ~~602~~ **259** , ~~667~~ **155** $ 4, ~~249~~ **367** $ ~~606, 916 Net (loss) income — — — — — — (343, 512) (343, 512) 293 (343, 219) Escrow shares transferred to and recorded as treasury stock — — (231, 685) — — — — — — — — Retirement of treasury stock (1, 136, 800) — 1, 136, 800 12, 038 (12, 038) — — — — Distribution to shareholders — — — — — — — — (175) (175) Balance at December 31, 202051, 913, 411 5 — — 587, 579 (328, 429) 259, 155 4, 367~~ 263, 522 Net income — — — — 22, 145 22, 145 676 22, 821 Acquisition of noncontrolling interest — — — — (3, 856) — (3, 856) (1, 144) (5, 000) Acquisition of Great Wall Group by issuance of common stock1, 792, 981 — — — 12, 869 — 12, 869 — 12, 869 Capital contribution by shareholders — — — — — — — 480 480 Distribution to shareholders — — — — — — — (338) (338) Stock- based compensation — — — — 635 — 635 — 635 Balance at December 31, 202153, 706, 392 **$** 5 — **$** — **$** 597, 227 **$** (306, 284) **$** 290, 948 **$** 4, 041 **$** 294, 989 Cumulative effect of adoption of CECL (ASU 2016- 13) — — — — — (690) (690) — (690) Balance at January 1, 202253, 706, 392 **$** 5 — — **$** 597, 227 **$** (306, 974) **$** 290, 258 **$** 4, 041 **$** 294, 299 Net income (loss) — — — — — 460 460 (225) 235 Capital contribution by shareholders — — — — — — — 806 806 Issuance of common stock pursuant to equity compensation plan139, 239 — — — — — — — — Shares withheld for tax withholdings on vested awards (31, 854) — — — (162) — (162) — (162) Distribution to shareholders — — — — — — — (186) (186) Stock- based compensation — — — — 1, 257 — 1, 257 — 1, 257 Balance at December 31, 202253, 813, 777 $ 5 — $ — $ 598, 322 $ (306, 514) $ 291, 813 $ 4, 436 $ 296, 249 **Net income (loss) — — — — — (2, 174) (2, 174) (488) (2, 662) Issuance of common stock pursuant to equity compensation plan391, 983 — — — — — — — — Shares withheld for tax withholdings on vested awards (52, 369) — — — (232) — (232) — (232) Treasury stock received via legal settlement — — 1, 997, 423 (7, 750) — — (7, 750) — (7, 750) Distribution to shareholders — — — — — — — (884) (884) Dissolution of noncontrolling interests — — — — 1, 652 — 1, 652 (1, 742) (90) Stock- based compensation — — — — 3, 352 — 3, 352 — 3, 352 Balance at December 31, 202354, 153, 391 $ 5 1, 997, 423 $ (7, 750) $ 603, 094 $ (308, 688) $ 286, 661 $ 1, 322 $ 287, 983** The accompanying notes are an integral part of these consolidated financial statements. 45 ~~NOTES TO CONSOLIDATED FINANCIAL STATEMENTS~~ Note 1- **Organization and** Description of Business Organization and General HF Foods Group Inc. and subsidiaries (collectively " HF ~~Group~~ **Foods** ", or the " Company ") is an Asian foodservice distributor that markets and distributes fresh produce, seafood, frozen and dry food, and non- food products to primarily Asian restaurants and other foodservice customers throughout the United States. The Company' s business consists of one operating segment, which is also its one reportable segment: HF ~~Group~~ **Foods** , which operates solely in the United States. The Company' s customer base consists primarily of Chinese and Asian restaurants, and it provides sales and service support to customers who mainly converse in Mandarin or Chinese dialects. ~~Corporate History HF Group Holding Corporation (" HF Holding") was incorporated as a holding company to acquire and consolidate the various pre- merger operating entities. On January 1, 2018, HF Holding entered into a Share Exchange Agreement with the controlling shareholders in exchange for all of HF Holding' s outstanding shares. On August 22, 2018, Atlantic Acquisition Corp. (" Atlantic") consummated a reverse acquisition transaction resulting in HF Holding becoming the surviving entity and a wholly owned subsidiary of Atlantic (the " Atlantic Acquisition "). The shareholders of HF Holding became the majority shareholders of Atlantic, and the Company changed its name to HF Foods Group Inc. (collectively, these transactions are referred to as the " Atlantic Transactions "). The Atlantic Acquisition was treated as a reverse acquisition under the acquisition method of accounting in accordance with accounting principles generally accepted in the United States of America (" GAAP "). For accounting purposes, HF Holding was considered to be acquiring Atlantic in this transaction, as such, the aggregate consideration paid in connection with the business combination was allocated to Atlantic' s tangible and intangible assets and liabilities based on their fair market values. The assets and liabilities and results of operations of Atlantic were consolidated into the balance sheet and results of operations of HF Holding as of the completion of the Atlantic Transactions. On November 4, 2019, HF Group consummated a merger transaction resulting in B & R Global Holdings, Inc. (" B & R Global") becoming a wholly- owned subsidiary of the Company (the" Business Combination"). At closing, the Company issued 30, 700, 000 shares of Common Stock of the Company to the shareholders of B & R Global in exchange for the 100 % equity interest of B & R Global. On January 17, 2020, the Company acquired 100 % equity membership interest in nine subsidiaries under B & R Group Realty Holding, LLC (" BRGR"), which owned ten warehouses that were being leased by the Company for its operations in California, Arizona, Utah, Colorado, Washington, and Montana for purchase consideration of $ 101. 3 million.~~ On December 30, 2021, the Company completed the acquisition of Great Wall Seafood Supply, Inc., Great Wall Restaurant Supplier, Inc., and First Mart Inc. (collectively the " Great Wall Group "), and substantially all of the operating assets of the Great Wall Group' s seafood and restaurant products sales, marketing, and distribution businesses (the " Great Wall Acquisition "). The acquisition was completed as part of the Company' s strategy to develop a national footprint through expansion into the Midwest, Southwest and Southern regions of the United States. On April 29, 2022, the Company completed the acquisition of substantially all of the operating assets of Sealand Food, Inc. (" Sealand") including equipment, machinery and vehicles. The acquisition was completed to expand the Company' s territory along the East Coast, from Massachusetts to Florida, as well as Pennsylvania, West Virginia, Ohio, Kentucky, and Tennessee. See Note ~~8~~ **7** - Acquisitions for additional information on ~~recent~~ **the Great Wall Group and Sealand** acquisitions. ~~Restatement of Previously Issued Consolidated Financial Statements As previously disclosed in Note 1 of the Company' s financial statements for the year ended December 31, 2021, the Company identified certain errors impacting the financial statements, including disclosures, which the company analyzed using Staff Accounting Bulletin (" SAB ") No. 99, " Materiality " and SAB No. 108, " Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements, " and determined the errors were material. Accordingly, the Company restated the consolidated financial statements as of December 31, 2020 and for the years ended December 31, 2020 and 2019, and the related interim financial statements periods within the years ended December 31, 2021, 2020, and 2019 in accordance with Accounting Standards Codification (" ASC ") Topic 250, Accounting Changes and Error Corrections. For the year ended December 31, 2020 the errors related to the identification of and accounting for operating and finance leases, the incorrect identification and disclosure of certain related party relationships including the identification of VIEs, the timing of revenue recognition for rental income received from a related party, the accounting for the self- insurance liability for automobile insurance, classification errors in the financial statements, and an error in the calculation of earnings per share. In addition, certain errors were identified during an independent investigation by a Special Investigation Committee commissioned by the Company' s Board of Directors (see Note 17) such as unrecorded executive compensation to a certain executive and immediate family members, and related party disclosures. For the year ended December 31, 2020 the nature of these error corrections is as follows: a. Certain operating and finance leases were not properly identified and accounted for upon the adoption of ASC Topic 842 (" ASC 842 "), Leases and adjustments have been made to correct these errors. b. Four entities previously disclosed as related parties were determined not to be related parties. The four related party entities that were reclassified in the financial statements from related party to third party for were EMC Rowland, LLC; The Big Catch Alhambra, LLC; Winfar~~

Foods, Inc; and Wokcano Carlsbad Partner LLP. c. The Company identified an error related to the timing of revenue recognition for rental income received from UGO (a related party). Rental income received from UGO, which was previously recognized in error, was recognized in the appropriate accounting period as part of the error corrections. Please refer to Note 14- Related Party Transactions for additional information on the lease arrangement with UGO. d. The Company determined that certain payments made by the Company in prior years to related parties should have been accounted for in the Company' s consolidated financial statements as executive compensation. The Company made payments for inventory to Revolution Industry, which were diverted to Revolution Automotive to make car lease payments for the benefit of Mr. Ni and his family. The Company also made payments to UGO for marketing services, which services were determined as part of the independent investigation to have not been received commensurate to the amounts paid. Please refer to Note 14- Related Party Transactions for further details on Revolution Automotive, Revolution Industry and UGO. The Company has recorded an uncertain tax position liability associated with the reclassification of certain amounts as executive compensation as discussed further in j. below. e. The Company had not previously recorded a liability (including incurred but not reported" IBNR") related to the self- insured portion of its automobile insurance policy. f. The 2020 goodwill impairment loss, which was previously misclassified as other income (expense) in the consolidated statements of operations and comprehensive income (loss), was revised to be included in income (loss) from operations. g. The gain / loss on sale of fixed assets, which was previously misclassified in other income (expense), net was revised to be included in distribution, selling and administrative expenses. h. As part of the error corrections being made, the resultant earnings per share was corrected. i. As a result of the executive compensation described in d. above, the Company recorded an uncertain tax position liability to account for potential implications to previously filed tax returns. j. In the Company' s December 31, 2020 financial statements, the Company did not disclose NC Good Taste Noodle, Inc. as a related party since Mr. Zhou Min Ni reported that he sold his ownership effective January 1, 2020. However, the Company' s former Chief Financial Officer, Mr. Jian Ming Ni, continues to own a portion of NC Good Taste Noodle, Inc. and as a result, the Company has concluded that NC Good Taste Noodle, Inc. still meets the definition of a related party. See Note 14- Related Party Transactions for additional information The corresponding footnotes have been restated for the adjustments noted above. The following table summarizes the effect of the restatements on each affected financial statement line item for the year ended December 31, 2020, impacting the consolidated statements of operations and comprehensive income (loss). The footnotes correspond to the error descriptions above: Consolidated Statement of Operations and Comprehensive Income (Loss) (In thousands, except per share data) As Previously ReportedAdjustmentsAs RestatedYear Ended December 31, 2020Net revenue- third parties $ 553, 409 $ 115 (b) $ 553, 524 Net revenue- related parties13, 423 (115) (b) 13, 308 Cost of revenue- third parties453, 706 94 (b) (454) (d) 453, 346 Cost of revenue- related parties12, 833 (94) (b) 12, 739 TOTAL COST OF REVENUE466, 539 (454) 466, 085 GROSS PROFIT100, 293 454 100, 747 Distribution, selling and administrative expenses106, 126 (476) (a) 454 (d) 391 (e) (140) (g) 106, 355 Goodwill impairment loss — 338, 191 (f) 338, 191 INCOME (LOSS) FROM OPERATIONS (5, 833) (337, 966) (343, 799) Interest expense (3, 922) (399) (a) (4, 321) Goodwill impairment loss (338, 191) 338, 191 (f) — Other income1, 355 (119) (c) (140) (g) 1, 096 Total other income (expense), net (341, 678) 337, 533 (4, 145) INCOME (LOSS) BEFORE INCOME TAX (347, 512) (432) (347, 944) Income tax provision (benefit) (4, 831) 106 (i) (4, 725) NET INCOME (LOSS) AND OTHER COMPREHENSIVE INCOME (LOSS) (342, 681) (538) (343, 219) NET INCOME (LOSS) AND OTHER COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO HF FOODS GROUP INC. (342, 974) (538) (343, 512) EARNINGS (LOSS) PER COMMON SHARE- BASIC (6. 58) (0. 01) (h) (6. 59) EARNINGS (LOSS) PER COMMON SHARE- DILUTED (6. 58) (0. 01) (h) (6. 59) The following table summarizes the effect of the restatements on each category of cash flow for the year ended December 31, 2020, impacting the consolidated statements of cash flows: Consolidated Statement of Cash Flows (In thousands) As Previously ReportedAdjustmentAs RestatedYear Ended December 31, 2020Net cash provided by operating activities $ 44, 131 $ 1, 562 (a) $ 45, 693 Net cash used in investing activities (94, 411) — (94, 411) Net cash provided by financing activities45, 323 (1, 562) (a) 43, 761 The effect of the restatements on the consolidated statements of changes in shareholders' equity for the year ended December 31, 2020 is as follows: Common StockTreasury StockAdditionalPaid- inCapitalRetainedEarnings (Accumulated Deficit) TotalShareholders' EquityAttributable toHF FoodsGroup Inc. Non- controllingInterestsTotalShareholders' Equity (In thousands, except share data) SharesAmountSharesAmountAs Previously ReportedBalance at 12 / 31 / 201953, 050, 211 $ 5 (905, 115) $ (12, 038) $ 599, 617 $ 15, 824 $ 603, 408 $ 4, 249 607, 657 Net (loss) income — — — — — (342, 974) (342, 974) 293 (342, 681) Escrow shares transferred to and recorded as treasury stock — — (231, 685) — — — — — — — Retirement of treasury stock (1, 136, 800) — 1, 136, 800 12, 038 (12, 038) — — — — — Distribution to shareholders — — — — — — — — — (175) (175) Balance at 12 / 31 / 202051, 913, 411 $ 5 — $ — $ 587, 579 $ (327, 150) $ 260, 434 $ 4, 367 $ 264, 801 Restatement ImpactsBalance at 12 / 31 / 2019 — — — — — — (741) (741) — (741) Net (loss) income — — — — — — (538) (538) — (538) Escrow shares transferred to and recorded as treasury stock — — — — — — — — — Retirement of treasury stock — — — — — — — — — Distribution to shareholders — — — — — — — — — Balance at 12 / 31 / 2020 — $ — — $ — $ — $ (1, 279) $ (1, 279) $ — $ (1, 279) As RestatedBalance at 12 / 31 / 2019 (As Restated) 53, 050, 211 $ 5 (905, 115) $ (12, 038) $ 599, 617 15, 083 602, 667 $ 4, 249 606, 916 Net (loss) income (as restated) — — — — — (343, 512) (343, 512) 293 (343, 219) Escrow shares transferred to and recorded as treasury stock — — (231, 685) — — — — — — Retirement of treasury stock (1, 136, 800) — 1, 136, 800 12, 038 (12, 038) — — — — Distribution to shareholders — — — — — — — (175) (175) Balance at 12 / 31 / 2020 (As Restated) 51, 913, 411 $ 5 — $ — $ 587, 579 $ (328, 429) $ 259, 155 $ 4, 367 $ 263, 522 Basis of Presentation and Principles of Consolidation The accompanying consolidated financial statements have been prepared in accordance with **generally accepted accounting principles in the United States of America ("** GAAP **"). All adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included** . The **accompanying** consolidated financial statements **for 2023** include the **accounts** financial statements of HF Group **Foods** , its subsidiaries and **for 2022** FUSO Trucking LLC (" FUSO") and the Staffing Agencies (through December 31, 2021), **the accounts of HF Foods and certain variable interest entities for** which the Company **was the primary beneficiary** has determined to be VIEs that requires consolidation . All **significant intercompany** inter- company balances and transactions have been eliminated upon **in** consolidation **. For consolidated entities where we own or are exposed to less than 100 % of the economics, the Company records net income (loss) attributable to noncontrolling interest in its consolidated statements of operations and comprehensive income (loss) equal to the percentage of the economic or ownership interest retained in such entity by the respective noncontrolling party** . GAAP provides guidance on the identification of **a variable interest entity ("** VIEs **VIE ")** and financial reporting for entities **an entity** over which control is achieved through means other than voting interests. The Company evaluates each of its interests in an entity to determine whether or not the investee is a VIE and, if so, whether the Company is the primary beneficiary of such VIE. In determining whether the Company is the primary beneficiary, the Company considers if the Company (1) has power to direct the activities that most significantly affect the economic performance of the VIE, and (2) has the obligation to absorb losses or the right to receive the economic benefits of the VIE that could be potentially significant to the VIE. If deemed the primary beneficiary, the Company consolidates the VIE. **As of and for the year ended December 31, 2023, the Company has one VIE, AnHeart, Inc. (" AnHeart "), for which the Company is not the primary beneficiary and therefore does not consolidate. The Company did not incur expenses from VIEs and did not have any sales to or income from any VIEs during the years ended December 31, 2023 and 2022.** See Note 3 **16** - Variable Interest Entities **Commitments and Contingencies** for additional information entities **million** . All transactions **As of**

January 17,2020,the Company had no remaining involvement with **BRGR** ~~Revolution Industry~~ and **therefore is no longer considered a VIE** ~~UGO ceased in 2021.Related party transactions with Revolution Industry and UGO are disclosed in Note 13- Related Party Transactions~~ .AnHeart AnHeart was previously a subsidiary of the Company designed to sell traditional Chinese medicine,sold to a third- party in February 2019.As discussed in Note ~~6~~ **7** - Leases,after the sale,the Company continued to provide a guarantee for all rent and related costs associated with two leases of AnHeart in Manhattan,New York.The Company has determined that AnHeart is a VIE as a result of the guarantee.However,the Company concluded it is not the primary beneficiary of AnHeart because it does not have the power to direct the activities of AnHeart that most significantly impact AnHeart' s economic performance.Please refer to Note ~~6~~ **7** - Leases for additional information regarding the Company' s maximum exposure to loss ~~related~~ to AnHeart.The Company did not have any sales to or rental income from any of the other VIEs during the three years ended December **31,2022.Note 4** . Noncontrolling Interests GAAP requires that noncontrolling interests in subsidiaries and affiliates be reported in the equity section of the Company' s consolidated balance sheets. In addition, the amounts attributable to the net income (loss) of those noncontrolling interests are reported separately in the consolidated statements of operations and comprehensive income (loss). ~~On May 28~~ **As of December 31** , ~~2021~~ **2023 and December 31, 2022, noncontrolling interest equity consisted of the following: ($ in thousands) Ownership ofnoncontrolling interest at December 31, 2023December 31, 2023December 31, 2022HF Foods Industrial, LLC (" HFFI") (a) 45. 00 % $ (759) $ 204 Min Food, Inc. 39. 75 % 1, 715 1, 704 Monterey Food Service, LLC35. 00 % 366 452 Ocean West Food Services, LLC (b) — % — 1, 986 Syncglobal Inc. (c) — % — 90 Total $ 1, 322 $ 4, 436 (a) During the year ended December 31, 2023** , the Company **exited HFFI operations** ~~purchased the remaining 33~~ . ~~33 % noncontrolling equity interests~~ **Accordingly, the machinery used** in ~~Kirnland~~ **HFFI operations was impaired and subsequently sold. See Note 4- Balance Sheet Components for additional information. (b) Effective June 30, 2023, Ocean West** Food ~~Distribution~~ **Services** , **LLC** ~~Inc.~~ (~~" Kirnland"~~ **" Ocean West "**) **became** ~~for $ 5. 0 million, making Kirnland~~ a wholly- owned subsidiary **of the Company** . In accordance with ASC **Topic** 810 **(" ASC 810 "), Consolidation** , changes in a parent' s ownership interest while the parent retains its controlling financial interest in its subsidiary shall be accounted for as equity transactions. No gain or loss was recognized. As a result of this transaction, noncontrolling interests ~~and~~ **of $ 1. 7 million was reclassified to** additional paid- in capital ~~were reduced by $ 1~~ **on the consolidated balance sheets** . **(c) During the year ended** ~~1 million and $ 3. 9 million, respectively. As of~~ December 31, ~~2022~~ **2023** ~~and 2021, noncontrolling interest equity consisted of~~ the **Company ceased operations of** ~~following: ($ in thousands) Ownership ofnoncontrolling interests at December 31, 2022December 31, 2022December 31, 2021HF Foods Industrial, LLC (" HFFI") 45. 00 % $ 204 $ 462 Min Food, Inc. 39. 75 % 1, 704 1, 363 Monterey Food Service, LLC35. 00 % 452 453 Ocean West Food Services, LLC32. 50 % 1, 986 1, 763~~ Syncglobal Inc. ~~43~~ **and dissolved the entity** . ~~00 % 90 — Total $ 4, 436 $ 4, 041~~ Uses of Estimates The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during each reporting period. Actual results could differ from those estimates. Significant accounting estimates reflected in the Company' s consolidated financial statements include, but are not limited to, ~~allowance for expected credit losses,~~ inventory reserves ~~, useful lives of property and equipment, lease assumptions~~ , impairment of long- lived assets, impairment of ~~long- term investments, impairment of~~ goodwill, **and** the purchase price allocation and fair value of assets and liabilities acquired with respect to business combinations ~~, realization of deferred tax assets, uncertain income tax positions, the liability for self- insurance and stock- based compensation~~ . Cash and Cash Equivalents The Company considers all highly liquid investments purchased with an original maturity of three months or shorter as cash equivalents. As of December 31, **2023 and December 31,** 2022 ~~and 2021~~ , the Company had no cash equivalents. Accounts at banks with an aggregate excess of the amount of outstanding checks over the cash balances are included in checks issued not presented for payment in current liabilities in the consolidated balance sheets. Accounts Receivable, net Accounts receivable represent amounts due from customers in the ordinary course of business and are recorded at the invoiced amount and do not bear interest. Receivables are presented net of the allowance for expected credit losses in the accompanying consolidated balance sheets. The Company evaluates the collectability of its accounts receivable and determines the appropriate allowance for expected credit losses based on a combination of factors. The Company maintains an allowance for expected credit losses based on historic collection trends, write- offs and the aging of receivables. The Company uses specific criteria to determine uncollectible receivables to be written off, including, bankruptcy filings, the referral of customer accounts to outside parties for collection, and the length that accounts remain past due. As of December 31, **2023 and December 31,** 2022 ~~and 2021~~ , allowances for expected credit losses were $ **2.** 1 **million and $ 1** . 4 ~~million and $ 0. 8~~ million, respectively. The Company' s inventories, consisting mainly of food and other foodservice- related products, are considered finished goods. Inventory costs, including the purchase price of the product and freight charges to deliver it to the Company' s warehouses, are net of certain cash consideration received from vendors, primarily in the form of rebates. The Company ~~adjusted~~ **adjusts** its inventory balance for slow- moving, excess and obsolete inventories to the net recoverable value of such goods based upon inventory category, inventory age, specifically identified items, and overall economic conditions. Inventories are stated at the lower of cost or net realizable value using the first- in, first- out (FIFO) method. Property and Equipment, net Property and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation is calculated using the straight- line method over the estimated useful lives of the assets. Following are the estimated useful lives of the Company' s property and equipment: Estimated Useful LivesAutomobiles3 to 7 yearsBuildings and improvements7 to 39 yearsFurniture and fixtures4 to 10 yearsMachinery and equipment3 to 10 years **Leasehold improvements are amortized over the shorter of the useful life of those leasehold improvements and the remaining lease term.** Repair and maintenance costs are charged to expense as incurred, whereas the cost of renewals and betterment that extends the useful lives of property and equipment are capitalized as additions to the related assets. Retirements, sales and disposals of assets are recorded by removing the cost and accumulated depreciation from the asset and accumulated depreciation accounts with any resulting gain or loss reflected in the consolidated statements of operations and comprehensive income (loss) in distribution, selling and administrative expenses. **Software Costs In accordance with ASC 350- 40, Internal- Use Software, the Company capitalizes certain computer software licenses and software implementation costs related to developing or obtaining computer software for internal use. Subsequent additions, modifications or upgrades to internal- use software are capitalized only to the extent that they allow the software to perform a task that it previously did not perform. Internal use software is amortized on a straight- line basis over a three to five year period. Capitalized costs include direct acquisitions as well as software and software development acquired under capitalized leases and internal labor where appropriate. Capitalized software purchases and related development costs, net of accumulated amortization, were $ 5. 1 million as of December 31, 2023 and zero as of December 31, 2022, and are included in other long- term assets on the consolidated balance sheets.** The Company accounts for its business combinations using the purchase method of accounting in accordance with ASC Topic 805 ~~(" ASC 805 ")~~ , Business Combinations. The purchase method of accounting requires that the consideration transferred be allocated to the assets, including separately identifiable assets and liabilities the Company acquired, based on their estimated fair values. The consideration transferred in an acquisition is measured as the aggregate of the fair values at the date of exchange of the assets given, liabilities incurred, and equity instruments issued as well as the contingent considerations and all contractual contingencies as of the acquisition date. Identifiable assets, liabilities and contingent liabilities acquired or assumed are measured separately at their fair value as

