
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in KNK Holdings Limited, you should at once hand this circular together with the accompanying form of proxy, to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agents through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

KNK Holdings Limited

中國卓銀國際控股有限公司

(Incorporated in Cayman Islands with limited liability)
(Stock Code: 8039)

SUPPLEMENTAL CIRCULAR IN RELATION TO THE RE-ELECTION OF DIRECTOR AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular of KNK Holdings Limited dated 31 August 2022 and the notice dated 31 August 2022 convening an annual general meeting of the Company to be held at Room G, Unit 1103-06, China Building, 29 Queen's Road Central, Hong Kong on Friday, 30 September 2022 at 11:00 a.m. A supplemental notice of the annual general meeting of the Company is set out on page 8 of this supplemental circular. A second proxy form for the annual general meeting, which shall supersede the form of proxy enclosed with the circular dated 31 August 2022, is also enclosed.

Please complete and return the accompanying second form of proxy with the instructions printed thereon to the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, but in any event not less than 48 hours before the time of the AGM or any adjournment thereof (as the case may be). Completion and return of the second form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you subsequently so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

This supplemental circular together with the second form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.knk.com.hk>).

References to time and dates in this supplemental circular are to Hong Kong time and dates.

14 September 2022

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DEFINITIONS

In this supplemental circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Room G, Unit 1103–06, China Building, 29 Queen’s Road Central, Hong Kong on Friday, 30 September 2022 at 11:00 a.m., any adjournment thereof
“Articles”	the memorandum and articles of association Company as amended from time to time
“Board”	the board of Directors
“Circular”	the circular of the Company dated 31 August 2022
“Company”	KNK Holdings Limited, a company incorporated in the Cayman Islands, the Shares of which are listed on GEM (Stock Code: 8039)
“Director(s)”	the director(s) of the Company
“First Proxy Form”	the form of proxy sent together with the Circular
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	8 September 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Second Proxy Form”	the second form of proxy sent together with this supplemental circular

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

LETTER FROM THE BOARD

KNK Holdings Limited
中國卓銀國際控股有限公司
(Incorporated in Cayman Islands with limited liability)
(Stock Code: 8039)

Executive Directors:

Mr. Zhou Renchao (*Chairman*)
Mr. Chung Yuk Lun
Mr. Cao Dayong

Independent Non-Executive Directors:

Ms. Lai Pik Chi, Peggy
Ms. Chan Yuk Chun
Ms. Mabel Lee

Registered office:

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Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head Office and Principal Place of
Business in Hong Kong:*

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Legend Tower
7 Shing Yip Street
Kwun Tong, Kowloon
Hong Kong

14 September 2022

To the Shareholders

Dear Sir/Madam,

**SUPPLEMENTAL CIRCULAR
IN RELATION TO THE RE-ELECTION OF DIRECTOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

This supplemental circular should be read together with the Circular which contains, inter alia, the notice of the AGM and information relating to the re-election of retiring Directors at the AGM.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with further information in respect of the resolution to be proposed at the AGM for the re-election of an additional retiring Director and to give you a supplemental notice of the AGM and the Second Proxy Form.

2. PROPOSED RE-ELECTION OF ADDITIONAL RETIRING DIRECTOR

Subsequent to the despatch of the Circular and the notice of AGM, Mr. Zhou Renchao has been appointed as an executive Director and the chairman of the Company.

In accordance with article 84(1) and (2) of the Articles, Mr. Zhou Renchao shall retire by rotation at the AGM. Mr. Zhou Renchao, being eligible, offer himself for re-election at the AGM.

We set out below the biographical details of Mr. Zhou Renchao.

Mr. Zhou Renchao

Mr. Zhou Renchao (“**Mr. Zhou**”), aged 40, was appointed as an executive director and the Chairman on 1 September 2022. Mr. Zhou graduated from the University of Electronic Science and Technology of China in 2005 with a bachelor’s degree in Computer Networking. Mr. Zhou has more than 15 years of experience in enterprise management and technology industries.

In July 2019, Mr. Zhou co-founded Come Ride Internet Technology (Shenzhen) Co., Ltd., and in September 2018, Mr. Zhou co-founded Avanti Blockchain Technology (Shenzhen) Co., Ltd. to undertake the development of computer software, blockchain technology and new energy battery technology business. Mr. Zhou co-founded Yunnan Guanke Information Technology Co., Ltd. from 2008 to 2018 to undertake the development and application of computer software and hardware business. Mr. Zhou joined Chengdu Avanti Technology Co., Ltd. (“**Chengdu Avanti**”) in 2006. In October 2008, Mr. Zhou acquired majority interest in Chengdu Avanti to undertake the development of computer software, and computer system services business.

Mr. Zhou owns 85% equity interest of New Energy Business Cluster Company Limited, which is interested in 263,808,000 shares of the Company, representing approximately 53.51% of the entire issued share capital of the Company as at the Latest Practicable Date.

