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NNK Group Limited
年年卡集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3773)

**1) POLL RESULTS OF THE ANNUAL GENERAL
MEETING HELD ON 14 JUNE 2023**
AND
2) RETIREMENT OF AUDITOR

1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 14 JUNE 2023

Reference is made to the circular of NNK Group Limited (the “**Company**”) dated 19 May 2023 (the “**Circular**”), the supplemental circular of Company dated 31 May 2023 (the “**Supplemental Circular**”), the notice of the annual general meeting of the Company (the “**AGM**”) dated 19 May 2023 (the “**AGM Notice**”) and the supplemental notice of the AGM of the Company (the “**AGM**”) dated 31 May 2023 (the “**Supplemental AGM Notice**”). Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular and the Supplemental Circular.

The Board is pleased to announce that except for the ordinary resolution numbered 3 which shall be transacted in the adjourned AGM (*see Note (a)*), all of the other proposed resolutions as set out in the AGM Notice and the Supplemental AGM notice were duly passed by the Shareholders as ordinary/special resolutions by way of poll at the AGM. For details of the resolutions considered at the AGM, Shareholders should refer to the AGM Notice and the Supplemental AGM Notice. The poll results are as follows:

ORDINARY RESOLUTIONS		NO. OF VOTES (%)	
		FOR	AGAINST
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors the Company (the “ Directors ”) and auditor of the Company for the year ended 31 December 2022.	301,436,000 (100%)	0 (0%)

ORDINARY RESOLUTIONS		NO. OF VOTES (%)	
		FOR	AGAINST
2.	(a) To re-elect Dr. Zhou Jinhuang as an executive Director.	301,436,000 (100%)	0 (0%)
	(b) To re-elect Mr. Guan Heng as an executive Director.	301,436,000 (100%)	0 (0%)
	(c) To re-elect Mr. Yu Zida as a non-executive Director.	301,436,000 (100%)	0 (0%)
	(d) To authorize the board of Directors (the “ Board ”) to fix remuneration of the Directors.	301,436,000 (100%)	0 (0%)
	(e) To re-elect Ms. Zou Guoying as an independent non-executive Director.	301,436,000 (100%)	0 (0%)
	(f) To authorize the board of Directors (the “ Board ”) to fix the remuneration of the Directors.	301,436,000 (100%)	0 (0%)
	(g) To appoint Mr. Zhang Mingqun as an independent non-executive Director.	301,436,000 (100%)	0 (0%)
3.	To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and authorize the Board to fix remuneration of auditor.	This resolution shall be considered in the adjourned AGM of the Company (Note a)	
4.	(A) To give a general and unconditional mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the number of issued shares of the Company.	301,436,000 (100%)	0 (0%)
	(B) To give a general and unconditional mandate to the Directors to repurchase shares not exceeding 10% of the number of issued shares of the Company.	301,436,000 (100%)	0 (0%)
	(C) To extend the authority given to the Directors pursuant to the ordinary resolution No. 4(A) to issue shares by adding the number of shares repurchased under the ordinary resolution No. 4(B) to the number of issued shares of the Company.	301,436,000 (100%)	0 (0%)

SPECIAL RESOLUTIONS		NO. OF VOTES (%)	
		FOR	AGAINST
5.	To approve the proposed change of the English name of the Company from “NNK Group Limited” to “Yinsheng Digifavor Company Limited”, and its dual foreign name in Chinese from “年年卡集團有限公司” to “銀盛數惠數字有限公司”.	301,436,000 (100%)	0 (0%)
6.	To approve the proposed amendments to the existing memorandum and articles of association of the Company and to adopt the amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company respectively.	301,436,000 (100%)	0 (0%)

Note:

- (a) Due to the proposed change of auditor, the ordinary resolution numbered 3 as set out in the notice of AGM had not been put forward at the AGM for voting. The resolution numbered 3 for the appointment of auditor will be transacted in an adjourned AGM to be held on 29 June 2023. Please refer to the announcements of the Company in relation to the proposed change of auditor dated 2 June 2023 and 8 June 2023 and the notice of the adjourned AGM of the Company dated 12 June 2023 for more details.

As more than 50% of votes were casted in favour of each of the above ordinary resolutions numbered 1, 2 and 4, all of the above ordinary resolutions were duly passed as ordinary resolutions of the Company. As more than 75% of the votes were cast in favour of the numbered 5 and 6 resolution at the AGM by way of poll, such resolutions were duly passed at the AGM as special resolutions of the Company.

As at the date of the AGM, the number of issued Shares was 415,000,000 Shares, which was the total number of Shares entitling the holders to attend and vote for or against the resolutions at the AGM. There were no Shares entitling the holder to attend and abstain from voting in favour of any resolutions proposed at the AGM as set out in Rule 13.40 of the Listing Rules. No Shareholders were required to abstain from voting at the AGM under the Listing Rules and none of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions proposed at the AGM.

The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

All Directors attended the Annual General Meeting in person or via video conferencing.

2) RETIREMENT OF AUDITOR

The Board announces that Deloitte Touche Tohmatsu (“**Deloitte**”) has retired as the auditor of the Company upon expiration of its current term of office at the conclusion of the AGM of the Company held on 14 June 2023. The Board would like to express its appreciation to Deloitte for its services rendered to the Company in the past years.

As mentioned in the announcement of the Company dated 8 June 2023 and the notice of the adjourned AGM of the Company dated 12 June 2023, an ordinary resolution will be proposed at the adjourned AGM to appoint Moore Stephens CPA Limited as the new auditor of the Company and authorise the Board to fix their remuneration.

By order of the Board
NNK Group Limited
Huang Junmou
Chairman

Hong Kong, 14 June 2023

As at the date of this announcement, Mr. Huang Junmou, Dr. Zhou Jinhuang and Mr. Guan Heng are the executive Directors; Mr. Fan Weiguo and Mr. Yu Zida are the non-executive Directors; and Mr. Qian Haomin, Ms. Zou Guoying and Mr. Zhang Mingqun are the independent non-executive Directors.