of the acquisition date, irrespective of the extent of any noncontrolling interests. The excess of (i) the total of cost of acquisition, fair value of the noncontrolling interests and acquisition date fair value of any previously held equity interest in the acquiree over, (ii) the fair value of the identifiable net assets of the acquiree, is recorded as **goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognized directly in earnings.** The Company estimates the fair value of assets acquired and liabilities assumed in a business combination. While the Company uses its best estimates and assumptions to accurately value assets acquired and liabilities assumed at the acquisition date, its estimates are inherently uncertain and subject to refinement. Significant estimates in valuing certain intangible assets include, but are not limited to future expected revenues and cash flows, useful lives, discount rates, and selection of comparable companies. Although the Company believes the assumptions and estimates it has made in the past have been reasonable and appropriate, they are based in part on historical experience and information obtained from management of the acquired companies and are inherently uncertain. During the measurement period, which may be up to one year from the acquisition date, the Company may record adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. On the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to the Company' s consolidated statements of operations and comprehensive income (loss). Transaction costs associated with business combinations are expensed as incurred, and are included in distribution, selling and administrative expenses in the Company' s consolidated statements of operations and comprehensive income (loss). The results of operations of the businesses that the Company acquired are included in the Company' s consolidated financial statements from the date of acquisition. Goodwill represents the excess of the purchase price over the fair value of net assets acquired in a business combination. The Company tests goodwill for impairment at least annually, as of December 31, or whenever events or changes in circumstances indicate that goodwill might be impaired. The Company' s policy is to test goodwill for impairment annually ~~in~~ **on the last day of** the fourth quarter, or more frequently if certain triggering events or circumstances indicate it could be impaired. Potential impairment indicators include (but are not limited to) macroeconomic conditions, industry and market considerations, cost factors, overall financial performance, other relevant entity- specific events, specific events affecting the reporting unit, or sustained decrease in share price. This guidance provides the option to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. If, based on a review of qualitative factors, it is more likely than not that the fair value of a reporting unit is less than its carrying value, **or at management' s discretion,** the Company performs a quantitative analysis. If the quantitative analysis indicates the carrying value of a reporting unit exceeds its fair value, the Company measures any goodwill impairment losses as the amount by which the carrying amount of a reporting unit exceeds its fair value, not to exceed the total amount of goodwill allocated to that reporting unit. As of December 31, **2023 and December 31,** 2022 ~~and 2021~~ , the Company has one reporting unit **for purposes of testing goodwill for impairment** . See Note ~~9~~ **8** - Goodwill and Acquired Intangible Assets for additional information. Determining the fair value of a reporting unit requires the application of judgment and involves the use of significant estimates and assumptions including, projections of future cash flows, which include forecasted revenue, discount rate, and other factors which can be affected by changes in business climate, economic conditions, the competitive environment and other factors. The Company also considers the use of market approaches, such as the comparable public company analysis and comparable acquisitions analysis, to estimate the fair value of the reporting unit. The Company bases these fair value estimates on assumptions management believes to be reasonable but which are unpredictable and inherently uncertain. A change in underlying assumptions would cause a change in the results of the tests and, as such, could cause fair value to be less than the carrying ~~amounts~~ - **amount** and result in an impairment of goodwill in the future. Additionally, if actual results are not consistent with the estimates and assumptions or if there are significant changes to the Company' s planned strategy, it may cause the fair value of the reporting unit to be less than its carrying amount and result in ~~additional~~ **an** ~~impairments~~ - **impairment** of goodwill in the future. The Company corroborates the reasonableness of the total fair value of the reporting unit by assessing the implied control premium based on the Company' s market capitalization. The Company' s market capitalization is calculated using the relevant shares outstanding and stock price of the Company' s publicly traded shares. In the event of a goodwill impairment, the Company would be required to record an impairment, which would impact earnings and reduce the carrying amounts of goodwill on the consolidated balance sheet. Intangible Assets, net Intangible assets are amortized on a straight- line basis over their estimated useful lives. The Company determines the appropriate useful life of its intangible assets by measuring the expected cash flows of acquired assets. The estimated useful lives of intangible assets are as follows: Estimated Useful LivesNon- competition agreement3 yearsTradenames10 yearsCustomer relationships10 to 20 years Long- term Investments The Company' s investments in unconsolidated entities consist of an equity investment and an investment without readily determinable fair value. The Company follows ASC Topic 321 (" ASC 321 "), Investments – Equity Securities, using the measurement alternative to measure investments in investees that do not have readily determinable fair value and over which the Company does not have significant influence at cost, less any impairment, plus or minus changes resulting from observable price changes in orderly transactions for identical or similar investments of the same issuer, if any. The Company makes a qualitative assessment of whether the investment is impaired at each reporting date. If a qualitative assessment indicates that the investment is impaired, the Company has to estimate the investment' s fair value in accordance with the principles of ASC Topic 820 (" ASC 820 "), Fair Value Measurements and Disclosures. If the fair value is less than the investment' s carrying value, the entity has to recognize an impairment loss in earnings equal to the difference between the carrying value and fair value. Investments in entities in which the Company can exercise significant influence but does not own a majority equity interest or control are accounted for using the equity method of accounting in accordance with ASC Topic 323 (" ASC 323 "), Investments- Equity Method and Joint Ventures. Under the equity method, the Company initially records its investment at cost, which is included in the equity method investment on the consolidated balance sheets. The Company subsequently adjusts the carrying amount of the investment to recognize the Company' s proportionate share of each equity investee' s net income or loss into earnings after the date of investment. The Company evaluates the equity method investments for impairment under ASC 323. An impairment loss on the equity method investments is recognized in earnings when the decline in value is determined to be other- than- temporary. The Company did not record any impairment loss on its long- term investments during the years ended December 31, **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~ . The Company assesses its long- lived assets such as property and equipment and intangible assets subject to amortization for impairment whenever events or changes in circumstances indicate the carrying amount of an asset **or asset group** may not be recoverable. Factors which may indicate potential impairment include a significant underperformance related to the historical or projected future operating results or a significant negative industry or economic trend. Recoverability of ~~these~~ **an** ~~assets~~ - **asset or asset group** is measured by comparison of ~~their~~ **its** carrying ~~amounts~~ - **amount** to future undiscounted cash flows the ~~assets~~ - **asset** ~~are~~ **or asset group is** expected to generate. If property and equipment, and intangible assets are considered to be impaired, the impairment to be recognized equals the amount by which the carrying value of the ~~assets~~ - **asset** or asset group exceeds ~~their~~ **its** fair value. The Company **impaired machinery related to HFFI and recognized impairment expense of $ 1. 2 million in distribution, selling and administrative expenses in the consolidated statements of operations during the year ended December 31, 2023. The Company fully** impaired its acquired developed technology **associated with the Syncglobal joint venture** and recognized impairment expense of $ 0. 4 million in distribution, selling and administrative expenses in the consolidated statements of operations during the year ended December 31, 2022 **. Fair value was determined using Level 3 inputs at the time**

of impairment. The Company did not record any impairment loss on its long- lived assets during the ~~years~~ **year** ended December 31, 2021 ~~and 2020~~. Insurance and Claim Costs The Company maintains workers compensation and general liability insurance with licensed insurance carriers. Beginning in April 2020, the Company is self- insured for auto claims less than $ 100, 000 per claim. Insurance and claims expense represent premiums the Company paid and the accruals made for claims within the Company' s self- insured retention amounts. A liability is recognized for the estimated cost of all self- insured claims including an estimate of incurred but not reported claims based on historical experience and for claims expected to exceed the Company' s policy limits. The Company establishes reserves for anticipated losses and expenses related to auto liability claims. The reserves consist of specific reserves for all known claims and an estimate for claims incurred but not reported, and losses arising from known claims ultimately settling in excess of insurance coverage using loss development factors based upon industry data and past experience. In determining the liability, the Company specifically reviews all known claims and records a liability based upon the Company' s best estimate of the amount to be paid. In making the estimate, the Company considers the amount and validity of the claim, as well as the Company' s past experience with similar claims. In establishing the reserve for claims incurred but not reported, the Company considers its past claims history, including the length of time it takes for claims to be reported to the Company. These reserves are periodically reviewed and adjusted to reflect the Company' s experience and updated information relating to specific claims. As of December 31, **2023 and December 31,** 2022 ~~and 2021~~, the Company has recorded a self- insurance liability of $ 1. ~~3~~ **7** million and $ 1. ~~0~~ **3** million, respectively, which is included in accrued expenses and other liabilities on the consolidated balance sheets. Revenue Recognition The Company recognizes revenue from the sale of products when control of each product passes to the customer and the customer accepts the goods, which occurs at delivery. **The majority of customer orders are fulfilled within a day and customer payment terms are typically thirty days or less from invoice date. Our 100 % satisfaction guarantee permits our customers to reject part of the order or the entire order within twenty- four hours of receipt without any penalty.** Sales taxes invoiced to customers and remitted to government authorities are excluded from net sales. The Company follows ASC Topic 606 ~~(" ASC 606")~~, Revenue from Contracts with Customers. The Company recognizes revenue that represents the transfer of goods and services to customers in an amount that reflects the consideration to which the Company expects to be entitled in such exchange. This requires the Company to identify contractual performance obligations and determine whether revenue should be recognized at a point in time or over time, based on when control of goods and services transfer to a customer. The Company' s contracts contain performance obligations which are satisfied when customers have physical possession of each product. The Company' s revenue streams are recognized at a specific point in time. Cost of Revenue Cost of revenue primarily includes inventory costs (net of vendor consideration, primarily in the form of rebates), inbound freight, customs clearance fees and other miscellaneous expenses. Distribution, selling and administrative expenses consist primarily of salaries and benefits for employees and contract laborers, trucking and fuel expenses for deliveries, utilities, maintenance and repair expenses, insurance expenses, depreciation and amortization expenses, selling and marketing expenses, professional fees and other operating expenses. Shipping and Handling Costs Shipping and handling costs, which include costs related to the selection of products and their delivery to customers, are included in distribution, selling and administrative expenses. Shipping and handling costs were $ **76. 0 million, $** 83. 7 million ~~,~~ **and** $ 58. 3 ~~million and $ 37. 8~~ million for the years ended December 31, **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~, respectively, and includes estimates for labor associated with shipping and handling activities. Income Taxes The Company accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, the Company determines deferred tax assets and liabilities **based** on ~~the basis of~~ the differences between the financial statement and tax ~~bases~~ **basis** of assets and liabilities by using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date. The Company recognizes deferred tax assets to the extent that it believes that these assets are more likely than not to be realized. In making such a determination, the Company considers all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax- planning strategies, and results of recent operations. ~~As~~ **A valuation allowance is provided when it is more likely than not that some portion or all** of **the net deferred tax assets will not be realized. Based on our assessment, it is more likely than not that most of the net deferred tax assets will be realized through future taxable income. Management has established a valuation allowance against certain deferred taxes attributable to the Company' s subsidiary, HFFI. Management believes the realization of these deferred tax assets will be limited as the Company exited HFFI operations during the year ended** December 31, ~~2022~~ **2023 . As such**, the Company **has recorded** ~~does not have~~ a **valuation allowance of $ 0. 7 million on the** deferred tax ~~asset~~ **assets of HFFI. The Company will continue to assess the need for a** valuation allowance **in the future by evaluating both positive and negative evidence that may exist**. The Company records uncertain tax positions in accordance with ASC Topic 740 **, Income Taxes** (" ASC 740 ") ~~, Income Taxes~~, on the basis of a two- step process in which (1) the Company determines whether it is more likely than not that the tax positions will be sustained on the basis of the technical merits of the position and (2) for those tax positions that meet the more- likely- than- not recognition threshold, the Company recognizes the largest amount of tax benefit that is more than 50 percent likely to be realized upon ultimate settlement with the related tax authority. See Note ~~13~~ **12** - Income Taxes for additional information. The Company adopted ASU 2019- 12 (" ASU 2019- 12 "), Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes, on January 1, 2021. ASU 2019- 12 is intended to simplify various aspects related to managerial accounting for income taxes. The adoption had no material impact on the Company' s consolidated financial statements. **In 2021, the Organization for Economic Co- operation and Development (" OECD ") published the Tax Challenges Arising from the Global Anti- Base Erosion Model Rules (" Pillar Two "), also referred to as the GloBE Rules or Pillar Two. The rules are designed to ensure large multinational enterprises (" MNEs ") pay a minimum level of tax (15 %) on income of each jurisdiction and are expected to be effective for the first time in January 2024. The legislation applies to MNEs with annual consolidated group revenues of at least € 750 million if at least one jurisdiction in which the MNE operates has enacted tax laws in accordance with the Pillar Two framework. The Company continues to monitor the effects of Pillar Two but does not believe it will have a material impact on the financial statements provided that the Company currently has no foreign operations that would be expected to result in the application of Pillar Two.** The Company accounts for leases following ASC **Topic** 842, Leases (" ASC 842"). The Company determines if an arrangement is a lease at inception and also considers classification of leases as operating or finance. Operating leases are included in operating lease ROU assets, current portion of obligations under operating leases, and obligations under operating leases, non- current on the Company' s consolidated balance sheets. Finance leases are included in property and equipment, net, current portion of obligations under finance leases, and obligations under finance leases, non- current on the consolidated balance sheets. Operating lease ROU assets and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at commencement date. As most of the Company' s leases do not provide an implicit rate, the Company uses its incremental borrowing rate based on the information available at commencement date in determining the present value of future payments. The operating lease ROU asset also includes any lease payments made and initial direct costs incurred and excludes lease incentives. The Company' s lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. Lease expense for minimum lease payments is recognized on a straight- line basis over the

lease term. Variable rent payments related to both operating and finance leases are expensed as incurred. The Company' s variable lease payments primarily consist of real estate, maintenance and usage charges. The Company has elected to exclude short- term leases from the recognition requirements of ASC 842. A lease is short- term if, at the commencement date, it has a term of less than or equal to one year. Lease expense related to short- term leases is recognized on a straight- line basis over the lease term. The Company has also elected to combine lease and non- lease components when measuring lease liabilities for vehicle and equipment leases. In accordance with the guidance in ASC Topic 815 **, Derivatives and Hedging** (" ASC 815") ~~, Derivatives and Hedging~~ , derivative financial instruments are recognized as assets or liabilities on the consolidated balance sheets at fair value. The Company has not designated its interest rate swap (" IRS") contracts as hedges for accounting treatment. Pursuant to GAAP, income or loss from fair value changes for derivatives that are not designated as hedges by management are reflected as income or loss on the consolidated statements of operations and comprehensive income (loss). Net amounts received or paid under the interest rate swap contracts are recognized as an increase or decrease to interest expense when such amounts are incurred. The Company is exposed to credit loss in the event of nonperformance by the counterparty. Concentrations and Credit Risk Credit risk Accounts receivable are typically unsecured and derived from revenue earned from customers, and thereby exposed to credit risk. The risk is mitigated by the Company' s assessment of its customers' creditworthiness and its ongoing monitoring of outstanding balances. The Company maintains cash balances with banks which at times exceed federally insured limits. The Company has not experienced any losses in such accounts **.** Segment Reporting ASC **Topic** 280, Segment Reporting, establishes standards for reporting information about operating segments on a basis consistent with the Company' s internal organizational structure as well as information about geographical areas, business segments and major customers in financial statements for details on the Company' s business segments. The Company uses the " management approach " in determining reportable operating segments. The management approach considers the internal organization and reporting used by the Company' s operating decision makers for making operational decisions and assessing performance as the source for determining the Company' s reportable segments. In 2021, former co- CEO Zhou Min Ni resigned, and Xiao Mou Zhang assumed the role of sole CEO and sole Chief Operating Decision Maker (" CODM"). The CODM, reviews operating results and makes resource allocations on a consolidated basis and thus the Company has concluded it has one operating and reportable segment. In June 2016, the **Financial Accounting Standards Board (** FASB **)** issued Accounting Standards Update (~~"~~ ASU ~~"~~) 2016- 13 ~~(" ASU 2016- 13 ")~~ , Measurement of Credit Losses on Financial Instruments (Topic 326): Measurement of Credit Losses on Financial Instruments. ASU 2016- 13 requires companies to measure credit losses utilizing a methodology that reflects expected credit losses and requires a consideration of a broader range of reasonable and supportable information to inform credit loss estimates. ASU 2016- 13 was further amended in November 2019 in " Codification Improvements to Topic 326, Financial Instruments- Credit ~~losses~~ **Losses .** " ~~. This guidance is effective for fiscal years beginning after December 15, 2019, including those interim periods within those fiscal years. For emerging growth companies, the effective date has been extended to fiscal years beginning after December 15, 2022.~~ The Company adopted this ASU within the annual reporting period ending as of December 31, 2022. The adoption of this guidance resulted in an adjustment to retained earnings of $ 0. 7 million as of January 1, 2022 as evidenced in the Company ~~'~~ **'** s consolidated statements of changes in shareholders' equity. In ~~March~~ **November** ~~2020~~ **2023** , the FASB issued **Accounting Standards Update (** ASU **)** ~~2020~~ **2023** - ~~04~~ **07** , **Segment Reporting** ~~Reference Rate Reform~~ (Topic ~~848~~ **280**): ~~Facilitation of the Effects of Reference Rate Reform~~ **Improvements to Reportable Segment Disclosures, which requires enhanced disclosures about segment expenses** on **an annual and interim basis. This standard is effective** ~~Financial Reporting, which provides optional guidance to ease the potential burden in accounting~~ for ~~(or recognizing~~ the ~~effects of) reference rate reform on financial reporting. In December 2022, the FASB issued ASU 2022- 06, Reference Rate Reform (Topic 848): Deferral of the Sunset Date of Topic 848, deferring the sunset date of Topic 848 from December 31, 2022, to December 31, 2024, after which entities will no longer be permitted to apply the relief in Topic 848. The~~ Company **'** ~~adopted ASU 2020- 04 during 2021. The ASU has not had a material impact on the Company'~~ s consolidated financial statements **for the year ending December 31, 2024 and for interim periods beginning in 2025. The impact of the adoption of this ASU is not expected to have a material effect on the Company' s financial position, or operations, however, the Company is currently evaluating the impact of this standard on its disclosures to the consolidated financial statements** . In ~~October~~ **December** ~~2021~~ **2023** , the FASB issued ASU ~~2021~~ **2023** - ~~08~~ **09** , ~~Business Combinations~~ **Income Taxes** (~~Topic 805~~ **ASC 740**): ~~Accounting~~ **Improvement to Income Tax Disclosures, which requires (1) disclosure of specific categories in the rate reconciliation and (2) additional information** for ~~Contract Assets and Contract Liabilities~~ **reconciling items that meet a quantitative threshold. Additionally, the amendment requires disclosure of certain disaggregated information about income taxes paid, income** from ~~Contracts with Customers~~ **continuing operations before income tax expense (benefit) and income tax expense (benefit)** . The **standard** ~~guidance requires an acquirer to, at the date of acquisition, recognize and measure the acquired contract assets and contract liabilities acquired in the same manner that they were recognized and measured in the acquiree' s financial statements before the acquisition. This guidance~~ is effective for interim and annual periods beginning after December...... cash flows of the VIE included in the Company' s consolidated **financial** ~~balance sheets,~~ statements ~~of operations and comprehensive income (loss) and statements of cash flows are immaterial. The Staffing Agencies were set up by an employee of the Company, or~~ **for** ~~their~~ -- **the** ~~relatives~~ **year ending December 31** , **2025** ~~and provided temporary labor services exclusively to the Company at the direction of the Company. There were no other substantive business activities of the Staffing Agencies. There were immaterial assets held, or liabilities owed by the Staffing Agencies and immaterial equity~~ . The Company ~~determined~~ **is currently evaluating the impact of this standard on** ~~it~~ **its** ~~was the primary beneficiary for the Staffing Agencies through 2021 as it controlled how and when the labor force would be utilized. The Company~~ consolidated **financial** ~~the Staffing Agencies, recognizing compensation expense within distribution, selling, and administrative expenses in the consolidated~~ statements ~~of operations and comprehensive income (loss), and the related accrued expenses in the consolidated balance sheets~~ . The Company did not have any guarantees...... Revolution Industry and UGO are disclosed in Note ~~14- Related Party Transactions. BRGR was established to hold real estate for rent primarily for the Company and BRGR was financed primarily through this rental income and proceeds from the real estate loan for which the Company was guarantor. The Company was not the primary beneficiary of BRGR as the Company did not have the power to direct or control the activities which most significantly influenced the performance of BRGR. On January 17, 2020, the Company acquired 100 % equity membership interests of certain real estate subsidiaries of BRGR, as discussed in Note 8- Acquisitions. The Company also entered into the Second Amended Credit Agreement, as discussed in Note 11- Debt, which removed BRGR as a guarantor of its revolving credit facility and as a borrower under its real estate term loans. Related party transactions with BRGR are disclosed in Note 14- Related Party Transactions. For the period from January 1, 2020 through January 17, 2020, the Company recorded rent expense of $ 0. 2 million related to its lease agreements with the realty subsidiaries of BRGR, which is included in distribution, selling, and administrative expenses in the consolidated statements of operations and comprehensive income (loss). As of December 31, 2019, the Company was a guarantor of BRGR and its subsidiaries' mortgage-secured real estate term loan, which had an unpaid principal balance of $ 53.~~ 3 million. As of January 17,...... December 31, 2022. Note 4 - Revenue ~~For the years ended December 31, 2022, 2021 and 2020, revenue recognized from performance obligations related to prior periods was immaterial. Revenue expected to be recognized in any future periods related to remaining performance obligations is immaterial.~~ The following table presents the Company' s net revenue disaggregated by principal product categories: Year Ended December 31, ($ in thousands)