Mr. Zhou shall be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of the Company and the GEM Listing Rules. Mr. Zhou has entered into a service agreement with the Company for an initial term of 3 years and renewable for every 3 years thereafter, unless terminated by either party

LETTER FROM THE BOARD

by giving one month's notice in writing. Mr. Zhou is entitled to receive an annual Director's fee of HK\$1,000,000 which was recommended by the Remuneration Committee and determined by the Board, with reference to his responsibilities, experience, the Company's remuneration policies and the prevailing market conditions.

Save as disclosed in this announcement, as the date hereof, Mr. Zhou does not:

- (i) hold any other positions in the Company or other members of the Group;
- (ii) hold any other directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years;
- (iii) have any relationship with any Director, senior management, substantial or controlling shareholders of the Company; and
- (iv) have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, the Board is not aware of any other information that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules on GEM of Stock Exchange or any other matters that need to be brought to the attention of the shareholders of the Company in relation to the proposed re-election of Mr. Zhou.

3. SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM

Since the notice of the AGM and the First Proxy Form sent together with the Circular do not contain the proposed resolution for the re-election of Mr. Zhou as an executive Director as set out in this supplemental circular, a supplemental notice of AGM has been set out on page 8 of this supplemental circular and the Second Proxy Form is enclosed with this supplemental circular to include such proposed resolution. Pursuant to the GEM Listing Rules and the Articles, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under the GEM Listing Rules.

The Second Proxy Form for use at the AGM is enclosed with this supplemental circular and the Second Proxy Form is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.knk.com.hk>). To be valid, the Second Proxy Form must be completed and signed in accordance with the instructions printed

LETTER FROM THE BOARD

thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM or the adjourned meeting (as the case may be) (the "Closing Time"). Completion and delivery of the Second Proxy Form will not preclude you from attending and voting at the AGM if you so wish.

A Shareholder who has not yet lodged the First Proxy Form with the Company's Hong Kong branch share registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxy(ies) to attend and vote at the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's Hong Kong branch share registrar.

A Shareholder who has already lodged the First Proxy Form with the Company's Hong Kong branch share registrar should take note of the following:

- (i) subject to (iii) below, if no Second Proxy Form is lodged with the Company's Hong Kong branch share registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed and signed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolution for the proposed re-election of Mr. Zhou as an executive Director as set out in the supplemental notice of AGM and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution;
- (ii) if the Second Proxy Form is lodged with the Company's Hong Kong branch share registrar before the Closing Time, the Second Proxy Form, if correctly completed and signed, shall revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder;
- (iii) if the Second Proxy Form is lodged with the Company's Hong Kong branch share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company's Hong Kong branch share registrar.

LETTER FROM THE BOARD

Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company's Hong Kong branch share registrar before the Closing Time.

4. RECOMMENDATION

The Directors consider that the proposed re-election of Mr. Zhou Renchao as executive Director as set out in supplemental notice of AGM is in the best interests of the Company and the Shareholders as a whole and recommend you to vote in favour of all the resolutions to be proposed at the AGM.

Shareholders are advised to read this supplemental circular together with the Circular for information relating to the voting arrangement.

Yours faithfully,
For and on behalf of the Board
KNK Holdings Limited
Chung Yuk Lun
Executive Director

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

KNK Holdings Limited
中國卓銀國際控股有限公司
(Incorporated in Cayman Islands with limited liability)
(Stock Code: 8039)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting (the “**AGM Notice**”) of KNK Holdings Limited (the “**Company**”) dated 31 August 2022 by which the Company convenes an annual general meeting (the “**AGM**”) to be held at Room G, Unit 1103–06, China Building, 29 Queen’s Road Central, Hong Kong on Friday, 30 September 2022 at 11:00 a.m. and this supplemental notice shall be read together with the AGM Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled. In addition to the resolutions set out in the AGM Notice, the AGM will be held to consider and, if thought fit, pass the following resolution:

ORDINARY RESOLUTION

2.A. To re-elect Mr. Zhou Renchao as executive director of the Company.

Apart from the amendment set out above, all the information contained in the AGM Notice shall remain valid and effective.

By Order of the Board
KNK Holdings Limited
Chung Yuk Lun
Executive Director

Hong Kong, 14 September 2022

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A second proxy form (the “**Second Proxy Form**”) is enclosed with the supplemental circular of the Company dated 14 September 2022 (the “**Supplemental Circular**”). Please refer to the section headed “Supplemental Notice of Annual General Meeting and Second Proxy Form” on pages 5 to 7 of the Supplemental Circular for the arrangements about the completion and submission of the Second Proxy Form.
2. Please refer to the AGM Notice for details of the other ordinary resolutions and special resolutions to be considered at AGM, closure of the register of members of the Company and eligibility for attending the AGM and other relevant matters.

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