20222021Seafood 202320222021Seafood $ 361, 219 31 % $ 354, 220 30 % $ 123, 808 16 % Asian Specialty299 Specialty305 , 466 27 % 299 , 215 26 % 236, 489 29 % Meat and Poultry238 Poultry215 , 789 19 % 238 , 276 20 % 214, 504 27 % Fresh Produce126 Produce123 , 202 11 % 126 , 560 11 % 103, 168 13 % Packaging and Other84 Other71, 245 6 % 84 , 489 7 % 69, 187 9 % Commodity67 Commodity71 , 572 6 % 67 , 707 6 % 49, 728 6 % Total $ 1, 148, 493 100 % $ 1, 170, 467 100 % $ 796, 884 100 % Due to system constraints prior to Accounts receivable, net consisted of the year ended following: (In thousands) December 31, 2021, the Company did not present net revenue by principal product categories. Note 5- Balance Sheet Components Accounts receivable, net consisted of the following: (In thousands) December 2023December 31, 2022December 31, 2021Accounts 2022Accounts receivable $ 49, 643 $ 45, 628 $ 37, 121 Less: allowance for expected credit losses (2, 119) (1, 442) (840) Accounts receivable, net $ 47, 524 $ 44, 186 $ 36, 281 Movement of allowance for expected credit losses was as follows: Year Ended December 31, (In thousands) 202220212020Beginning ---- 202320222021Beginning balance $ 840 $ 909 $ 624 Adjustment for adoption of the new CECL standard (Note 2) 690 — — — Increase (decrease) in provision for expected credit losses82 (433) 1, 338 Bad debt recovery (write- offs) (170) 364 (1, 053) Ending balance $ 1, 442 $ 840 $ 909 Adjustment for adoption of the CECL standard — 690 — Increase (decrease) in provision for expected credit losses / doubtful accounts701 82 (433) Bad debt (write- offs) recoveries (24) (170) 364 Ending balance $ 2, 119 $ 1, 442 $ 840 Prepaid expenses and other current assets consisted of the following: (In thousands) December 31, 2023December 31, 2022Prepaid expenses $ 4, 591 $ 1, 504 Advances to suppliers3, 340 4, 494 Other current assets2, 214 2, 939 Prepaid expenses and other current assets $ 10, 145 $ 8, 937 Property and equipment, net consisted of the following: (In thousands) December 31, 2022December 2023December 31, 2021Automobiles 2022Automobiles $ 37, 883 $ 34, 891 $ 31, 577 Buildings63, 145 63, 045 68, 998 Building improvements20 improvements22 , 120 20 , 637 19, 004 Furniture and fixtures444 fixtures474 211 444 Land49, 929 51 49 , 412 929 Machinery and equipment17 equipment12 , 090 17 , 210 14, 114 Subtotal186 Subtotal185 , 641 186 , 156 185, 316 Less: accumulated depreciation (52, 505) (45, 826) (39, 408) Property and equipment, net $ 133, 136 $ 140, 330 $ 145, 908 Depreciation expense was $ 9. 6 million, $ 9. 2 million , and $ 8. 1 million and $ 8. 0 million for the years ended December 31, 2023, 2022 , and 2021 and 2020 , respectively . During the year ended December 31, 2023, the Company impaired machinery and recognized impairment expense of $ 1. 2 million in distribution, selling and administrative expense in the consolidated statements of operations and comprehensive income (loss). See Note 2- Summary of Significant Accounting Policies for additional information regarding the Company' s operations at HFFI . Long- term investments consisted of the following: (In $ in thousands) Ownership as of December 31, 2022December 2023December 31, 2022December 2023December 31, 2021Asahi 2022Asahi Food, Inc. (" Asahi") 49 % $ 588 $ 879 $ 662 Pt. Tamron Akuatik Produk Industri (" Tamron") 12 % 1, 800 1, 800 Total long- term investments $ 2, 679 388 $ 2, 462 679 The investment in Tamron is accounted for using the measurement alternative under Accounting Standards Codification (" ASC ") Topic 321 Investments — Equity Securities , which is measured at cost, less any impairment, plus or minus changes resulting from observable price changes in orderly transactions for identical or similar investments, if any. The investment in Asahi is accounted for under the equity method due to the fact that the Company has significant influence but does not exercise control over this investee. The Company determined There there was no impairment during for the years ended December 31, 2023, 2022 , and 2021 and 2020 for these investments. Accrued expenses and other liabilities consisted of the following: (In thousands) December 31, 2022December 2023December 31, 2021Accrued 2022Accrued compensation $ 7, 941 $ 6, 798 $ 5, 038 Accrued professional fees3 fees1 , 353 3 , 866 349 Accrued income taxes — 1, 908 Accrued interest and fees1, 276 1, 082 205 Self- insurance liability1, 723 1, 286 1, 008 Accrued other6 other4 , 994 6 , 616 3, 630 Total accrued expenses and other liabilities $ 17, 287 $ 19, 648 $ 12, 138 Note 6 5 - Fair Value Measurements The following table presents the Company' s hierarchy for its assets and liabilities measured at fair value on a recurring basis as of the dates indicated: December 31, 2022December 2023December 31, 2021Level 2022Level 1Level 2Level 3TotalLevel 1Level 2Level 3TotalQuoted Prices in Active Markets for Identical AssetsSignificant Other Observable InputsSignificant Unobservable InputsQuoted Prices in Active Markets for Identical AssetsSignificant Other Observable InputsSignificant Unobservable Inputs (In thousands) Assets: Derivative instruments Interest rate swaps $ — $ 412 $ — $ 412 $ — $ 530 $ — $ 530 Liabilities: Interest rate swaps $ — $ (1, 601) $ — $ (1, 601) $ — $ — $ — $ — Liabilities: Derivative instruments $ — $ — $ — $ — $ — $ 287 $ — $ 287 The Company follows the provisions of ASC Topic 820 (" ASC 820"), Fair Value Measurements Measurement which and Disclosures. ASC 820 clarifies the definition of fair value, prescribes methods for measuring fair value, and establishes a fair value hierarchy to classify the inputs used in measuring fair value as follows: • Level 1- Inputs are unadjusted quoted prices in active markets for identical assets or liabilities available at the measurement date. • Level 2- Inputs are unadjusted quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, inputs other than quoted prices that are observable, and inputs derived from or corroborated by observable market data. • Level 3- Inputs are unobservable inputs which reflect the reporting entity' s own assumptions about what assumptions market participants would use in pricing the asset or liability based on the best available information. Any transfers of assets or liabilities between Level 1, Level 2, and Level 3 of the fair value hierarchy will be recognized at the end of the reporting period in which the transfer occurs. There were no transfers between fair value levels in any of the periods presented herein. The carrying amounts reported in the consolidated balance sheets for cash, accounts receivable, advances to suppliers, other current assets, accounts payable, checks issued not presented for payment and accrued expenses and other liabilities approximate their fair value based on the short- term maturity of these instruments. Please refer to Note 9- Derivative Financial Instruments for additional information regarding the Company' s interest rate swaps. Carrying Value and Estimated Fair Value of Outstanding Debt- The following table presents the carrying value and estimated fair value of the Company' s outstanding debt as described in Note 11 10 - Debt of the Notes to the Consolidated Financial Statements, including the current portion, as of the dates indicated: Fair Value Measurements (In thousands) Level 1Level 2Level 3Carrying December ValueDecember 31, 2023 2022December 31, 2021Carrying ValueFair ValueLevelCarrying ValueFair ValueLevel ($ in millions) Fixed rate debt: Bank of America Promissory note payable to related party $ — $ — $ 151 4. 5 $ 169 Other finance institutions 3. 4 Level 3Bank of America1. 9 1. 6 Level 32. 7 2. 4 Level 3East West Bank2. 4 1. 8 Level 32. 5 2. 0 Level 3First Horizon Bank — — 43 45 4. 5 3. 6 Level 3Other finance institutions0. 2 0. 2 Level 30. 8 0. 8 Level 3Variable Variable rate debt: JPMorgan111 --- JPMorgan . 4 Chase $ — $ 106, 079 $ — $ 106, 079 Bank of America — 2, 193 — 2, 193 East West Bank — 5, 675 — 5, 675 December 31, 2022Fixed rate debt: Bank of America $ — $ — $ 1, 630 $ 1, 948 Other finance institutions — — 186 197 Variable rate debt: JPMorgan Chase $ — $ 111 , 413 $ — $ 111, 413 . 4 Level 270. 8 70. 8 Level 2Bank Bank of America2 America — . 3 2 . 3 Level 22. , 330 — 2, 330 East West Bank — 5 2. , 822 — 5 , 822 Level 2East West Bank3. 5 3. 5 Level 23. 5 3. 5 Level 2 The carrying value of the variable rate debt approximates its fair value because of the variability of interest rates associated with these instruments and the consistency in market conditions since the loans were entered into . For the Company' s fixed rate debt, the fair values were estimated using discounted cash flow analyses, based on the current incremental borrowing rates for similar types of borrowing arrangements. Please refer to Note 11 10 - Debt and Note 14- Related Party Transactions for additional information regarding the Company' s debt . Nonrecurring Fair Values The Company measures fair value of certain assets on a nonrecurring basis when events or changes in circumstances indicate that the carrying value of the assets may not be recoverable. Adjustments to fair value resulted from the write- down of asset values due to impairment. During the year ended December 31, 2023, the Company partially impaired machinery related to the operations of HFFI and recognized

impairment expense of $ 1. 2 million in distribution, selling and administrative expense in the consolidated statements of operations and comprehensive income (loss). The machinery was sold during the year ended December 31, 2023. The impairment was based on sales prices of similar equipment listed by third- party sellers and considered a Level 3 fair value measurement. During the year ended December 31, 2022, the Company fully impaired its acquired developed technology associated with the Syncglobal, Inc. joint venture and recognized impairment expense of $ 0. 4 million in distribution, selling and administrative expenses in the consolidated statements of operations and comprehensive income (loss) during the year ended December 31, 2022 . The Company leases office space, warehouses and vacant land under non- cancelable operating leases, with terms typically ranging from one to thirty years, as well as operating and finance leases for vehicles and delivery trucks, forklifts and computer equipment with various expiration dates through 2051. The Company determines whether an arrangement is or includes an embedded lease at contract inception. Operating and finance lease assets and lease liabilities are recognized at commencement date and initially measured based on the present value of lease payments over the defined lease term. As of December 31, 2022, the balances for operating lease right- of- use (" ROU") assets and liabilities were $ 14. 2 million and $ 14. 3 million, respectively. As of December 31, 2021, the balances for operating lease ROU assets and liabilities were $ 11. 7 million and $ 11. 7 million, respectively. Operating lease expense is recognized on a straight- line basis over the lease term. The For finance leases, the Company also recognizes finance lease assets and finance lease liabilities at inception, with lease expense recognized as interest expense and amortization of the lease payment. Variable lease costs were insignificant in the years ended December 31, 2023, 2022 , and 2021 and . As of December 31, 2020 2023 , the balances for operating lease right- of- use (" ROU") assets and liabilities were $ 12. 7 million and $ 13. 1 million, respectively. As of December 31, 2022, the balances for operating lease ROU assets and liabilities were $ 14. 2 million and $ 14. 3 million, respectively . Operating Leases The components of operating lease expense were as follows: Year Ended December 31, ($ in thousands) 202220212020Operating ---- 202320222021Operating lease cost $ 4, 342 $ 4, 045 $ 967 $ 785Short -- 967Short - term lease cost $ 1, 507 $ 1, 037 $ 1, 699Weighted 699 $ 1, 424Weighted average remaining lease term (months) 475640Weighted -- 424756Weighted average discount rate3 rate4 . 5 % 3 . 8 % 3. 9 % 5. 6 % Year Ended December 31, (In thousands) 202220212020Operating ---- 202320222021Operating cash flows from operating leases $ 4, 234 $ 4, 005 $ 822 $ 799 Finance Leases The components of lease expense were as follows: Year Ended December 31, (In thousands) 202220212020Finance ---- 202320222021Finance leases cost: Amortization of ROU assets $ 2, 639 $ 2, 808 $ 2, 416 $ 1, 978 Interest on lease liabilities787 liabilities755 787 820 492 Total finance leases cost $ 3, 394 $ 3, 595 $ 3, 236 $ 2, 470 Supplemental cash flow information related to finance leases was as follows: Year Ended December 31, (In thousands) 202220212020Operating ---- 202320222021Operating cash flows from finance leases $ 657 $ 670 $ 701 $ 492 Supplemental balance sheet information related to finance leases was as follows: ($ in thousands) December 31, 2022December 2023December 31, 2021Property 2022Property and equipment, at cost $ 22, 203 $ 20, 339 $ 18, 412 Accumulated depreciation (10, 288) (7, 615) (5, 127) Property and equipment, net $ 11, 915 $ 12, 724 $ 13, 285 Weighted average remaining lease term (months) 215215Weighted 219215Weighted average discount rate5. 7 % 5. 8 7 % Maturities of lease liabilities are as follows: Operating Leases (In thousands) Related Party (1) Third PartyTotalFinanceLeasesYear Ended December 31, 2023 2024 $ 321 312 $ 3, 828 $ 4, 140 253 $ 4, 574 $ 2, 396 844 2024321 3, 444 3, 765 2, 010 2025331 3 4 , 343 3 216 4 , 674 547 1, 399 747 2026 — 3 4 , 207 3 164 4 , 207 164 1, 018 365 2027 — 545 545 752 1, 696 1, 696 1, 100 2028 — 933 933 929 Thereafter — — — 16, 839 407 Total lease payments964 - payments652 14, 367 15, 331 24 262 15 , 862 914 23, 944 Less: Imputed interest (52 23) (1 2 , 012 771) (1 2 , 064 794) (11 10 , 167 966) Total $ 629 $ 912 - 12, 491 $ 13, 355 120 $ 14 12 , 978 267 $ 13, 695 (1) See Note 14 13 - Related Party Transactions As of December 31, 2023 discussed in Note 3- Variable Interest Entities , the Company had additional provided a guarantee for two separate leases that had not yet commenced for two properties located in Manhattan, New York, at 273 Fifth Avenue and 275 Fifth Avenue, for 30 years and 15 years, respectively. On February 10, 2021, the Company entered into an Assignment and Assumption of Lease Agreement (" Assignment "), dated effective as of January 21, 2021, with AnHeart and Premier 273 Fifth, LLC, pursuant to which totaled it assumed the lease of the premises...... the premises at a minimum cost of $ 2 7 . 5 0 million . The Lease Amendment permits subletting of...... Company agreed to stay litigation against AnHeart in exchange for AnHeart' s payment of certain back rent from January to April 2022 and its continued partial payment of monthly rent. While the case remains pending in New York, the Company is not actively litigating the claim. In accordance with ASC 460, Guarantees, the Company has determined that its maximum exposure resulting from the 275 Fifth Avenue lease guarantee includes future minimum lease payments plus potential additional payments to satisfy maintenance, property tax and insurance requirements under were excluded from the table above. These leases with a remaining term of approximately 11 comprise vehicle leases expected to commence during the years - year ended . The Company elected a policy to apply the discounted cash flow method to loss contingencies with more than 18 months of payments. AnHeart is obligated to pay all costs associated with the properties, including taxes, insurance, utilities, maintenance and repairs. As of December 31, 2022 2024 with lease terms of 4 to 7 years. Subsequent to December 31, 2023 , the Company had a entered into additional vehicle lease leases which total guarantee liability of $ 15. 5 . 8 million . The Company determined the discounted value of the lease guarantee liability using a discount rate of 4. 55 % and is classified as Level 2 in the fair value hierarchy. The current portion of the lease guarantee liability of $ 0. 3 million is recorded in Accrued expenses and other liabilities on the consolidated balance sheet. The Company' s monthly rental payments range from approximately $ 42, 000 per month to $ 63, 000 per month, with the final payment due in 2034. The estimated future minimum lease payments as of December 31 , with 2022 are presented below: (In thousands) AmountYear Ended December 31, 2023 $ 543 2024582 2025604 2026621 2027638 Thereafter4, 478 Total7, 466 Less: Imputed interest (1, 706) Total minimum lease payments $ 5, 760 terms of 4 to 6 years and were excluded from the table above. Acquisition of Sealand On April 29, 2022, the Company completed the acquisition of substantially all of the operating assets of Sealand, including equipment, machinery and vehicles. The acquisition was completed to expand the Company' s territory along the East Coast, from Massachusetts to Florida, as well as Pennsylvania, West Virginia, Ohio, Kentucky, and Tennessee. The price for the purchased assets was $ 20. 0 million paid in cash at closing. In addition to the closing cash payment, the Company separately acquired all of the sellers' saleable product inventory, for approximately $ 14. 4 million and additional fixed assets for approximately $ 0. 5 million . The Company finalized its purchase accounting as of December 31, 2022 . The Company accounted for this transaction under ASC 805 , Business Combinations, by applying the acquisition method of accounting and established a new basis of accounting on the date of acquisition. The assets acquired by the Company were measured at their estimated fair values as of the date of acquisition. Goodwill is calculated as the excess of the purchase price over the net assets recognized and represent synergies and benefits expected as a result from combining operations with an emerging national presence. The transaction costs for the acquisition for the year ended December 31, 2022 totaled approximately $ 0. 7 million and were reflected in distribution, selling and administrative expenses in the consolidated statement of operations and comprehensive income for the year ended December 31, 2022 . The information included herein was has been prepared based on the allocation of the purchase price using estimates of the fair value of assets acquired and liabilities assumed which were determined using a combination of quoted market prices, discounted cash flows, and other estimates made by management . The purchase price allocation is subject to further adjustment until all pertinent information regarding the assets and liabilities acquired are fully evaluated by the Company, not to exceed one year as permitted under ASC 805 . Purchase Price Allocation The total consideration paid to acquire the assets and liabilities of Sealand, as set forth below: (In thousands) AmountInventory

$ 13, 846 Property plant, and equipment1, 424 Right- of- use assets127 Intangible assets14, 717 Total assets acquired30, 114 Obligations under operating leases127 Total liabilities assumed127 Net assets29, 987 Goodwill4, 861 Total consideration $ 34, 848 The Company recorded acquired intangible assets of $ 14. 7 million, which were measured at fair value using Level 3 inputs. These intangible assets include tradenames and trademarks of $ 4. 4 million, customer relationships of $ 8. 9 million and non- ~~compete~~ **competition** agreements of $ 1. 4 million. The fair value of customer relationships was determined by applying the income approach utilizing the excess earnings methodology and Level 3 inputs including a discount rate. The fair value of tradenames and trademarks was determined by applying the income approach utilizing the relief from royalty methodology and Level 3 inputs including a royalty rate of 1 % and a discount rate. The fair value of non- competition agreements was determined by applying the income approach and Level 3 inputs including a discount rate. Discount rates used in determining fair values for customer relationships, tradenames and trademarks, and non- competition agreements ranged from 17. 5 % to 18. 0 %. The useful lives of the tradenames and trademarks are ten years, customer relationships are ten years and non- ~~compete~~ **competition** agreements are three years, with a weighted average amortization period of approximately nine years. The associated goodwill is deductible for tax purposes. On December 30, 2021, the Company executed an Asset Purchase Agreement with Great Wall Group to purchase substantially all of the operating assets of the Great Wall Group' s seafood and restaurant products sales, marketing, and distribution businesses. The acquisition was completed as part of the Company' s strategy to develop a national footprint through expansion into the Midwest, Southwest and Southern regions of the United States. The final aggregate price for the purchased assets was $ 43. 7 million with $ 30. 8 million paid in cash at closing and the issuance of 1, 792, 981 shares of common stock of the Company (based on a 60- day VWAP of $ 7. 36), with a fair value of $ 12. 9 million based on the share price of $ 8. 11 per share at closing and an 11. 5 % discount due to a lock- up restriction. In addition to the closing cash payment, the Company separately acquired all of the sellers' saleable product inventory, for approximately $ 24. 3 million of which approximately $ 6. 8 million was paid during the year ended December 31, 2021 and $ 17. 4 million was recorded in accounts payable on the consolidated balance sheets as of December 31, 2021. The Company also acquired additional vehicles for approximately $ 0. 2 million. As such, the total acquisition price for all operating assets and inventory was approximately $ 68. 2 million. The Company accounted for this transaction under ASC 805, Business Combinations, by applying the acquisition method of accounting and established a new basis of accounting on the date of acquisition. The assets acquired by the Company were measured at their estimated fair values as of the date of acquisition. Goodwill is calculated as the excess of the purchase price over the net assets recognized and represent synergies and benefits expected as a result from combining operations with an emerging national presence. For the year ended December 31, 2021, transaction costs for the acquisition totaled $ 0. 9 million and were reflected in distribution, selling and administrative expenses in the consolidated statement of operations and comprehensive income (loss). The information included herein has been prepared based on the allocation of the purchase price using estimates of the fair value of assets acquired and liabilities assumed which were determined using a combination of quoted market prices, discounted cash flow, and other estimates made by management. The following table presents the allocation of the total consideration paid to acquire the assets and liabilities of the Great Wall Group: (In thousands) AmountInventory $ 24, 728 Property plant, and equipment1, 537 Intangible assets30, 145 Total assets acquired56, 410 Goodwill11, 745 Total consideration $ 68, 155 The Company recorded acquired intangible assets of $ 30. 1 million, which included tradenames and trademarks of $ 10. 5 million, customer relationships of $ 17. 2 million and non- competition agreements of $ 2. 4 million. The fair value of customer relationships was determined by applying the income approach utilizing the excess earnings methodology using Level 3 inputs including a discount rate. The fair value of tradenames and trademarks was determined by applying the income approach utilizing the relief from royalty methodology and Level 3 inputs including a royalty rate of 1 % and a discount rate. The fair value of non- competition agreements was determined by applying the income approach using Level 3 inputs including a discount rate. Discount rates used in determining fair values for customer relationships, tradenames and trademarks, and non- competition agreements ranged from 11. 5 % to 14. 0 %. The useful lives of the tradenames and trademarks are ten years, customer relationships are ten years and non- compete agreements are three years, with a weighted average amortization period of approximately nine years. The associated goodwill is deductible for tax purposes. See Note ~~9~~ **8** - Goodwill and Acquired Intangible Assets for additional information on acquired intangibles in the Great Wall Acquisition. Since the Great Wall Acquisition occurred on December 30, 2021, the amounts of revenue and earnings of the Great Wall Group included in the Company' s consolidated statement of operations and comprehensive income (loss) from the acquisition date to December 31, 2021 were immaterial. Unaudited Supplemental Pro Forma Financial Information The following table presents the Company' s unaudited pro forma results for the years ended December 31, 2022 ~~and 2021, respectively~~ , as if the Great Wall Acquisition and the Sealand Acquisition had been consummated on January 1, 2021. The unaudited pro forma financial information presented includes the effects of adjustments related to the amortization of acquired intangible assets and excludes other non- recurring transaction costs directly associated with the acquisition such as legal and other professional service fees. Statutory rates were used to calculate income taxes. **(In thousands, except share and per share data)** Year Ended December 31, ~~(In thousands, except share and per share data)~~ 20222021Pro forma net revenue $ 1, 202, 296 $ 1, 072, 653 Pro forma net income attributable to HF ~~Group~~ **Foods** $ 35 $ 33, 724 Pro forma ~~(loss)~~ earnings per common share ~~-~~ **—** basic $ — $ 0. 65 Pro forma ~~(loss)~~ earnings per common share ~~-~~ **—** diluted $ — $ 0. 65 Pro forma weighted average shares ~~-~~ **—** basic53, 757, 19953, 706, 392Pro forma weighted average shares ~~-~~ **—** diluted53, 757, 19953, 809, 020 ~~The revenue and operating income from Sealand from the date of acquisition through December 31, 2022 was $ 55. 6 million and $ 0. 7 million, respectively, and were included in the consolidated statements of operations and comprehensive income (loss). Acquisition of Real Estate Companies On January 17, 2020, the Company acquired 100 % equity membership interest in nine subsidiaries of BRGR, which owned warehouse facilities that were being leased to B & R Global for its operations in California, Arizona, Utah, Colorado, Washington, and Montana (the" Realty Acquisition"). Then Co- CEO (and current CEO) of the Company, Xiao Mou Zhang (" Mr. Zhang"), managed and owned an 8. 91 % interest in BRGR. The total purchase price of the transaction was $ 101. 3 million for which financing was provided by JPMorgan Chase Bank, N. A. (" JPMorgan"), as Administrative Agent, and certain lender parties hereto, including Comerica Bank under an Amended and Restated Credit Agreement (" Credit Agreement"). The terms of which are set forth below, and the lender parties thereto relied upon the appraisals in determining to provide such financing. Based in part on the foregoing, the special transactions committee, composed of the Company' s independent directors, reviewed and approved the transaction and the related financing on behalf of HF Group' s board. Consideration for the acquisition was funded by (1) $ 75. 6 million in mortgage- backed term loans financed under the Second Amended Credit Agreement (see Note 11- Debt for additional information), (2) issuance by B & R Global of a $ 7. 0 million Unsecured Subordinated Promissory Note to BRGR maturing on January 17, 2030, and (3) payment of $ 18. 7 million from funds drawn from the Company' s revolving credit facility. The reissuance of the mortgage- backed term loans released BRGR from its obligations to the lenders under the First Amended Credit Agreement and predecessor financing arrangements. The majority of the assets acquired was concentrated in a group of similar assets, land and buildings, for the same purpose of warehousing and distribution. As such, the Realty Acquisition was deemed as an asset acquisition under ASC 805- 10- 55, and the total purchase price was allocated on a relative fair value basis to the net assets acquired. The following table presents the estimated fair value of the assets acquired and liabilities assumed at the date of acquisition: (In thousands) AmountCash $ 266 Automobile34 Prepaid expenses39 Land48, 734 Buildings53, 564 Total assets acquired102, 637 Accounts payable and accrued expenses1, 367 Total liabilities assumed1, 367 Net assets acquired $ 101, 270~~ The changes in the carrying amount of goodwill are presented below: (In

thousands) AmountBalance at December 31, ~~2020~~ **2021** $ **80** ~~68, 512 Acquisition of Great Wall Group11, 745 Balance at December 31, 202180~~ , 257 Acquisition of Sealand Food, Inc. 4, 861 Balance at December 31, ~~2022~~ **202285 , 118 No Goodwill activity — Balance at December 31, 2023** $ 85, 118 Accumulated impairment for goodwill is $ 338. 2 million as of ~~both~~ December 31, **2023,** 2022 and 2021. ~~Towards the end of first quarter of fiscal year 2020, the Company experienced significant decline in business volume due to mandatory stay- at- home orders issued by governmental authorities in response to the intensification of the COVID- 19 pandemic.~~ The **accumulated impairment resulted from** ~~Company determined that the B & R Global reporting unit was very sensitive to these declines and that it was more- likely- than- not that~~ an impairment **during** ~~may exist. The Company, therefore, performed an analysis of~~ the **year ended December** ~~fair value of the B & R Global reporting unit as of March~~ 31, 2020 ~~using a discounted cash flow method for goodwill impairment testing purposes~~ . ~~Based upon the analysis, the Company concluded that the carrying value of its B & R Global reporting unit exceeded its fair value by approximately $ 338. 2 million. As a result, the Company recorded the amount as an impairment loss during the first quarter of fiscal year 2020. The Company estimated the fair value of the B & R Global reporting unit using the income approach, discounting projected future cash flows based upon management' s expectations of the current and future operating environment. The calculation of the impairment charge included substantial fact- based determinations and estimates including weighted average cost of capital (" WACC"), future revenue, profitability, perpetual growth rates and fair values of assets and liabilities. The fair value conclusions as of March 31, 2020 for the reporting unit were highly sensitive to changes in the WACC, which considered as observable data for publicly traded companies, an estimated market participant' s expectations about capital structure and risk premiums. The Company corroborated the reasonableness of the estimated reporting unit fair values by reconciling to its enterprise value and market capitalization. The Company also observed that the WACC applied on March 31, 2020 increased significantly from the original WACC value as of the acquisition date, mainly driven by the increased risk and volatility observed in the market. Volatility had primarily been due to concerns about demand for food distribution services, as restaurant activity in much of the country had been reduced to takeout and delivery offerings. Continued uncertainty about the removal or perpetuation of these restrictions and levels of consumer spending cause ongoing volatility. Due to structural changes at the Company during 2021, there~~ **There** is only one ~~aggregated~~ reporting unit at December 31, **2023 and** 2022 ~~and 2021~~ . ~~Due to~~ **As a result of** the ~~sustained decline in~~ **Company' s results of operations compared to previous forecasts, combined with the level of** the Company' s stock price ~~during 2022~~ , the Company performed a quantitative goodwill impairment assessment **as of December 31, 2023 and 2022** . The fair value was determined using an average of the **income** ~~discounted cash flow~~ approach, comparable public company analysis, and comparable acquisitions analysis. The fair value of the reporting unit exceeded the carrying value, and therefore the Company concluded no impairment was required to be recorded during the year ended **December 31, 2023 and** December 31, 2022. For the year ended December 31, 2021, the Company performed a qualitative goodwill impairment assessment and concluded no impairment was required to be recorded during the year ended December 31, 2021. **The 2023 impairment test resulted in an estimated fair value that exceeded carrying value by approximately 10 % at December 31, 2023. The most critical assumptions in determining fair value using the income approach were projections of future cash flows such as forecasted revenue growth rates, gross profit margins, and the discount rate. The market approaches were primarily impacted by an enterprise value multiple of EBITDA. A significant change in these assumptions or a sustained decline in the Company' s stock price could result in an interim impairment test and / or potential goodwill impairment in the future.** In connection with the Sealand acquisition, the Company acquired $ 14. 7 million of intangible assets, primarily representing ~~tradenames and~~ trademarks **and trade names** of $ 4. 4 million, customer relationships of $ 8. 9 million and non- compete agreements of $ 1. 4 million. The useful lives of ~~the tradenames and~~ trademarks **and trade names** are ten years, customer relationships are ten years and non- compete agreements are three years, with a weighted average amortization period of approximately nine years. The associated goodwill is deductible for tax purposes. In connection with the Great Wall Group acquisition, HF ~~Group~~ **Foods** acquired $ 30. 1 million of intangible assets, primarily representing a non- competition agreement, ~~tradenames~~ **trademarks and trade names** and customer relationships, which have an estimated amortization period of approximately 3 years, 10 years, and 10 years, respectively. In connection with the acquisition of B & R Global **in 2019** , HF ~~Group~~ **Foods** acquired $ 188. 5 million of intangible assets, primarily representing ~~tradenames~~ **trademarks and trade names** and customer relationships which have an estimated amortization period of 10 and 20 years, respectively. ~~The components of the intangible assets are as follows:~~ December 31, ~~2022December~~ **2023December** 31, ~~2021~~ **2022** (In thousands)
GrossCarryingAmountAccumulatedAmortizationNetCarryingAmountGrossCarryingAmountAccumulatedAmortizationNetCarryingAmountNon- competition agreement $ 3, 892 $ (**2, 429) $ 1, 463 $ 3, 892 $ (** 1, 132) $ 2, 760 ~~$ 2, 407 $ — $ 2, 407 Trademarks44~~ -- **Trademarks and trade names44, 207 (15, 045) 29, 162 44** , 256 (10, 673) 33, 583 ~~39, 833 (6, 349) 33, 484~~ Customer relationships185, 266 (**38, 085) 147, 181 185, 266 (** 27, 518) 157, 748 ~~176, 408 (17, 247) 159, 161~~ Total $ 233, **365 $ (55, 559) $ 177, 806 $ 233,** 414 $ (39, 323) $ 194, 091 ~~$ 218, 648 $ (23, 596) $ 195, 052~~ The Company evaluated possible triggering events that would indicate long- lived asset impairment assessment. The Company impaired its acquired developed technology and recognized impairment expense of $ 0. 4 million in distribution, selling and administrative expenses in the consolidated statements of operations during the year ended December 31, 2022. There were no triggering events identified for the remaining **acquired** intangible assets at December 31, 2022. No impairment was recorded **against acquired intangible assets** for the years ended December 31, **2023 and** 2021 ~~and 2020~~ . HF ~~Group~~ **Foods** ' ~~s~~ amortization expense for acquired intangible assets was $ **16. 3 million, $** 15. 7 million **and** ~~in 2022,~~ $ 10. 9 million ~~in~~ **for the years ended December 31, 2023, 2022 and** 2021 **, respectively** ~~and $ 10. 9 million in 2020~~ . The estimated future amortization expense for intangible assets is presented below: (In thousands) AmountYear ending December 31, ~~2023~~ **2024** $ 16, 285 ~~202416, 285~~ 202515, 152 202614, 987 202714, 987 **202814, 987** ~~Thereafter116~~ - **Thereafter101** , ~~395~~ **408** Total $ ~~194~~ **177** , ~~091~~ **806** Derivative Instruments The Company utilizes interest rate swaps (" IRS") for the sole purpose of mitigating interest rate fluctuation risk associated with floating rate debt instruments (as defined in Note ~~11~~ **10** - Debt). The Company does not use any other derivative financial instruments for trading or speculative purposes. On August 20, 2019, HF ~~Group~~ **Foods** entered into two IRS contracts with East West Bank (the" EWB IRS") for initial notional amounts of $ 1. 1 million and $ 2. 6 million, respectively. ~~The EWB IRS contracts were entered into in conjunction with~~ **On April 20, 2023, the Company amended the corresponding mortgage term loans, which pegged the** two mortgage term loans **to** ~~of corresponding amounts that were priced at USD~~ 1- month ~~LIBOR plus~~ **Term SOFR (Secured Overnight Financing Rate)** 2. ~~25~~ **29** % per annum for the ~~entire~~ **remaining** duration of the term loans. The **amended** EWB IRS contracts fixed the two term loans at 4. 23 % per annum until maturity in September 2029. On December 19, 2019, HF ~~Group~~ **Foods** entered into an IRS contract with Bank of America (the" BOA IRS") for an initial notional amount of $ 2. 7 million in conjunction with a newly contracted mortgage term loan of corresponding amount. ~~The term loan was contracted at USD 1- month LIBOR plus 2. 15 % per annum, but was fixed at 4. 25 % per annum resulting from the corresponding BOA IRS contract.~~ On December 19, 2021, the Company entered into the Second Amendment to Loan Agreement, which pegged the mortgage term loan to **Term** ~~Secured Overnight Financing Rate ("~~ SOFR ~~")~~ 2. 5 %. The BOA IRS was modified accordingly to fix the SOFR based loan to approximately 4. 50 %. The term loan and corresponding BOA IRS contract mature in December 2029. On ~~June 24~~ **March 15** , ~~2020~~ **2023** , ~~HF Group~~ **the Company** entered into **an amortizing** ~~a forward starting~~ IRS contract with JPMorgan Chase ~~Bank (the" JPM IRS")~~ for ~~a fixed~~ **an initial notional amount of** $ ~~80~~ **120** . 0 million ~~notional amount~~ , effective from ~~June 30~~ **March 1** , ~~2021~~ **2023** and

expiring in March on June 30, 2025 2028, as a means to partially hedge its existing floating rate loans exposure. Pursuant to the agreement On March 3, 2021, the Company unwound will pay the swap counterparty JPM IRS. The contract was unwound with a fixed rate view that 1- month LIBOR will continue to remain low in the foreseeable future despite the spike at the long end of 4 the yield curve. 11 % in exchange for floating payments based on Term SOFR The Company recorded a gain of approximately $ 0. 7 million during the year ended December 31, 2021. The Company evaluated the aforementioned IRS contracts currently in place and did not designate those as cash flow hedges. Hence, the fair value change on these IRS contracts are accounted for and recognized as a change in fair value of IRS contracts in the consolidated statements of operations and comprehensive income (loss). As of December 31, 2022 2023 and 2021, the Company determined that the fair value values of the IRS contracts were $ 0. 5 4 million in an asset position and $ 0 1. 3 6 million in a liability position. As of December 31, respectively 2022, which is the fair values of the IRS contracts were $ 0. 5 million in an asset position. The Company included includes these in other long- term assets and accrued expenses and other long- term liabilities, respectively, on the consolidated balance sheets. In determining fair value, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible, as well as consider counterparty credit risk in its assessment of fair value. The inputs used to determine the fair value of the IRS are classified as Level 2 on the fair value hierarchy. Long- term debt at December 31, 2023 and December 31, 2022 and 2021 is summarized as follows: ($ in thousands) Bank NameMaturityInterest Rate at December 31, 2022December 2023December 31, 2022December 2023December 31, 2021Bank 2022Bank of America (a) March October 2023 2026 - December 20293 20294. 73 34 %- 5 7. 80 95 % $ 2, 362 $ 4, 315 $ 5, 134 East West Bank (b) August 2027- September 20294 20297. 25 64 %- 4 9. 40 00 % 5, 675 5, 822 JPMorgan Chase 5, 994 First Horizon Bank (c) Paid off in May 20223. 85 % — 4, 571 J. P. Morgan Chase (d) February 2023- January 20306 20307. 10 32 %- 6 7. 22 44 % 106, 337 111, 714 70, 866 Other finance institutions (e d) April January 2023 2024 - March July 20245. 99 %- 6. 14 17 % 45 160 837 Total debt, principal amount122 amount114, 419 122, 011 87, 402 Less: Debt debt issuance costs (258) (302) (34) Total debt, carrying value121 - value114, 161 121, 709 87, 368 Less: Current current portion (5, 450) (6, 266) (5, 557) Long- term debt $ 108, 711 $ 115, 443 $ 81, 811 (a) Loan balance consists of real estate term loan, and equipment term loans - loan, and vehicle term loans, collateralized by one real property and specific equipment and vehicles. The real estate term loan is pegged to TERM SOFR 2. 5 %. (b) Real estate term loans with East West Bank are collateralized by four three real properties. Balloon payments of $ 1. 8 million and $ 2. 9 million are due at maturity in 2027 and 2029, respectively. (c) Secured by real property. During the year ended December 31, 2022, the Company sold the real property for approximately $ 7. 2 million to Enson Seafood (a related party), recognized a gain of $ 1. 5 million, which is included in other income in the consolidated statements of operations and comprehensive income (loss), and used a portion of the proceeds to pay the $ 4. 5 million loan outstanding with First Horizon Bank. (d) Real estate term loan with a principal balance of $ 106. 3 million as of December 31, 2023 and $ 111. 4 million as of December 31, 2022 and $ 69. 8 million as of December 31, 2021 is secured by assets held by the Company and has a maturity date of January 2030. Equipment term loan with a principal balance of $ 0. 02 million as of December 31, 2023 and $ 0. 3 million as of December 31, 2022 and $ 1. 0 million as of December 31, 2021 is secured by specific vehicles and equipment as defined in loan agreements. Equipment term loans - loan mature matured in February 2023 and December 2023 and retired after December 31, 2023 with the final payment of remaining outstanding principal. (e d) Secured by vehicles. The terms of the various loan agreements related to long- term bank borrowings require the Company to comply with certain financial covenants, including, but not limited to, a fixed charge coverage ratio and effective tangible net worth. As of December 31, 2022 2023, the Company was in compliance with its covenants. On March 31, 2022, the Company amended the JPM Credit Agreement, defined below, extending the Real Estate Term Loan for five years. The amendment provides for an increase in the Real Estate Term Loan from $ 69. 0 million to $ 115. 0 million with a 1- month SOFR plus a credit adjustment of 0. 1 % plus 1. 875 % per annum. The future maturities of long- term debt as of December 31, 2022 2023 are as follows: (In thousands) AmountYear ending December 31, 2023 2024 $ 6 5, 450 266 20245, 774 20255, 789 378 20265, 810 385 20277, 497 194 20285, 229 Thereafter90 Thereafter85, 573 525 Total $ 121 114, 709 161 Credit Facility On November 4, 2019, the Company entered into a credit agreement with JPMorgan Chase Bank, NA. (the " JPM Credit Agreement "). The JPM Credit Agreement provided for a $ 100. 0 million asset- secured revolving credit facility maturing on November 4, 2022, with an option to renew at the bank' s discretion. On January 17, 2020, the Company and certain of the wholly- owned subsidiaries and affiliates of the Company as borrowers, and certain material subsidiaries of the Company as guarantors, entered into the Second Amended Credit Agreement (" Second Amended Credit Agreement "). On December 30, 2021, the Company entered into the Consent, Waiver, Joinder and Amendment No. 3 to the Second Amended Credit Agreement with JPMorgan Chase, as Administrative Agent, and certain lender parties thereto, including Comerica Bank. The Second Amended Credit Agreement, as amended, provided for (i) a $ 100. 0 million asset- secured revolving credit facility maturing on November 4, 2022 (the " Revolving Facility "), (ii) mortgage- secured term loan of $ 75. 6 million, (the " Term Loan "), and (iii) amendment in the referenced interest rate from 1- month LIBOR to 1- month Secured Overnight Financing Rate (" SOFR") plus a credit adjustment of 0. 1 % (difference between LIBOR and SOFR plus 1. 375 % per annum). The existing revolving credit facility balance under the Second Amended Credit Agreement, was rolled over to the Revolving Facility on December 30, 2021. On the same day, the Company utilized an additional $ 33. 3 million drawdown from the Revolving Facility to fund the Great Wall Acquisition. The Second Amended Credit Agreement, as amended, contains certain financial covenants, including, but not limited to, a fixed charge coverage ratio and effective tangible net worth. On March 31, 2022, the Company amended the JPM Credit Agreement extending the Revolver Facility for five years, with a maturity date of November 4, 2027. The amendment provides for a $ 100. 0 million asset- secured revolving credit facility with a one- month SOFR plus a credit adjustment of 0. 1 % plus 1. 375 % per annum. As of December 31, 2022 2023, the Company was in compliance with its covenants. During the year ended December 31, 2022, the Company' s lenders consented to the delivery of the Company' s 2021 audited financial statements on or before January 31, 2023. The outstanding principal balance on the line of credit as of December 31, 2022 2023 was $ 53 58. 1 6 million and outstanding letters of credit amounted to $ 3. 8 million leaving access to approximately $ 37. 6 million in additional funds through our $ 100. 0 million line of credit, subject to a borrowing base calculation. Subsequent to December 31, 2023, on February 6, 2024, the Company amended the JPM Credit Agreement to (i) remove a cap on permitted indebtedness in respect of capital lease obligations, subject to certain enumerated conditions; (ii) create a reserve on the borrowing base, which will be reduced on a dollar- for- dollar basis once the Company has made expenditures in excess of such amount relating to the development and construction of certain real property, and which amounts shall be excluded from certain financial covenants under the JPM Credit Agreement and; (iii) remove certain sublease income from various financial covenants. Note 12 11 - Earnings (Loss) Per Share The Company computes earnings per share (" EPS ") in accordance with ASC Topic 260 (" ASC 260 "), Earnings per Share. ASC 260 requires companies with complex capital structures to present basic and diluted EPS. Basic EPS is measured as net income divided by the weighted average common shares outstanding for the period. Diluted EPS is similar to basic EPS, but presents the dilutive effect on a per share basis of potential common shares (e. g., convertible securities, options, warrants and restricted stock) as if they had been converted at the beginning of the periods presented, or issuance date, if later. Potential common shares that have an anti- dilutive effect (i. e., those that increase income per share or decrease loss per share) are excluded from the calculation of diluted EPS. There were 44 862, 260 182, 348, 610 and no 130, 668 potential common shares related to

performance- based restricted stock units and restricted stock units that were excluded from the calculation of diluted EPS for the year years ended December 31, 2023, 2022 and 2021 , respectively, because their effect would have been anti- dilutive. There were 62, 026 and no anti- dilutive potential common shares for the year ended December 31, 2022 and 2021, respectively, related to restricted stock units. The following table sets forth the computation of basic and diluted EPS: Year Ended December 31, ($ in thousands, except share and per share data) 202220212020Numerator ---- 202320222021Numerator : Net (loss) income (loss) attributable to HF Foods Group Inc. $ (2, 174) $ 460 $ 22, 145 $ (343, 512) Denominator: Weighted- average common shares outstanding53, 878, 237 53, 757, 162 51, 918, 323 52, 095, 585 Effect of dilutive securities106 --- securities — 106 , 286 173, 499 — Weighted- average dilutive shares outstanding53, 878, 237 53, 863, 448 52, 091, 822 52, 095, 585 Earnings (loss Loss) per common share: Basic $ (0. 04) $ 0. 01 $ 0. 43 Diluted $ (6 0 . 59 04) Diluted $ 0. 01 $ 0. 43 $ (6. 59) The provision (benefit) for income taxes of the Company for the years ended December 31, 2023, 2022 , and 2021 and 2020 consists of the following: Year Ended December 31, (In thousands) 202220212020Current ---- 202320222021Current : Federal $ 4, 237 $ 3, 620 $ 9, 044 $ State1, 219 1 , 245 State1 , 161 2, 329 (54) Current income taxes4 taxes5 , 456 4 , 781 11, 373 1, 191 Deferred income benefit: Federal (4, 550) (4, 321) (2, 823) (2, 917) State (865) (691) (4, 047) (2, 999) Deferred income benefit: (5, 415) (5, 012) (6, 870) (5, 916) Total income tax expense (benefit) $ 41 provision for income taxes $ (231) $ 4, 503 $ (4, 725) The Company' s effective income tax rates for the years ended December 31, 2023, 2022 , and 2021 and 2020 were (1. 6) %, (5, 148. 7) % , and 16. 6 % and 1. 4 %, respectively. The determination of the Company' s overall effective income tax rate requires the use of estimates. The effective income tax rate reflects the income earned and taxed in U. S. federal and various state jurisdictions based on enacted tax law, permanent differences between book and tax items, change in valuation allowance, tax credits and the Company' s change in relative income in each jurisdiction . Due to the changes in the Company' s business activities, the Company has updated certain state filing methodologies and related state apportionment which resulted in a change in the state tax rate used in measuring deferred income taxes as of December 31, 2022. This change had a favorable impact on the Company' s effective tax rate for the year ended December 31, 2022 . Changes in tax laws and rates may affect recorded deferred tax assets and liabilities and the Company' s effective income tax rate in the future. The Company has no operations outside the U. S., as such, no foreign income tax was recorded. Temporary differences and carryforwards of the Company that created significant deferred tax assets and liabilities are as follows: (In thousands) December 31, 2022December 31, 2021Deferred tax assets: Allowance for expected credit losses $ 301 $ 202 Inventories1, 185 644 State net operating loss38 161 Equity compensation467 132 Compensation related accruals1, 031 638 Guarantee liability1, 528 — Fair value change in interest rate swap contracts — 67 Leases6, 553 6, 065 Accrued expenses304 24 Total deferred tax assets11, 407 7, 933 Deferred tax liabilities: Property and equipment (5, 845) (5, 400) Intangible assets (35, 740) (38, 890) Right of use assets (3, 466) (2, 949) Equity investments (649) (149) Fair value change in interest rate swap contracts (150) — Total deferred tax liabilities (45, 850) (47, 388) Net deferred tax liabilities $ (34, 443) $ (39, 455) Reconciliations of the statutory income tax rate to the effective income tax rate are as follows: Year Ended December 31, 202220212020Federal ---- 202320222021Federal statutory tax rate (21 %) 21. 0 % 21. 0 % 21. 0 % State statutory tax rate3 - rate (13. 9) % 3 , 963. 2 % 5. 8 % 0 U. S permanent differences (8 . 7) % Impact of goodwill impairment loss – permanent difference — 207. 1 % 1. 9 % Noncontrolling interests5. 5 % 3, 164. 6 % — % Officers' compensation (20 12 . 5) % U. S permanent differences207. 1 % 1. 9 % — % Noncontrolling interest3, 164. 6 % — % — % Rate change — % (2, 566. 3) % (13. 7) % Return to provision21. 6 % — % — % Change in valuation allowance (35. 9) % — % — % Tax credits6. 7 % — % — % Uncertain tax positions positions14 . 9 % (10, 573. 0) % 0. 6 % Stock compensation (6. 6) % — % Other634 — % Payable adjustments6. 0 % — % — % Other0. 3 % 634 . 7 % 1. 0 % 0 Effective tax rate (1 . 2 6) % Income tax (benefit) provision (5, 148. 7) % 16. 6 % Temporary differences and carryforwards of the Company that created significant deferred tax assets and liabilities are as follows: (In thousands) December 31, 2023December 31, 2022Deferred tax assets: Allowance for expected credit losses $ 523 $ 301 Inventories1, 216 1 , , 185 Equity compensation552 467 Compensation related accruals984 1, 031 Guarantee liability1, 326 1, 528 Fair value change in interest rate swap contracts233 — Leases5, 325 6, 553 Accrued expenses902 304 Interest expense limitation415 — Equity investments80 — Net operating loss carryovers706 38 Other49 — Total deferred tax assets12, 311 11, 407 Deferred tax liabilities: Property and equipment (4 % The , 588) (5, 845) Intangible assets (32, 959) (35, 740) Right of use assets (3, 069) (3, 466) Equity investments — (649) Fair value change in interest rate swap contracts — (150) Total deferred tax liabilities (40, 616) (45, 850) Less: Valuation allowance (723) — Net deferred tax liabilities $ (29, 028) $ (34, 443) As of December 31, 2023 and 2022, the Company has had $ 3. 0 million and no federal net operating loss (" NOL") carryovers , respectively, with and an $ 0 indefinite carryforward period . 8 million As of December 31, 2023 and 2022, the Company had state NOL carryovers as of $ 2. 2 million and $ 0. 8 million, which will begin to expire in 2038. As of December 31, 2022 2023 . State , the Company has established a full valuation allowance against the NOL carryovers can related to the Company' s subsidiary, HFFI which was recorded through income tax expense. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized carried forward indefinitely . The ultimate realization Approximately $ 2. 0 million of total state NOL carryovers were utilized deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. During the year ended December 31, 2022 2023 , management concluded that with the exception of certain deferred taxes attributable to the Company' s subsidiary, HFFI, it was more likely than not that the Company would be able to realize the benefit of the deferred tax assets in the future. We based this conclusion on historical and projected operating performance, as well as our expectation that our operations will generate sufficient taxable income in future periods to realize the tax benefits associated with the deferred tax assets. Management has established a valuation allowance against certain deferred taxes attributable to the Company' s subsidiary, HFFI. Management believes the realization of these deferred tax assets will be limited as the Company exited HFFI operations during the year ended December 31, 2023. As such, the Company has recorded a valuation allowance of $ 0. 7 million on the deferred tax assets of HFFI . Unrecognized Tax Benefits Year Ended December 31, (In thousands) 202220212020Total ---- 202320222021Total unrecognized tax benefits on January 1, $ 350 $ 752 $ 752 $ 646 Decrease related to positions taken on items from prior years (244) (402) — — Increase related to positions taken in the current year — — 106 — Total unrecognized tax benefits on December 31, $ 106 $ 350 $ 752 $ 752 It is reasonably possible that $ 0. 2 1 million of the total uncertain tax benefits will reverse within the next 12 months and . The total amount of unrecognized tax benefits that would affect the effective tax rate if recognized is $ 0. 4 million, $ 0. 8 million and $ 0. 8 million as of December 31, 2022, 2021 and 2020, respectively . Due to the statute of limitations expiring, the unrecognized tax liability for the tax year ended December 31, 2018 2019 was reversed, which was recorded in income tax (benefit) provision expense on the consolidated financial statements, in the amounts amount of $ 0. 4 2 million as of during the year ended December 31, 2022 2023 . As of December 31, 2023 and 2022 and 2021 , the Company had accrued penalties of $ 17, 000 and $ 50 , 000 and $ 93 , 000, respectively and accrued interest of $ 10, 000 and $ 34 , 000 and $ 62 , 000, respectively. During the year ended December 31, 2022 2023 , the Company reversed accrued penalties and accrued interest of $ 43 28 , 000 and $ 28 39 , 000, respectively. The Company recognized the reversal of interest accrued related to unrecognized tax benefits and penalties as income tax benefit. The Company is subject to taxation in the United States and various states. As of December 31, 2022 2023 , tax years for 2019 2020 through 2021 2022 are subject to examination by the tax authorities. 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 the Company, the Company' s officers and / or shareholders who owned no less than 10 % shareholdings of the Company. Mr. Xiao Mou Zhang (" Mr. Zhang "), the Chief Executive Officer of the Company, and certain of his immediate family (collectively greater than 10 % shareholders) have ownership interests in various 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. Zhang does not have any involvement in negotiations with any of the above- mentioned related parties. The Company believes that Mr. Zhou Min Ni (" Mr. Ni ") , and Mr. Zhang were the Company' s former Co- Chief Executive Officers - Officer as of December 31 , 2020 and 2019. together with various trusts for the benefit of Mr. Ni ' s four children subsequently resigned from all of his official posts on February 23 , 2021. Mr. Zhang became are collectively beneficial owners of more than 10 % of the outstanding shares of the Company' s common stock, and the - he sole Chief Executive. Mr. Ni and certain of his immediate family members are treated as have ownership interests in related parties for purposes involved in (i) the distribution of food and related products to restaurants and this report because Mr. Ni is a principal holder of the other Company' s securities retailers and (ii) the supply of fresh food, frozen food, and packaging supplies to distributors . For the years ended December 31, 2022 and 2021, North Carolina Good Taste Noodle, Inc. (" " NC Noodle " ") is was disclosed as a related party due to Mr. Jian Ming Ni' s, a former Chief Financial Officer of the Company, continued ownership interest in NC Noodle. Revolution Industry As of January 1 , UGO and BRGR were also 2023, NC Noodle is no longer considered Unconsolidated VIEs a related party since it as has discussed further in Note 3- Variable Interest Entities been three years since Mr. Jian Ming Ni resigned from the Company . The related party transactions as of December 31, 2023 and December 31, 2022 and 2021 and for the years ended December 31, 2023, 2022 , and 2021 and 2020 are identified as follows: Related Party Sales, Purchases, and Lease Agreements Below is a summary of purchases of goods and services from related parties recorded for the years ended December 31, 2023, 2022 and 2021 , and 2020 , respectively: Year Ended December 31, (In thousands) Nature202220212020 ---- Nature202320222021 (a) Conexus Food Solutions Allstate Trading Company, Inc. Trade $ — $ — $ 309 (b) formerly as Best Food Services, LLCTrade10 LLC) Trade $ 8, 581 $ 10 , 514 8, 341 5, 830 (c b) Eagle Food Services, LLCTrade — — 4 101 (a c) Eastern Fresh NJ, LLCTrade1 - LLCTrade — 1 , 093 5, 509 4, 509 (a c) Enson Group Seafood GA , Inc. (formerly as Enson Group " GA- GW Seafood , LLC Inc. ") Trade Trade37 — 128 143 (d) First Choice Seafood, Inc. Trade134 --- Trade — 134 322 455 (d) Fujian RongFeng Plastic Co., LtdTrade372 --- LtdTrade — 372 3, 108 3, 617 (e c) Hanfeng (Fujian) Information Technology Co. (Jinhua) , Ltd Inc . Service — — 997 (a) Hanfeng Information Technology (Jinhua), Inc. Service — 122 1, 135 (a c) N & F Logistics, Inc. Trade — — 3 369 (f e) North Carolina Good Taste Noodle, Inc. Trade7 TradeN / A7 , 227 5, 520 3, 986 (a c) Ocean Pacific Seafood Group, Inc. Trade589 Trade381 589 452 568 (g f) Revolution Industry , LLCTrade — 190 2, 362 (a) UGO USA, Inc. Trade — 212 644 (h) Union Foods , LLCTrade — — 1 190 (c) UGO USA , 247 Inc. Trade — — 212 OtherTrade332 -- OthersTrade205 332 133 90 Total $ 9, 204 $ 20, 261 $ 24, 044 $ 26, 362 (a) An Mr. Ni owns an equity interest in this entity is held by three Irrevocable Trusts for the benefit of Mr. Zhang' s children . (b) Tina Ni, one of Mr. Zhang previously owned Zhou Min Ni' s family members, owns an equity interest in this entity indirectly through its parent company as of October 31, 2020 . This (c) Mr. Zhou Min Ni owns an equity interest in this entity. (d) was transferred to three Irrevocable Trusts for the benefit of Mr. Zhou Min Zhang' s children effective November 1, 2020. (e) Tina Ni , one of Mr. Ni' s family members, owns an equity interest in this entity indirectly through its parent company. (a related party previously owned an equity in this entity as of January 1,2023 since it 12 / 31 / 2019.The Company has been informed by three years since Mr. Jian Zhou Ming - Min Ni that his equity interest was resigned from the Company.As a result,2023 amounts have not been disclosed disposed of on 1 / 1 / 2020 .(f g) Raymond Ni,one of Mr. Zhou Min Ni' s family members,owned an equity interest in this entity.On February 25,2021,the Company executed an asset purchase agreement to acquire the machinery and equipment of Revolution Industry,LLC (" RIL").The Company acquired substantially all of the operating assets used or held for use in such business operation for the amount of $ 250,000 plus the original wholesale purchase value of all verified,useable cabbage and egg roll mix inventory of RIL.Advances due from RIL at the time of transaction were an offset to the purchase price paid to RIL.Going forward,the Company has taken the egg roll production business in house and ceased its vendor relationship with RIL. Below is a summary (h) Tina Ni,one of Mr.Ni' s family members sales to related parties recorded for the years ended December 31 , d) Service,LLC879 2,864 4,605 (e) Eastern Fresh NJ,LLC — — 155 1,602 (c d) Enson Group,Inc.(formerly as Enson Group,LLC) — — 101 308 (d c) Enson Philadelphia,Inc. — — 126 (c) Enson Seafood GA,Inc. (formerly as GA- GW Seafood,Inc.) — — 573 493 (f e) First Choice Seafood,Inc. 31 35 99 1,378 (f e) Fortune One Foods,Inc. 42 115 418 311 (c d) Heng Feng Food Services,Inc. — — 163 669 (c d) N & F Logistics,Inc. 6 40 531 1,027 (f) Union Food LLC27 — — Others - Other — — 13 116 Total $ 5,845 $ 6,942 $ 9,055 $ 13 (b) The Company , 308 through its subsidiary MF,owns an equity interest in this entity. (a c) Mr.Zhang Tina Ni,one of Mr. Zhou Min Ni ' s family members, owns an equity interest in this entity indirectly through its parent company. (c d) Mr. Zhou Min Ni previously owned an equity interest in this entity. Mr. Ni disposed of his equity interest on September 29, 2020. (f) Mr. Jian Ming Ni, former Chief Financial Officer owns an equity interest in this entity. (e) Mr. Zhou Min Ni previously owned an equity in this entity....... Ni' s family members, owns an equity interest in this entity....... a) Mr. Zhang previously owned an equity interest in this entity indirectly through its parent company as of October 31, 2020 . This equity interest was transferred to three Irrevocable Trusts for the benefit of Mr. Zhang' s children effective November 1, 2020. (f b) The Company, through its subsidiary MF, owns an equity interest in this entity. (c) Mr. Zhang previously owned an equity interest in this entity indirectly through its parent company as of October 31, 2020. This equity interest was transferred to three Irrevocable Trusts for the benefit of Mr. Zhang' s children effective November 1, 2020. (d) Tina Ni, one of Mr. Zhou Min Ni' s family members, owns an equity interest in this entity indirectly through its parent company. (e) Mr. Ni owns an equity interest in this entity. (f) Mr. Ni owns an equity interest in this entity indirectly through its parent company . The Company leases various facilities to related parties. The Company leased a facility to NC Noodle under an operating lease agreement originally expiring in 2024. The lease agreement was terminated in connection with the sale of the facility on November 3, 2021. The building and related land was were sold to NC Noodle for $ 0. 8 million and a gain of $ 0. 5 million. Rental income for the years - year ended December 31, 2021 and 2020 was $ 42, 000 and $ 46, 000, respectively , which is included in other income in the consolidated statements of operations and comprehensive income (loss). The Company leased a facility to UGO USA Inc. under an operating lease agreement which was mutually terminated by both parties effective April 1, 2021. Rental income for the years - year ended December 31, 2021 and 2020 was $ 7, 000 and $ 42, 000, respectively , which is included in other income in the consolidated statements of operations and comprehensive income (loss). The Company leased a facility to iUnited Services, LLC (" iUnited"), which has had been determined to be a related party due to the equity ownership interest in iUnited of Mr. Jian Ming Ni, the Company' s former Chief Financial Officer. The lease agreement was terminated in connection with the sale of the facility on November 3, 2021. The building and related land was sold to iUnited for $ 1. 5 million and a gain of $ 0. 8 million. Rental income for the years - year ended December 31, 2021 and 2020 was $ 50, 000 and $ 25, 000, respectively , which is included in other income in the consolidated statements of operations and comprehensive income (loss). The Company leased a warehouse to Enson Seafood GA Inc. (formerly GA- GW Seafood, Inc.) under an operating lease agreement originally expiring on September 21, 2027. Rental income for the years ended December 31, 2022, 2021 and 2020 was $ 0. 2 million, $ 0. 5 million and $ 0. 5 million, respectively, which is included in other income in the consolidated

statements of operations and comprehensive income (loss). On May 18, 2022, the Company sold the warehouse to Enson Seafood GA Inc. , a related party, for approximately $ 7. 2 million, recognized a gain of $ 1. 5 million and used a portion of the proceeds to pay the outstanding balance of the Company' s $ 4. 5 million loan with First Horizon Bank **. Rental income for the years ended December 31, 2022 and 2021 was $ 0. 2 million and $ 0. 5 million, respectively, which is included in other income in the consolidated statements of operations and comprehensive income (loss)** . The Company leased a production area to Revolution Industry, LLC under a $ 3, 000 month- to- month lease agreement. The lease agreement was terminated as a result of the asset purchase agreement executed on February 25, 2021. Rental income recorded for the years **year** ended December 31, 2021 and 2020 was $ 6 , 000 and $ 39, 000, which is included in other income in the consolidated statements of operations and comprehensive income (loss). The Company leased warehouses from related parties owned by the majority shareholder of B & R Global prior to the Realty Acquisition on January 17, 2020. Before the Realty Acquisition, the CEO of the Company, Mr. Zhang, managed and owned 8. 91 % interest in BRGR. Rent incurred related to the BRGR related parties from January 1, 2020 to January 16, 2020 was $ 188 , 000, which is included in other income in the consolidated statements of operations and comprehensive income (loss). In 2020, the Company renewed a warehouse lease from Yoan Chang Trading Inc. under an operating lease agreement **which** expired on December 31, 2020. In February 2021, the Company executed a new five- year operating lease agreement with Yoan Chang Trading Inc., effective January 1, 2021 and expiring on December 31, 2025. Rent incurred **expense** was $ 0. 3 million, $ 0. 3 million and $ 0. 1 **3** million for the years ended December 31, **2023,** 2022 , **and** 2021 and 2020 , respectively, which is included in Distribution **distribution** , selling and administrative expenses **in the consolidated statements of operations and comprehensive income (loss). Beginning 2014, the Company leased a warehouse to Asahi Food, Inc. under a commercial lease agreement which was rescinded March 1, 2020. A new commercial lease agreement for a period of one year was entered into, expiring February 28, 2021, with a total of four renewal periods with each term being one year. Rental income was $ 0. 1 million, $ 0. 1 million and $ 0. 1 million for the years ended December 31, 2023, 2022 and 2021, respectively, which is included in other income** in the consolidated statements of operations and comprehensive income (loss). Related Party Balances Accounts Receivable- Related Parties, Net Below is a summary of accounts receivable with related parties recorded as of December 31, **2023 and December 31,** 2022 and 2021 , respectively: (In thousands) December 31, 2022December **2023December** 31, 2021 **2022** (a) ABC Food Trading, LLC $ **94 $** — $ 76 (b) Asahi Food, Inc. **69** 81 72 **(a) Conexus Food Solutions (formerly as Best Food Services, LLC) 84 —** (c) Eagle Food Service, LLC69 -- **LLC** 16 **— 69** (d) Enson Seafood GA, Inc. (formerly as GA- GW Seafood, Inc.) 59 24 **59** (e) Fortune One Foods, Inc. 4 24 (d) Heng Feng Food Services, Inc. — 18 (f) North Carolina Good Taste Noodle, Inc. — 15 Others — 4 **(f) Union Food LLC2 —** Total $ **308 $** 213 $ 249 (d **c**) **Tina Ni, one of** Mr. **Zhou Min** Ni **' s family members,** owns an equity interest in this entity. (e) Mr. Ni owns an equity interest in this entity indirectly through its parent company. **(f) Tina Ni, one of Mr. Zhou Min Ni' s family members, owns an equity interest in this entity.** The Company has reserved for 80 **100 % of the accounts receivable for Union Food LLC as of December 31, 2023. The Company has reserved for 100** % of the accounts receivable for Enson Seafood GA, Inc **. as of December 31** , all **2023. This outstanding balance was reserved for 80 % as of December 31, 2022. All** other accounts receivable from these related parties are current and considered fully collectible. No other **additional** allowance is deemed necessary as of December 31, **2023 and December 31,** 2022 and 2021 . Accounts Payable- Related Parties 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, **2023 and December 31,** 2022 and 2021 , respectively: (In thousands) December 31, 2022December **2023December** 31, 2021 **2022** (a) **Conexus Food Solutions (formerly as** Best Food Services, LLC **) $ 379** $ 729 $ 699 (b) Eastern Fresh NJ, LLC — 581 (c) Fujian RongFeng Plastic Co., Ltd — 20 (d) North Carolina Good Taste Noodle, Inc. **N / 731 A731** 595 Others69 **Others18** 46 **69** Total $ **397** 1, 529 $ 1, 941 **529** (**b) No longer considered** a **related party**) Mr. Zhang previously owned an equity interest in this entity indirectly through its parent company as of October 31 **January 1** , 2020 **2023 since it has been** . This equity interest was transferred to three **years since** Irrevocable Trusts for the benefits of Mr. Zhang' s children effective November 1, 2020. (b) Mr. Ni owns an equity interest in this entity. (c) Mr. Ni owns an equity interest in this entity indirectly through its parent company. (d) Mr. Jian Ming Ni **resigned from the Company. As a result** , **2023 amounts have not been disclosed** former Chief Financial Officer owns an equity interest in this entity . Promissory Note Payable- Related Party The Company issued a $ 7. 0 million Unsecured **unsecured** Subordinated **subordinated** Promissory **promissory** Note **note** (" Promissory Note") to **B & R Group Realty Holding, LLC ("** BRGR **")** . The note bears an interest rate of 6 % per annum that matures in January 2030. The Promissory Note issued to BRGR in January 2020 **. BRGR** was **established** part of the payment to **hold real estate that** acquire 100 % equity membership interest in nine subsidiaries of BRGR (Refer to Note 8- Acquisitions). The Promissory Note has no requirement to make principal repayments until maturity and there is **leased primarily to** no prepayment penalty should the Company **and is owned partially by Mr. Zhang** elect to prepay the principal, in part or in full, prior to maturity, subject to meeting certain repayment provisions as defined in the JPM Credit Agreement . During the year ended December 31, 2022, the Company paid the remaining $ 4. 5 million principal balance of this related party promissory note payable. As of December 31, 2022 and 2021, the outstanding balance was nil and $ 4. 5 million, respectively, and there was no accrued interest **Interest** payable. Principal and interest payments **paid** were $ 4 **0** . **1** 6 million and $ 2. 9 million for the years **year** ended December 31, 2022 and 2021, respectively. Notes Receivable- Related Parties and Other 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 outstanding notes receivable, having then a combined outstanding balance of $ 8. 4 million (" 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. 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 then 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 250- day VWAP was $ 10. 59, and that, 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. Following which, the Total Notes Receivable guaranteed by Mr. Ni was considered fully settled. As of December 31, 2018, the Company had a promissory note agreement with Feilong Trading, Inc, (" Feilong"). Pursuant to the promissory note agreement, Feilong was permitted to borrow up to $ 4. 0 million. The note bore interest at the rate of 5 % per annum on the unpaid balance, compounded monthly. The Company' s former Chairman and Co- CEO, Zhou Min Ni agreed to personally guarantee the repayment of all outstanding balances relating to this note receivable. On September 30, 2019, the Company and Mr. Ni entered into a Loan Purchase and Sale Agreement (the" Feilong Loan Sale Agreement"). Pursuant to the Feilong Loan Sale Agreement, the entire outstanding balance of $ 3. 6 million owed by Feilong to the Company was sold to Mr. Ni in exchange for 272, 369 shares of common stock of the Company, which shares were received and recorded as treasury stock by the Company. In connection with the sale of this note receivable, the Company also required 89, 882 additional shares of the Company' s common stock owned by Mr. Ni to be placed in an escrow account for a period of one year until September 30, 2020 (the " Feilong Escrow Period "), which would then be delivered to the Company in part or in full, if the VWAP of the Company' s common stock for the 250-

~~trading- day period immediately preceding the expiration of the Feilong Escrow Period was less than $ 13. 30. On October 9, 2020, in accordance with the terms of the Feilong Loan Sale Agreement, the Company and Mr. Ni determined and agreed that the 250- day VWAP immediately preceding September 30, 2020 was $ 10. 59, and consequently, 69, 719 of the Escrow Shares were transferred to and recorded as treasury stock by the Company, and the remaining 20, 163 Escrow Shares were returned to Mr. Ni. Following this event, the balance due from Feilong to the Company was considered fully settled. The Company retired all treasury stock as of December 31, 2020~~ . Note ~~15~~ **14** - Stock- Based Compensation The Company has a stock- based employee compensation plan, known as the HF Foods Group Inc. 2018 Omnibus Equity Incentive Plan (the " 2018 Incentive Plan "). The 2018 Incentive Plan allows for up to 3, 000, 000 shares of common stock reserved for issuance of awards to employees, non- employee directors, and consultants. The 2018 Incentive Plan provides for the grant of incentive stock options, non- statutory 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 Company began issuing awards under the 2018 Incentive Plan in February 2021. As of December 31, ~~2022~~ **2023** , the Company had ~~598~~ **810** , ~~325~~ **944** time- based vesting restricted stock units (" RSUs ") unvested, ~~382~~ **665** , ~~662~~ **932** performance- based restricted stock units (" PSUs ") unvested, ~~162~~ **531** , ~~510~~ **222** shares of common stock vested and ~~1~~ **991** , **902** ~~856, 503~~ shares remaining available for future awards under the 2018 Incentive Plan. RSUs granted to employees vest over time based on continued service (vesting over a period between one to three years in equal installments). PSUs granted to employees vest based on (i) the attainment of certain financial metrics, as defined by the Company' s compensation committee (" Financial PSUs ") and (ii) for the 2021 grants, total shareholder return of the Company' s common stock (" TSR PSUs "). Both types of PSUs vest over three years in equal installments based on the performance metrics established for each year and also require continued service for vesting. A summary of RSU and PSU activity for the year ended December 31, ~~2022~~ **2023** is as follows: SharesWeighted Average Grant Date Fair ValueUnvested RSUs at December 31, ~~2021352~~ **2022598** , ~~920~~ **325** $ ~~6. 19 Granted424, 386~~ 5. ~~04~~ **39 Granted520, 248 3. 86** Forfeited (~~36~~ **54** , ~~322~~ **589**) ~~6~~ **4** . ~~42~~ **94** Vested (~~142~~ **253** , ~~659~~ **040**) ~~6~~ **5** . ~~09~~ **45** Unvested RSUs at December 31, ~~2022598~~ **2023810** , ~~325 5~~ **944 4** . ~~39~~ **43** SharesWeighted Average Grant Date Fair ValueUnvested PSUs at December 31, ~~2021143~~ **2022382** , ~~278~~ **662** $ **4. 95 Granted441, 288 3. 86 Forfeited (38, 926) 4. 19 Vested (119, 092)** 5. ~~94 Granted303, 263 4. 76 Forfeited (44, 028) 5. 72 Vested (~~ 19 ~~, 851) 7. 39~~ Unvested PSUs at December 31, ~~2022382~~ **2023665** , ~~662~~ **932** 4. ~~95~~ **23 The weighted- average grant date fair value per share of RSUs granted during the years ended December 31, 2023, 2022, and 2021 was $ 3. 86, $ 5. 04 and $ 5. 22, respectively. The weighted- average grant date fair value per share of PSUs granted during the years ended December 31, 2023, 2022 and 2021 was $ 3. 86, $ 4. 76 and $ 4. 94, respectively. The total fair value of equity based awards that vested during the years ended December 31, 2023, 2022 and 2021 was $ 1. 5 million, $ 0. 8 million and zero, respectively.** The Company accounts for stock- based compensation in accordance with ASC **Topic** 718 Compensation- Stock Compensation (" ASC 718 "). ASC 718 addresses all forms of share- based payment awards including shares issued under employee stock purchase plans and stock incentive shares. The fair value of the RSUs and Financial PSUs are measured using the closing price of the Company' s common stock on NASDAQ Global Capital Market on the date preceding grant date. The fair value of the TSR PSUs are determined using a Monte Carlo simulation model. No TSR PSUs were granted during the ~~year~~ **years** ended December 31, **2023 and** 2022. The assumptions used to estimate the fair value of the TSR PSUs granted during the ~~years~~ - **year** ended December 31, 2021 and valued under the Monte Carlo simulation model were as follows: 2021 PSU GrantsRisk- free interest rate0. 20 %- 0. 34 % Expected dividend yield0. 00 % Expected term (years) 2. 56- 3. 15Expected volatility (1) 62. 08 %- 65. 74 % (1) Expected volatility is based on a 50 / 50 blending of (i) the average historical volatility of a select group of industry peers with a look- back period equal to the expected term, and (ii) the historical volatility of the Company with a look- back period of 0. 75 years- 1. 17 years, the time from the valuation date to the date six months after the completion of the merger with B & R Global, using daily stock prices. The expected volatility of peer companies was 54. 96 % – 63. 45 %. The expected volatility of the Company' s common stock was 66. 10 % – 69. 19 %. The fair value of RSUs are amortized on a straight- line basis over the requisite service period for each award. For the PSUs, the Company recognizes stock- based compensation expense on a straight- line basis for each vesting tranche over the longer of the derived, explicit, or implicit service period for the vesting tranche. As of interim and annual reporting periods, the Financial PSUs stock- based compensation expense is adjusted based on expected achievement of performance targets, while TSR PSUs stock- based compensation expense is not adjusted. The Company recognizes forfeitures as they occur. Stock- based compensation expense is included in distribution, selling and administrative expenses in the Company' s consolidated statements of operations and comprehensive income (loss). The components of stock- based compensation expense for the years ended December 31, **2023 and** 2022 and 2021 were as follows: Year Ended December 31, (In thousands) ~~20222021Stock~~ **202320222021Stock** - based compensation (RSUs) expense **$ 2, 118** $ 897 $ 405 Stock- based compensation (PSUs) ~~expense360~~ **expense1 , 234 360** 230 Total stock- based compensation expense $ **3, 352 $** 1, 257 $ 635 Tax benefit of stock- based compensation expense $ **931 $** 366 $ 132 **As of** ~~For the year ended~~ December 31, ~~2020~~ **2023** ~~, there was no stock- based compensation expense. As of December 31, 2022~~ , there was $ 4. 2 million of total unrecognized compensation cost related to all non- vested outstanding RSUs and PSUs outstanding under **the** 2018 Incentive Plan, with a weighted average remaining service period of ~~2~~ **1** . ~~8~~ **82** years. Of the total unrecognized compensation cost, $ 2. ~~7~~ **3** million is related to RSUs with time- based vesting provisions and $ 1. ~~5~~ **9** million is related to PSUs with performance and market- based vesting provisions. Note ~~16~~ **15** - Employee Benefit Plan The Company sponsors a defined contribution plan, the HF Foods Group, Inc. Employees 401 (k) Savings Plan (the " 401 (k) Plan "). Under the 401 (k) Plan, after ~~six~~ **one** ~~months~~ - **month** of service, eligible employees may elect to defer up to ~~92~~ **100** % of their compensation before taxes, up to the dollar limit imposed by the Internal Revenue Service for tax purposes. The Company matches 100 % of ~~the first~~ **an eligible employee' s contributions, dollar for dollar, up to** 3 % of **eligible pay,** ~~the participant' s deferred compensation~~ plus 50 % of ~~the amount contributed between~~ **each additional dollar greater than** 3 % and **no more than** 5 % of **eligible pay** ~~the participant' s deferred compensation~~ . 401 (k) Plan participants **are immediately** ~~vest in matching contributions received from the Company at the rate of 20 % per year for each full year of service starting from their second year of service, such that the participants become~~ 100 % vested ~~after six years of service~~ **in the Company' s non- discretionary contributions to the plan** . For the years ended December 31, **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~ , the Company **recognized** ~~expensed~~ - **expense of $ 831, 000,** $ 432, 000 ~~,~~ **and** $ 240, 000 ~~and $ 25, 000~~ , respectively, ~~and were recorded~~ in distribution, selling and administrative expenses ~~. Note 17- Commitments~~ **in the consolidated statements of operations** and ~~Contingencies~~ **comprehensive income (loss).** From time to time, the Company is a party to various lawsuits, claims and other legal proceedings that arise in the ordinary course of business. When the Company becomes aware of a claim or potential claim, it assesses the likelihood of any loss or exposure. In accordance with authoritative guidance, the Company records loss contingencies in its financial statements only for matters in which losses are probable and can be reasonably estimated. Where a range of loss can be reasonably estimated with no best estimate in the range, the Company records the minimum estimated liability. If the loss is not probable or the amount of the loss cannot be reasonably estimated, the Company discloses the nature of the specific claim if the likelihood of a potential loss is reasonably possible and the amount involved is material. The Company continuously assesses the potential liability related to its pending litigation and ~~revises~~ - **revise** its estimates when additional information becomes available. Adverse outcomes in some or all of these matters may result in significant monetary damages or injunctive relief against the Company that could adversely affect its ability to conduct ~~its~~ business. There also exists the possibility of a material adverse effect on the Company' s financial statements for the

period in which the effect of an unfavorable outcome becomes probable and reasonably estimable. As previously disclosed **Legal costs associated with loss contingencies are expensed as incurred. Certain factual findings were made based on evidence adduced by the Special Investigation Committee during its internal investigation. After the conclusion of its internal investigation** , in March 2020 **the Special Investigation Committee also made recommendations to management regarding improvements to Company operations and structure** , **including but not limited to its dealings with related parties. The Company has implemented numerous improvements and continues to improve its compliance program. The Company has also instituted structural changes including the appointment of** an **independent Chairman of** analyst report suggested certain improprieties in the Company' s operations, and in response to those -- **the** allegations **Board to replace the former Co- Chief Executive Officer and Chairman of the Board. In addition** , **as of January 31, 2023, three other independent directors serve on** the Company' s Board of Directors appointed **. The Company' s senior executive team now includes a General Counsel and Chief Compliance Officer, a Chief Operations Officer who was hired in May 2022, and a new Chief Financial Officer who joined the Company in August 2022. We also hired a Vice President and Head of Internal Audit in April 2022 who reports directly to the Chief Financial Officer and to the Audit Committee Chair. In November 2022, we hired a Vice President of Compliance and Associate General Counsel, who reports directly to the General Counsel and Chief Compliance Officer. The Company also created** a Special **Litigation** Committee of Independent **which determined to pursue claims against certain former officers and** Directors **directors . As a result, pursuant to the previously disclosed settlement agreement** (**as amended on November 1, 2023,** the " **Settlement Agreement** Special Investigation Committee ") to conduct **between the Company** an **and** internal independent **certain parties to the verified stockholder derivative complaint filed by James Bishop in the Court of Chancery of the State of Delaware, on October 16, 2023, the Company received $ 1. 5 million on behalf of Zhou Min Ni, a former Chairman and Chief Executive Officer of the Company, and Chan Sin Wong, a former President and Chief Operating Officer of the Company (together, the " Ni Defendants "). Subsequently, on December 1, 2023, the Company received 1, 997, 423 shares (valued at $ 7. 75 million) of the Company' s common stock, based on the closing price of $ 3. 88 on October 13, 2023, plus a cash payment of approximately $ 0. 1 million of accrued interest through the date of payment, in satisfaction of the Ni Defendant' s payment obligations totaling $ 9. 25 million under the Settlement Agreement. The receipt of the settlement proceeds were recorded in distribution, selling, and administrative expense in the consolidated statement of operations (as a recovery of previously recorded expenses related to the litigation) and cash and treasury stock in the consolidated balance sheet. Pursuant to the terms of the Settlement Agreement, Mr. Ni, Ms. Wong and Jonathan Ni, the former Chief Financial Officer of the Company, agreed to give up any rights to indemnification or the advancement of fees in connection with the SEC** investigation with **and any actions the SEC might take against** the **them** assistance of counsel **relating to the SEC investigation** . These **On October 13, 2023, the Company received a " Wells Notice " from the staff of the SEC (the " Wells Notice ") relating to the previously disclosed formal, non- public SEC investigation of** allegations **that** became the subject of two putative stockholder class actions filed on or after March 29, 2020 in the United States District Court for the Central District of California generally alleging the Company and certain of its current and former directors and officers violated the Securities Exchange Act of 1934 and Rule 10b- 5 promulgated thereunder by making allegedly false and misleading statements (the " Class Actions "). These Class Actions have since been dismissed and are now closed. As with **A Wells Notice is neither a formal charge of wrongdoing nor a final determination that the recipient has violated** any **law and invites recipients to submit a response if they wish. The Company made a submission in response to the Wells Notice explaining why an enforcement action would not be appropriate. Following that submission, the staff of the** SEC investigation, **determined that it would no longer be recommending that** there -- **the SEC file** is also the possibility of potential fines and - **an** penalties. At **enforcement action against the Company at** this time , however, **pending a potential agreed- upon resolution between** there -- **the Company and the SEC. The Company is in negotiations with the SEC over a potential resolution, which could include fines and penalties, but the terms of that settlement are not set. The Company** has **made no formal offer of settlement to the SEC as of this filing, and therefore, a reasonable estimate of the contingency cannot be made. AnHeart Lease Guarantee The Company provided a guarantee for two separate leases for two properties located in Manhattan, New York, at 273 Fifth Avenue and 275 Fifth Avenue, for 30 years and 15 years, respectively. The Company has determined that AnHeart is a VIE as a result of the guarantee. However, the Company concluded it is** not been any demand made by the SEC nor is **primary beneficiary of AnHeart and therefore does not consolidate, because** it **does not have** possible to estimate the amount of any such fines and penalties, should they - **the** occur **power to direct the activities of AnHeart that most significantly impact AnHeart' s economic performance** . Note 18- Subsequent Events The **On February 10, 2021, the** Company entered into an amortizing interest **.** The Lease Amendment permits subletting of the premises,and the Company intends to sublease the newly constructed premises to defray the rental expense undertaken pursuant to its guaranty obligations.On January 17,2022,the Company received notice that AnHeart had defaulted on its obligations as tenant under the lease for 275 Fifth Avenue.On February 7,2022,the Company undertook its guaranty obligations by assuming responsibility for payment of monthly rent and other tenant obligations,including past due rent as well as property tax obligations beginning with the January 2022 rent due.On February 25,2022,the Company instituted a legal action to pursue legal remedies against AnHeart and Minsheng.In March 2022,the Company agreed to stay that litigation against AnHeart rate swap agreement **of 4. 55 %. As of December 31** , with an initial notional amount **2023, the Company had a lease guarantee liability** of $ 120 **5** . **5 million. The current portion of the lease guarantee liability of $** 0 **. 3** million **is recorded in accrued expenses and other liabilities** , **while the** intended to hedge against future interest rate increases of certain long- term debt obligations of **portion is recorded in** the **other long- term liabilities on the consolidated balance sheet. The** Company **' s monthly rental payments range from approximately $ 42, 000 per month to $ 63, 000 per month, with the final payment due in 2034** . The **changes in the lease guarantee liability are presented below: (In thousands) AmountBalance at December 31, 2021 $ — Lease guarantee liability recorded5, 942 Lease guarantee liability activity (182) Balance at December 31, 20225, 760 Lease guarantee liability activity (288) Balance at December 31, 2023 $ 5, 472 The estimated future minimum lease payments as of December 31, 2023 are presented below: (In thousands) AmountYear Ending December 31, 2024 $ 582 2025604 2026621 2027638 2028656 Thereafter3, 822 Total6, 923 Less: imputed** interest **(** rate swap became effective March 1, **451) Total minimum lease** 2023 and continues through March 2028. Pursuant to the agreement, the Company will pay the swap counterparty a fixed rate of 4. 11 % in exchange for floating payments based on CME Term SOFR **$ 5, 472 Note 17- Subsequent Events Other than as disclosed elsewhere in this report, no subsequent events have occurred that would require recognition in the consolidated financial statements or disclosure in the accompanying notes** . ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE. ITEM 9A. CONTROLS AND PROCEDURES. Evaluation of Disclosure Controls and Procedures **Our** Under the supervision and with the participation of our management, including our principal executive officer and principal financial and accounting officer, we conducted an evaluation of the effectiveness of our **internal controls over financial reporting, and** disclosure controls and procedures, as such term is defined in Rules 13a- 15 (e) and 15d- 15 (e) under the Exchange Act, as of the end of the **period covered by this report** fiscal year ended December 31, 2022 . Based on this **that** evaluation, our principal executive officers - **officer** and principal financial and accounting officers - **officer** have concluded that **, due to** as a result of the material weakness **weaknesses** in our internal control over

~~financial reporting as~~ described below, our disclosure controls and procedures were not effective **at the reasonable assurance level** as of December 31, ~~2022~~ **2023** ~~. Notwithstanding the material weakness, our management has concluded that the financial statements included elsewhere in this report present fairly, and in all materials respects, our financial position, results of operations and cash flow in conformity with GAAP. Disclosure controls and procedures are designed to ensure that information required to be disclosed by us in our Exchange Act reports is recorded, processed, summarized, and reported within the time periods specified in the SEC' s rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Changes in Internal Controls Over Financial Reporting There have been no changes in our internal controls over financial reporting for the quarter ended December 31, 2022, that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting~~ . Management' s **Annual** Report on Internal Control Over Financial Reporting Management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a- 15 (f) and 15d- 15 (f) of the Exchange Act. Our internal ~~control~~ **controls** over financial reporting is a process designed under the supervision of our ~~Chief~~ **principal** ~~Executive~~ **executive** ~~Officer~~ **officer** and ~~Chief~~ **principal** ~~Financial~~ **financial and accounting** ~~Officer~~ **officer** to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Because of its inherent limitations, internal control over financial reporting may not detect or prevent misstatements. Also, projections of any evaluation of the effectiveness to future periods are subject to risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. As of December 31, ~~2022~~ **2023** , management assessed the effectiveness of our internal ~~control~~ **controls** over financial reporting based on the criteria for effective internal control over financial reporting established in " Internal Control- Integrated Framework ", issued by the Committee of Sponsoring Organizations (" COSO") of the Treadway Commission in 2013. ~~In connection with the audit of~~ **A material weakness is a deficiency,** ~~our~~ - **or** ~~consolidated~~ **a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim** financial statements **will not be prevented** ~~for~~ - **or** ~~the year ended~~ **detected on a timely basis. Based on this assessment, our management concluded that our internal control over financial reporting was not effective as of** December 31, ~~2020~~ **2023** ~~and 2021~~ **, due to the material weaknesses in our internal control over financial reporting described below. As previously reported** , we identified **the following** material weaknesses ~~that were reported previously~~ , which continue to exist as of December 31, ~~2022~~ **2023** . We did not maintain appropriately designed entity- level controls impacting the (1) control environment, (2) risk assessment procedures, (3) control activities, (4) information and communication, and (5) monitoring activities to prevent or detect material misstatements to the financial statements and assess whether the components of internal control were present and functioning properly. These deficiencies were primarily attributed to an insufficient number of qualified resources to support and provide proper oversight and accountability over the performance of controls. **These entity- level material weaknesses resulted** ~~Additionally, we did not have adequate selection and development of effective control activities, resulting~~ in the following **specific** material weaknesses: • Information Technology (IT) General Controls ~~—~~ **-** We did not design and maintain effective information technology general controls over logical access ~~and~~ **,** program change management **, and segregation of duties** for key IT systems. **As a** ~~Specifically, access to certain key IT systems was not restricted between business and IT administration access privileges, resulting~~ --- **result,** ~~in improper segregation of duties for~~ certain business ~~processes~~ -- **process controls that are dependent upon information from these systems were also not effective** . Additionally, ~~management~~ **we** did not design ~~effective controls to protect data security~~ and ~~maintain business sustainability. • As a result of the material weakness related to IT general controls, we did not properly design or~~ maintain effective controls over the **implementation** ~~relevance and quality~~ of **new IT systems** ~~internal data used in the financial reporting process and in the operation of business process control activities~~ . • **Financial Reporting-** We did not properly design or maintain effective controls over **the financial reporting process to enable timely reporting of** ~~complex~~ **complete** ~~accounting, significant management estimates,~~ and **accurate financial information** ~~new accounting pronouncements, including but not limited to business combinations, impairment of long- lived assets, goodwill impairment, leases and income taxes~~ . ~~•~~ We did not ~~properly~~ design ~~or maintain effective controls over the financial reporting process to enable timely reporting of complete and accurate financial information. Specifically, we did not design~~ and implement **certain** review controls with a sufficient precision to prevent or detect a material misstatement, did not consistently perform ~~independent~~ **sufficient** ~~reviews~~ - **review** of journal entries **,** or consistently retain adequate supporting documentation for financial statement balances and the related footnote disclosures. ~~As it relates to monitoring~~ **Additionally, we did not design and maintain effective controls over certain non- routine transactions or significant management estimates, including the review of underlying data and assumptions for completeness and accuracy. Remediation** ~~activities~~ **Activities In response to these material weaknesses, with oversight from the Audit Committee of the Board of Directors, we have continued to implement measures to improve our internal control structure. Specifically, we have** : • ~~We did not adequately perform timely~~ **Hired additional finance and accounting personnel and also provided training in key financial reporting and internal control areas; • Designed and implemented new entity- level controls (" ELCs ") with greater alignment to the COSO 2013 Internal Controls Framework; • Established requirements over documentation and retention of appropriate evidence to support the operation of ELCs, business process controls, IT general controls; • Enhanced the structure, governance, and communication over related party transactions; • Designed and implemented enhanced review procedures over technical accounting memos for non- routine transactions and complex accounting matters; • Implemented new enterprise finance and human capital system and evaluated technology alternatives to initiate a change from our legacy inventory and distribution system to better ensure data accuracy, completeness, and continued progress towards** ~~and~~ - **an** ~~ongoing evaluations~~ **improved operational and control environment; • Designed and implemented uniform controls across all distribution centers and improved processes around our inventory cycle counts and year- end inventory count procedures; • Designed and implemented controls over stock compensation, corporate tax, and year- end financial reporting procedures with enhanced precision and control attributes; and, • Designed and implemented an enhanced control testing program throughout the period** to ~~ascertain~~ **evaluate our system of internal control to determine** whether components of **the** internal control **were present and functioning properly in a more timely manner. We** are **committed** ~~present and functioning. Due~~ to **ensuring** ~~the foregoing material weaknesses, management concluded~~ that ~~as of December 31, 2022,~~ our internal ~~control~~ **controls** over financial reporting ~~was~~ **are designed and operating** ~~ineffective~~ -- **effectively** . **We believe** ~~In order to address and resolve~~ the **efforts taken** ~~foregoing material weaknesses, we have begun~~ to ~~implement~~ **date and certain** measures ~~designed to~~ **that are in progress will** improve **the effectiveness of** our internal ~~control~~ **controls** over financial reporting **and mitigate risks of material misstatement. We are still in the process of implementing these steps and cannot assure investors that these measures will significantly improve or remediate the material weaknesses described above. Additionally, while we believe these efforts will improve our internal control environment, our remediation is still in progress and subject** to **ongoing testing of the design and operating effectiveness over a sufficient period of time in order to effectively** remediate these material weaknesses ~~, including continuously hiring additional financial personnel with requisite training and experience in the preparation of financial statements in compliance with applicable SEC requirements, formalizing our processes to generate documentation sufficient to support~~

~~customer orders and purchase orders, and implementing controls to obtain documentation evidencing customer agreements to transaction amounts and account balances. System integrations on accounting and procurement software were substantially completed in March 2021. Operating on the same system strengthened our internal control over financial reporting and IT general controls by providing a single environment to perform operational and reporting functions~~ . The ~~measures we are implementing are subject to continued management review supported by confirmation and testing, as well as audit committee oversight. Management remains committed to ongoing efforts to address these material weaknesses. Although we will continue to implement measures to remedy our internal control deficiencies, there can be no assurance that our efforts will be successful or avoid potential future material weaknesses. In addition, until remediation steps have been completed and operated for a sufficient period of time, and subsequent evaluation of their~~ effectiveness **of** ~~is completed, the material weaknesses identified and described above will continue to exist. Our independent registered public accounting firm, BDO USA, LLP, has issued an audit report on~~ our internal control over financial reporting as of December 31, ~~2022~~ **2023 has been audited by BDO USA, P. C., an independent registered public accounting firm, as stated in their attestation report** , which is included ~~herein~~ **in Part II, Item 8 of this Form 10- K. Changes in Internal Controls Over Financial Reporting and Disclosure Controls Other than the actions taken to continue our material weaknesses remediation efforts, described above, there were no changes in our internal control over financial reporting (as defined in Rules 13a- 15 (f) and 15d- 15 (f) under the Exchange Act) during the quarter ended December 31, 2023 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting** . Opinion on Internal Control over Financial Reporting We have audited HF Foods Group Inc **.** ' s (the " Company' s ") internal control over financial reporting as of December 31, ~~2022~~ **2023** , based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (the " COSO criteria ") **.** In our opinion, the Company did not maintain, in all material respects, effective internal control over financial reporting as of December 31, ~~2022~~ **2023** , based on the COSO criteria. We do not express an opinion or any other form of assurance on management' s statements referring to any corrective actions taken by the Company after the date of management' s assessment. We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (" PCAOB "), the consolidated balance sheets of the Company as of December 31, **2023 and** 2022 ~~and 2021~~ , the related consolidated statements of operations and comprehensive income (loss), shareholders' equity, and cash flows for **each of the** ~~the~~ **three** years **in** ~~then~~ - **the period** ended **December 31, 2023** , and the related notes (collectively referred to as " the financial statements ") and our report dated March ~~31~~ **26** , ~~2023~~ **2024** expressed an unqualified opinion thereon. The Company' s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying " Item 9A, Management' s **Annual** Report on Internal Control over Financial Reporting ". Our responsibility is to express an opinion on the Company' s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with U. S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our audit of internal control over financial reporting in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company' s annual or interim financial statements will not be prevented or detected on a timely basis. The following material weaknesses have been identified and included in the accompanying Management' s Report on Internal Control Over Financial Reporting: The Company did not maintain appropriately designed entity- level controls impacting the (1) control environment, (2) risk assessment procedures, (3) control activities, (4) information and communication, and (5) monitoring activities to prevent or detect material misstatements to the financial statements and assess whether the components of internal control were present and functioning properly. These deficiencies were primarily attributed to an insufficient number of qualified resources to support and provide proper oversight and accountability over the performance of controls. ~~Additionally, the Company did not have adequate selection and development of effective control activities, resulting in the following additional material weaknesses:~~ • Information Technology (IT) General Controls – The Company did not design and maintain effective information technology general controls over logical access ~~and~~ **,** program change management **and segregation of duties** for key IT systems. **As a** ~~Specifically, access to certain key IT systems was not restricted between business and IT administration access privileges, resulting~~ --- **result,** ~~in improper segregation of duties for~~ certain business ~~processes~~ -- **process controls that are dependent upon information from these systems were also not effective** . Additionally, ~~management~~ **the Company** did not design ~~effective controls to protect data security~~ and ~~maintain business sustainability. • As a result of the material weakness related to IT general controls, the Company did not properly design or~~ maintain effective controls over the **implementation** ~~relevance and quality~~ of **new IT systems** ~~internal data used in the financial reporting process and in the operation of business process control activities~~ . • **Financial Reporting-** The Company did not properly design or maintain effective controls over **the financial reporting process to enable timely reporting of** ~~complex~~ **complete** ~~accounting, significant management estimates,~~ and **accurate financial information** ~~new accounting pronouncements, including but not limited to business combinations, impairment of long- lived assets, goodwill impairment, leases, and income taxes~~ . ~~•~~ The Company did not ~~properly~~ design ~~or maintain effective controls over the financial reporting process to enable timely reporting of complete and accurate financial information. Specifically, the Company did not design~~ and implement **certain** review controls with a sufficient precision to prevent or detect a material misstatement, did not consistently perform ~~independent~~ **sufficient** ~~reviews~~ - **review** of journal entries, or consistently retain adequate supporting documentation for financial statement balances and the related footnote disclosures. ~~• The~~ **Additionally, the** Company did not **design** ~~adequately perform timely~~ and **maintain effective** ~~ongoing evaluations to ascertain whether components of internal control~~ **controls** ~~are present~~ **over certain non- routine transactions or significant management estimates, including the review of underlying data** and ~~functioning~~ **assumptions for completeness and accuracy** . These material weaknesses were considered in determining the nature, timing, and extent of audit tests applied in our audit of the ~~2022~~ **2023** financial statements, and this report does not affect our report dated March ~~31~~ **26** , ~~2023~~ **2024** ~~on those financial statements~~ . Definition and Limitations of Internal Control over Financial Reporting A company' s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company' s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company' s assets

that could have a material effect on the financial statements. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. ~~/ s / BDO USA, LLP~~ ITEM 9B. OTHER INFORMATION. ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS. PART III. ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE. Information required by this Item will be included in our Proxy Statement for the ~~2022~~ **2024** Annual Meeting of Stockholders to be filed with the SEC, within 120 days of the fiscal year ended December 31, ~~2022~~ **2023** , and is incorporated herein by reference. ITEM 11. EXECUTIVE COMPENSATION. ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS. ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE. ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES. PART IV. ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES. We have filed the following documents as part of this Annual Report on Form 10- K: 1. Consolidated Financial Statements See Index to Consolidated Financial Statements in Part II, Item 8 of this Annual Report on Form 10- K. 2. Financial Statement Schedules All financial statement schedules have been omitted, since the required information is not applicable or is not present in amounts sufficient to require submission of the schedule, or because the information required is included in the consolidated financial statements and accompanying notes in this Annual Report on Form 10- K. 3. Exhibits The following exhibits are incorporated herein by reference or are filed or furnished with this report as indicated below: Incorporated by ReferenceExhibit NumberDescriptionFormExhibit / AppendixFiling Date2. 1Merger Agreement dated March 27, 2018, by and among Atlantic Acquisition Corp., HF Group Merger Sub Inc., HF Group Holding Corporation, the stockholders of HF Group Holding Corporation and Zhou Min Ni, as the stockholders' representativeDEF14AA7 / 18 / 20183. 1Second Amended and Restated Certificate of Incorporation8- K3. 1. 211 / 5 / 2019 Incorporated by ReferenceExhibit NumberDescriptionFormExhibit / AppendixFiling Date3. 2Amended and Restated Bylaws8- K3. 0211 / 4 / ~~20224~~ **20223 . 3Certificate of Designation of Rights, Preferences and Privileges of Series A Participating Preferred Stock8- K3. 14 / 12 / 20233. 4First Amendment to Amended and Restated Bylaws, dated April 25, 20238- K3. 14 / 26 / 20234** . 1Specimen Common Stock CertificateS- 1 / A4. 27 / 28 / 20174. 2Form of Rights Agreement, dated August 8, 2017, by and between American Stock Transfer & Trust Company, LLC and the Registrant 8- K4. 18 / 11 / 20174. 3Form of Unit Purchase Option between the Registrant and Chardan Capital Markets, LLCS- 1 / A4. 57 / 28 / 20174. **4Preferred Stock Rights** ~~4 * Description of Registrant' s Securities10. 1Investment Management Trust Account~~ Agreement, dated ~~August 8~~ **as of April 11** , ~~2017~~ **2023** , by and between **HF Foods Group Inc. and** American Stock Transfer & Trust Company, LLC ~~and the~~ **, as rights agent8- K4. 14 / 12 / 20234. 5 * Description of** Registrant ~~8- K10~~ **' s Securities10** . ~~18 / 11 / 201710. 2Registration Rights Agreement, dated August 8, 2017, by and among the Registrant and the initial stockholders8- K10. 28 / 11 / 201710. 3Stock Escrow Agreement dated August 8, 2017 among the Registrant, American Stock Transfer & Trust Company, LLC, and the initial stockholders8- K10. 38 / 11 / 201710. 4Form of Letter Agreement by and between the Registrant, the initial stockholders and the officers and directors of the CompanyS-~~ 1 ~~/ A10. 27 / 28 / 201710. 5~~ † HF Food Group Inc. 2018 Omnibus Equity Incentive PlanDEF14AB7 / 18 / 201810. **2Form** ~~60Form of Escrow Agreement between Atlantic Acquisition Corp., Loeb and Loeb L. P. as escrow agent and HF Group and Zhou Min Ni, as representative of the stockholders of HF Group8- K10. 88 / 27 / 201810. 70Form~~ of Registration Rights Agreement between the Company, HF Group Holdings Corporation and Zhou Min Ni, as representative of the stockholders of HF ~~Group8-~~ **Foods8** - K10. 98 / 27 / 201810. **3** ~~80Form of Lock Up Agreement dated August 22, 2018 between Atlantic Acquisition Corp. and the stockholders of HF Group8- K10. 108 / 27 / 201810. 9~~ † Employment Agreement as amended dated as of August 22, 2018 between HF Foods Group Inc. and Zhou Min Ni8- K10. 109 / 13 / 201810. ~~10~~ **4** † Employment Agreement as amended dated as of August 22, 2018 between HF Foods Group Inc. and Chan Sin Wong8- K10. 119 / 13 / 201810. ~~11~~ **5** † Employment Agreement as amended dated as of August 22, 2018 between HF Foods Group Inc. and Jian Ming Ni8- K10. 129 / 13 / 201810. ~~12Credit~~ **6Credit** Agreement dated as of January 5, 2012 between Han Feng, Inc. and East West Bank10- K10. 124 / 1 / 201910. ~~13Amendment~~ **7Amendment** to Credit Agreement dated as of May 21, 2013 by and between Han Feng, Inc. and East West Bank10- K10. 134 / 1 / 201910. ~~14Second~~ **8Second** Amendment to Credit Agreement dated as of December 10, 2013 by and between Han Feng, Inc. and East West Bank10- K10. 144 / 1 / 201910. ~~15Third~~ **9Third** Amendment to Credit Agreement dated as of July 1, 2016 between Han Feng, Inc. and East West Bank10- K10. 154 / 1 / 201910. ~~16Fourth~~ **10Fourth** Amendment to Credit Agreement dated July 18, 2017 between Han Feng, Inc. and East West Bank10- K10. 164 / 1 / 201910. ~~17Credit~~ **11Credit** Agreement dated as of February 26, 2018 between New Southern Food Distributors, Inc. and Bank of America, N. A. 10- K10. 174 / 1 / 201910. ~~18Warehouse~~ **12Warehouse** Lease Agreement dated as January 7, 2019 between Yoan Chang Trading and Kirnland Food Service10- K10. 184 / 1 / 201910. ~~19 † Employment Agreement with Kong Hian Victor Lee dated December 6, 201910- Q10. 111 / 9 / 202010. 20 † Amendment to Employment Agreement with Kong Hian Victor Lee dated October 1, 202010- Q10. 211 / 9 / 202010. 21Membership~~ - **13Membership** Interest Purchase Agreement among B & R Global Holdings, Inc., B & R Group Realty Holding, LLC, and subsidiaries of B & R Group Realty Holding, LLC, dated January 17, 202010- Q2. 15 / 18 / ~~2020~~ **202010** ~~Incorporated by ReferenceExhibit NumberDescriptionFormExhibit / AppendixFiling Date10~~ . ~~22Second~~ **14Second** Amended and Restated Credit Agreement among HF Foods Group Inc. B & R Global Holdings, Inc., subsidiaries of the Company, JPMorgan Chase Bank, N. A. (" JPMorgan "), as Administrative Agent, and certain lender parties thereto, dated January 17, 202010- Q10. 15 / 18 / 202010. ~~23~~ **15** † Letter Agreement between HF Foods Group Inc. and Russell T. Libby10- Q10. 25 / 18 / 202010. ~~24Mutual~~ **16Mutual** Rescission Agreement between HF ~~Group~~ **Foods** and Rescinding Shareholders dated April 1, 202010- Q10. 35 / 18 / 202010. ~~25Assignment~~ **17Assignment** and Assumption of Lease Agreement, dated as of January 21, 2021 between Anheart, Inc. and 273 Fifth Avenue, LLC10- K10. 253 / 16 / 202110. ~~26Lease~~ **18Lease** dated July 2, 2018, between Anheart Inc. and Premier 273 Fifth, LLC10- K10. 263 / 16 / 202110. ~~27Amendment~~ **19Amendment** of Lease, dated as of January 21, 2021, between Anheart, Inc. and Premier 273 Fifth, LLC10- K10. 273 / 16 / ~~202110~~ - **2021 Incorporated by ReferenceExhibit NumberDescriptionFormExhibit / AppendixFiling Date10** . ~~28~~ **20** † Separation Agreement between HF Foods Group Inc. and Zhou Min Ni, dated February 23, 202110- K10. 283 / 16 / 202110. ~~29Lease~~ **21Lease** Agreement between Yoan Chang Trading, Inc. and Kirnland Food Distribution, Inc., dated as of January 1, 202110- K10. 293 / 16 / 202110. ~~30Stock~~ **22Stock** Purchase Agreement, dated May 28, 2021, by and among Ki Tai Yeung, HF Group Holding Corp., and Kirnland Food Distribution, Inc. 8- K10. 16 / 1 / 202110. ~~31~~ **23** † HF Foods Group Inc. Amended and Restated Severance Plan8- K10. 11 / 5 / 202310. ~~32~~ **24** † Employment Agreement between Christine Chang and HF Foods Group Inc., dated as of July 29, 20218- K10. 28 / 4 / 202110. ~~33Continuing~~ **25Continuing** Guaranty, dated August 2, 2021, executed by HF Foods Group Inc. in favor of JPMorgan Chase Bank, N. A. 8- K10. 19 / 9 / 202110. ~~34~~ **26** † Letter Agreement by and between HF Foods Group Inc. and Valerie P. Chase, dated December 10, 20218- K5. 112 / 15 / 202110. ~~35Consent~~ **27Consent** , Waiver, Joinder and Amendment No. 3 to Second Amended and Restated Credit Agreement by and among HF Foods Group Inc., B & R Global Holdings, Inc. and certain of the wholly- owned subsidiaries and affiliates of the Company, including Great Wall Seafood IL, L. L. C., and Great Wall Seafood TX, L. L. C., as borrowers, JPMorgan Chase Bank, N. A. as Administrative Agent, and certain lender parties thereto, including Comerica Bank, dated December 30, 20218- K10. 11 / 4 / 202210. ~~36Asset~~ **28Asset** Purchase Agreement by and among Great Wall Seafood Supply, Inc., Great Wall Restaurant Supplier, Inc., First Mart Inc., Great Wall Seafood IL, L. L. C., Great Wall Seafood TX, L. L. C., Bo Chuan Wong and Qiu Xian Li,

dated December 30, 20218- K10. 21 / 4 / 202210. 37 29 † Form of Restricted Stock AgreementS- 84. 76 / 15 / 202110. 38Third 30Third Amended and Restated Credit Agreement by and among HF Foods Group Inc., B & R Global Holdings, Inc. and certain of the wholly- owned subsidiaries and affiliates of the Company, as borrowers, JPMorgan Chase Bank, N. A. as Administrative Agent, and certain lender parties thereto, including Comerica Bank, dated March 31, 20228- K10. 14 / 1 / 202210. 39 31 † Offer of Employment for Felix Lin dated April 15, 20228- K10. 14 / 20 / 202210. 40Asset 32Asset Purchase Agreement, dated as of April 19, 2022, by and among Sealand Food, Inc., Connie Wang, Jenny Wang and Great Wall Seafood VA, L. L. C. and, solely for purposes of Section 2. 1 (d) thereof, HF Foods Group, Inc. 8- K10. 14 / 25 / 202210. 41 33 † Separation and Release Agreement, dated May 18, 2022, by and among HF Foods Group Inc. and Kong Hian Lee8- K10. 15 / 24 / 202210. 42 34 † Offer Letter, dated July 8, 2022, by and among HF Foods Group, Inc. and Carlos A. Rodriguez8- K10. 17 / 14 / 202210. 35 † Letter Agreement, dated June 30 January 17, 2022, by and among HF Foods Group Inc. and Jose Maroto8 Prudence Kuai8 - K10. 17 11 / 7 19 / 202310. 36Consent Under Third Amended and Restated Credit Agreement, dated October 26, 20228- K10. 110 / 31 / 202210. 43 37 † Offer Letter Separation Agreement and Release of Claims, dated July 8 March 26, 2022, by and among HF Foods Group, Inc. and Carlos A. Rodriguez8- K10. 17 / 14 / 202210 -- 2021, 44 † Letter Agreement, dated January 17, 2022, by and among HF Foods Group Inc. and Prudence Kuai8 Caixuan Xu10 - K10. 11 451 / 19 31 / 2023 202321 . 1 * Subsidiaries of Registrant23. 1 * Consent of BDO USA, P. C. 31. 1 * Certification of Chief Executive Officer pursuant to Rule 13a- 14 and Rule 15d- 14 (a), promulgated under the Securities and Exchange Act of 1934, as amended31. 2 * Certification of Chief Financial Officer pursuant to Rule 13a- 14 and Rule 15d- 14 (a), promulgated under the Securities and Exchange Act of 1934, as amended32. 1 * * Certification of Chief Executive Officer pursuant to 18 U. S. C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002 Incorporated by ReferenceExhibit NumberDescriptionFormExhibit / AppendixFiling Date32 Date10. 45Consent Under Third Amended and Restated Credit Agreement, dated October 26, 20228- K10. 110 / 31 / 202210. 46 † Separation Agreement and Release of Claims, dated March 26, 2021, by and among HF Foods Group Inc. and Caixuan Xu10- K10. 451 / 31 / 202316. 1Letter from Friedman LLP to the Securities and Exchange Commission dated September 10, 20218- K16. 19 / 10 / 202121. 1 * Subsidiaries of Registrant23. 1 * Consent of BDO USA, LLP. 23 . 2 * Consent of Friedman LLP31. 1 * Certification of Chief Executive Officer pursuant to Rule 13a- 14 and Rule 15d- 14 (a), promulgated under the Securities and Exchange Act of 1934, as amended31. 2 * Certification of Chief Financial Officer pursuant to Rule 13a- 14 and Rule 15d- 14 (a), promulgated under the Securities and Exchange Act of 1934, as amended32. 1 * * Certification of Chief Executive Officer pursuant to 18 U. S. C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 200232 200297 . 2 1 * Policy for * Certification of Chief Financial Officer pursuant to 18 U. S. C. Section 1350, as adopted pursuant to Section 906 of the Recovery Sarbanes- Oxley Act of 2002101 Erroneously Awarded Compensation101 * Inline XBRL Document Set for the consolidated financial statements and accompanying notes in Part II, Item 8," Financial Statements and Supplementary Data" of this Annual Report on Form 10- K104 * Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101) * Filed herewith. * * Furnished herewith. † Indicates a management contract or compensatory plan or arrangement. ITEM 16. FORM 10- K SUMMARY SIGNATURES Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized. HF Foods Group Inc. Date: March 31 26, 2023By 2024By : / s / Xiao Mou ZhangXiao Mou ZhangChief Executive OfficerDate: March 31 26, 2023By 2024By : / s / Carlos RodriguezCarlos RodriguezChief Felix LinFelix LinInterim Chief Financial Officer; President and Chief Operating Officer (Principal accounting and financial officer) Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated. SignatureTitleDate / s / Xiao Mou ZhangChief Executive Officer and DirectorMarch 31 26, 2023Xiao 2024Xiao Mou Zhang / s / Russell LibbyChairman of the Board and DirectorMarch 31 26, 2023Russell 2024Russell Libby / s / Valerie ChaseDirectorMarch 31 26, 2023Valerie 2024Valerie Chase / s / Prudence KuaiDirectorMarch 31 26, 2023Prudence 2024Prudence Kuai / s / Hong WangDirectorMarch 31 26, 2023Hong 2024Hong Wang Exhibit 4. 4 5 DESCRIPTION OF THE REGISTRANT' S SECURITIES REGISTERED PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934 DESCRIPTION OF CAPITAL STOCK The following description of the capital stock of HF Foods Group Inc. (the" Company,"" us,"" we," or" our") is a summary and does not purport to be complete. It is subject to, and qualified in its entirety by, reference to our Second Amended and Restated Certificate of Incorporation (" Certificate of Incorporation") and our Bylaws (" Bylaws"), each of which are incorporated by reference as an exhibit to the Annual Report on Form 10- K of which this exhibit is a part. Authorized Shares Under our Certificate of Incorporation, our authorized capital stock consists of 101, 000, 000 shares of capital stock, consisting of 100, 000, 000 shares of common stock, par value $ 0. 0001 per share, and 1, 000, 000 shares of preferred stock, par value $ 0. 001 per share. The number of authorized shares of any class or classes of our capital stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority in voting power of our outstanding capital stock entitled to vote thereon, without a separate vote of the holders of the Preferred Stock, or any series thereof, unless a vote of any such holders is required pursuant to any Preferred Stock Designation, and irrespective of the provisions of Section 242 (b) (2) of the Delaware General Corporation Law (the" DGCL"). We may not authorize the issuance of any class, or series thereof, of nonvoting equity shares. Our common stock is and Preferred Stock Purchase Rights are registered under Section 12 (b) of the Securities Exchange Act of 1934, as amended (the" Exchange Act"). Voting Rights Holders of our common stock are entitled to one vote per share on all matters voted on by the stockholders, including in connection with the election of directors, as provided by law. Holders of our common stock do not have cumulative voting rights. Except as otherwise required by the DGCL or our Certificate of Incorporation and Bylaws, action requiring stockholder approval may be taken by a vote of the holders of a majority of the voting power of the shares of stock of the Company present in person or by proxy and entitled to vote on the relevant matter at a meeting at which a quorum is present. Dividend Rights After satisfaction of any dividend rights of holders of preferred stock and subject to applicable law, if any, holders of common stock are entitled to receive dividends, if any, as may be declared from time to time by our board of directors in its discretion. Liquidation and Other Rights Holders of our common stock have no preemptive, subscription, redemption, conversion or exchange rights and no sinking fund provisions. All outstanding shares of our common stock are duly authorized, validly issued, fully paid and non- assessable. Additional shares of common stock may be issued, as authorized by our Board from time to time, without stockholder approval, except for any stockholder approval required by The Nasdaq Capital Market. The rights, preferences and privileges of holders of common stock are subject to, and may be adversely affected by, the rights of the holders of shares of any series of preferred stock that we may designate and issue in the future. Our board of directors has been authorized to provide for the issuance of up to 1, 000, 000 shares of our preferred stock from time to time in one or more series without the approval of stockholders. With respect to each series of our preferred stock, our board of directors has the authority to fix or alter the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption, including sinking fund provisions, the redemption price or prices, and the liquidation preferences of any wholly unissued class or series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them . On April 11, 2023, our board of directors authorized and declared a dividend distribution of one right (each, a " Right ") for each outstanding share of common stock to stockholders of record as of the close of business on April 24, 2023 (the " Record Date "). Each Right entitles the registered holder to purchase from the Company one one-

thousandth of a share of Series A Participating Preferred Stock, par value $ 0. 001 per share (the " Series A Preferred Stock "), of the Company at an exercise price of $ 19. 50 (the " Exercise Price "), subject to adjustment. The complete terms of the Rights are set forth in a Preferred Stock Rights Agreement (the " Rights Agreement "), dated as of April 11, 2023, between the Company and American Stock Transfer & Trust Company, LLC, as rights agent. Our board of directors adopted the Rights Agreement to protect stockholders from coercive or otherwise unfair takeover tactics. The Rights Agreement functions by imposing a significant penalty upon any person or group that acquires fifteen percent (15 %) or more of the shares of our common stock without the approval of the board of directors. As a result, the overall effect of the Rights Agreement and the issuance of the Rights may be to render more difficult or discourage a merger, tender or exchange offer or other business combination involving the Company that is not approved by the board of directors. Distribution and Transfer of Rights; Rights Certificates Our board of directors has declared a dividend of one Right for each outstanding share of common stock. Prior to the Distribution Date referred to below: • the Rights are evidenced by and trade with the certificates for the common stock (or, with respect to any uncertificated common stock registered in book entry form, by notation in book entry), and no separate rights certificates will be distributed; • new common stock certificates issued after the Record Date contain a legend incorporating the Rights Agreement by reference (for uncertificated common stock registered in book entry form, this legend will be contained in a notation in book entry); and • the surrender for transfer of any certificates for common stock (or the surrender for transfer of any uncertificated common stock registered in book entry form) also constitute the transfer of the Rights associated with such common stock. Rights will accompany any new shares of common stock that are issued after the Record Date. Subject to certain exceptions specified in the Rights Agreement, the Rights will separate from the common stock and become exercisable following (1) the 10th business day (or such later date as may be determined by the board of directors) after the public announcement that a person or group of affiliated or associated persons (such person or group, an " Acquiring Person ") has acquired beneficial ownership of fifteen percent (15 %) or more of the common stock or (2) the 10th business day (or such later date as may be determined by the board of directors) after a person or group announces a tender or exchange offer that would result in ownership by a person or group of fifteen percent (15 %) or more of the common stock. For purposes of the Rights Agreement, beneficial ownership is defined to include the ownership of derivative securities. A person or group who beneficially owned fifteen percent (15 %) or more of the Company' s outstanding common stock prior to the first public announcement by the Company of the adoption of the Rights Agreement will not trigger the Rights Agreement so long as they do not acquire beneficial ownership of any additional shares of common stock at a time when they still beneficially own fifteen percent (15 %) or more of such common stock, subject to certain exceptions as set forth in the Rights Agreement. The date on which the Rights separate from the common stock and become exercisable is referred to as the " Distribution Date. " After the Distribution Date, the Company will mail Rights certificates to the Company' s stockholders as of the close of business on the Distribution Date and the Rights will become transferable apart from the common stock. Thereafter, such Rights certificates alone will represent the Rights. Series A Preferred Stock Purchasable Upon Exercise of Rights After the Distribution Date, each Right will entitle the holder to purchase, for the Exercise Price, one one- thousandth of a share of Series A Preferred Stock having economic and other terms similar to that of one share of common stock. This portion of a share of Series A Preferred Stock is intended to give the stockholder approximately the same dividend, voting and liquidation rights as would one share of common stock, and should approximate the value of one share of common stock. More specifically, each one one- thousandth of a share of Series A Preferred Stock, if issued, will: • not be redeemable; • entitle holders to quarterly dividend payments of $ 0. 001 per one one- thousandth of a share of Series A Preferred Stock, or an amount equal to the dividend paid on one share of common stock, whichever is greater; • entitle holders upon liquidation either to receive $ 1 per one one- thousandth of a share of Series A Preferred Stock or an amount equal to the payment made on one share of common stock, whichever is greater; • have the same voting power as one share of common stock; and • entitle holders to a payment per one one- thousandth of a share of Series A Preferred Stock equal to the payment made on one share of common stock if the common stock is exchanged via merger, consolidation or a similar transaction. Flip- In Trigger If an Acquiring Person obtains beneficial ownership of fifteen percent (15 %) or more of the common stock, then each Right will entitle the holder thereof to purchase, for the Exercise Price, a number of shares of common stock (or, in certain circumstances, cash, property or other securities of the Company) having a then- current market value of twice the Exercise Price. However, the Rights are not exercisable following the occurrence of the foregoing event until such time as the Rights are no longer redeemable by the Company, as further described below. Following the occurrence of an event set forth in preceding paragraph, all Rights that are or, under certain circumstances specified in the Rights Agreement, were beneficially owned by an Acquiring Person or certain of its transferees will be void. Flip- Over Trigger If, after an Acquiring Person obtains fifteen percent (15 %) or more of the common stock, (1) the Company merges into another entity, (2) an acquiring entity merges into the Company or (3) the Company sells or transfers more than 50 percent of its assets, cash flow or earning power, then each Right (except for Rights that have previously been voided as set forth above) will entitle the holder thereof to purchase, for the Exercise Price, a number of shares of common stock of the person engaging in the transaction having a then- current market value of twice the Exercise Price. Redemption of the Rights The Rights will be redeemable at the Company' s option for $ 0. 001 per Right (payable in cash, common stock or other consideration deemed appropriate by the board of directors) at any time on or prior to the 10th business day (or such later date as may be determined by the board of directors) after the public announcement that an Acquiring Person has acquired beneficial ownership of fifteen percent (15 %) or more of the common stock. Immediately upon the action of the board of directors ordering redemption, the Rights will terminate and the only right of the holders of the Rights will be to receive the $ 0. 001 redemption price. The redemption price will be adjusted if the Company undertakes a stock dividend or a stock split. Exchange Provision At any time after the date on which an Acquiring Person beneficially owns fifteen percent (15 %) or more of the common stock and prior to the acquisition by the Acquiring Person of 50 percent of the common stock, the board of directors may exchange the Rights (except for Rights that have previously been voided as set forth above), in whole or in part, for common stock at an exchange ratio of one share of common stock per Right (subject to adjustment). In certain circumstances, the Company may elect to exchange the Rights for cash or other securities of the Company having a value approximately equal to one share of common stock. Expiration of the Rights The Rights expire on the earliest of (1) 5: 00 p. m., New York City time, on April 11, 2024 or (2) upon the redemption or exchange of the Rights as described above. Amendment of Terms of the Rights Agreement and Rights The terms of the Rights and the Rights Agreement may be amended in any respect without the consent of the holders of the Rights on or prior to the Distribution Date. Thereafter, the terms of the Rights and the Rights Agreement may be amended without the consent of the holders of Rights in order to (1) cure any ambiguities, (2) shorten or lengthen any time period pursuant to the Rights Agreement or (3) make changes that do not adversely affect the interests of holders of the Rights. Voting Rights Other Stockholder Rights The Rights will not have any voting rights. Until a Right is exercised, the holder thereof, as such, will have no separate rights as stockholder of the Company. Anti- Dilution Provisions The board of directors may adjust the Exercise Price, the number of shares of Series A Preferred Stock issuable and the number of outstanding Rights to prevent

dilution that may occur from a stock dividend, a stock split or a reclassification of the Series A Preferred Stock or common stock. With certain exceptions, no adjustments to the Exercise Price will be made until the cumulative adjustments amount to at least one percent of the Exercise Price. No fractional shares of Series A Preferred Stock will be issued and, in lieu thereof, an adjustment in cash will be made based on the current market price of the Series A Preferred Stock. The distribution of Rights should not be taxable for federal income tax purposes. However, following an event that renders the Rights exercisable or upon redemption of the Rights, stockholders may recognize taxable income. For additional information regarding the Rights, the Rights Plan and the Series A Preferred Stock, see our Registration Statement on Form 8- A filed with the SEC on April 12, 2023, and our Current Report on Form 8- K filed with the SEC on April 12, 2023 . Anti- Takeover Effects of Provisions of our Certificate of Incorporation and Bylaws Some provisions of Delaware law, our Certificate of Incorporation and our Bylaws could delay or discourage some transactions involving an actual or potential change in control of us or our management and may limit the ability of our stockholders to remove current management or approve transactions that our stockholders may deem to be in their best interests. These provisions: a. allow our board of directors to issue any authorized but unissued shares of common stock without approval of stockholders; b. authorize our board of directors to establish one or more series of preferred stock, the terms of which can be determined by our board of directors at the time of issuance; c. provide an advanced written notice procedure with respect to stockholder proposals and the nomination of candidates for election as directors, other than nominations made by or at the direction of our board of directors, subject to the rights of stockholders to request inclusion of proposals in our proxy statement pursuant to Rule 14a- 8 under the Exchange Act (or any successor provision of law); d. state that special meetings of our stockholders may be called only by the Chairman of our board of directors, our President, or at the request of a majority of our board of directors; e. allow our directors, and not our stockholders, to fill vacancies on our board of directors, including vacancies resulting from removal or enlargement of our board of directors, unless such vacancies are created by the removal of a director by the stockholders; and f. grant our board of directors the authority to alter any provision of the Bylaws without a stockholder assent or vote; provided, however, that such authority of our board of directors is subject to the power of the stockholders to alter, amend, change, add to, repeal, rescind or make new Bylaws by the affirmative vote of the holders of at least a majority of the voting power of the outstanding shares entitled to vote thereon. Delaware Anti- takeover Law The Company is subject to Section 203 of the DGCL, which is an anti- takeover law. ln general, Section 203 prevents a publicly- held Delaware corporation from engaging in a" business combination" with any" interested stockholder" for a period of three years following the date that the person became an interested stockholder unless (1) our board of directors approved either the business combination or the transaction that resulted in the stockholder becoming an interested stockholder, (2) at least two- thirds of the outstanding shares not owned by that interested stockholder approve the business combination, or (3) upon becoming an interested stockholder, that stockholder owned at least 85 % of the outstanding shares, excluding those held by officers, directors and some employee stock plans. In general, a" business combination" includes, among other things, a merger or consolidation involving us and the" interested stockholder" and the sale of more than 10 % of our assets. In general, an" interested stockholder" is any entity or person beneficially owning 15 % or more of our outstanding voting stock and any entity or person affiliated with or controlling or controlled by such entity or person. A Delaware corporation may" opt out" of these provisions with an express provision in its original certificate of incorporation or an express provision in its certificate of incorporation or bylaws resulting from a stockholders' amendment approved by at least a majority of the outstanding voting shares. We have not opted out of these provisions. Exclusive Forum Provision Unless the Company consents in writing to the selection of an alternative forum, the sole and exclusive forum for certain legal actions involving the Company will be the Court of Chancery of the State of Delaware. If the Court of Chancery of the State of Delaware lacks subject matter jurisdiction over such action or proceeding, the sole and exclusive forum for such action or proceeding shall be another state or federal court located within the State of Delaware or, if no court of the State of Delaware has jurisdiction, then the United States District Court for the District of Delaware. Unless the Company consents in writing to the selection of an alternative forum, the federal district courts of the United States of America will be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended and the rules and regulations promulgated thereunder.