
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in NNK Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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 however arising from or in reliance upon the whole or any part of the contents of this circular.



**PROPOSALS FOR
GRANTING OF GENERAL MANDATES TO ISSUE NEW SHARES
AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of NNK Group Limited to be held at conference room one, 5/F, Building F5, TCL International E City, No. 1001 Zhongshan Yuan Road, Nanshan District, Shenzhen, the PRC on Thursday, 23 June 2022 at 10:30 a.m. is set out on pages 14 to 18 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.nnk.com.hk), respectively. Whether or not you are able to be present at the annual general meeting, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting (or any adjournment thereof) if you so wish.

25 April 2022

CONTENTS

	<i>Page</i>
Definitions	1-2
Letter from the Board	3-7
Appendix I – Details of Directors Proposed for Re-election.	8-10
Appendix II – Explanatory Statement	11-13
Notice of Annual General Meeting	14-18

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at conference room one, 5/F, Building F5, TCL International E City, No. 1001 Zhongshan Yuan Road, Nanshan District, Shenzhen, the PRC on Thursday, 23 June 2022 at 10:30 a.m. or any adjournment thereof, the notice of which is set out on pages 14 to 18 of this circular
“Articles of Association”	the articles of association of the Company, conditionally adopted on 14 December 2015 and as amended from time to time
“Board”	the board of Directors
“Cayman Companies Law”	the Companies Law of the Cayman Islands, Cap. 22 (Law 3 of 1961) as amended, supplemented or otherwise modified from time to time
“Company”	NNK Group Limited, a company incorporated in the Cayman Islands on 18 June 2014 as an exempted company with limited liability, whose Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	14 April 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company

DEFINITIONS

“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan region
“Proposed Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares not exceeding 20% of the number of issued shares of the Company as at the date of passing of the relevant resolution granting the Proposed Issue Mandate
“Proposed Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase Shares not exceeding 10% of the number of issued shares of the Company as at the date of passing of the relevant resolution granting the Proposed Repurchase Mandate
“RMB”	Renminbi, the lawful currency of the PRC
“Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of nominal value of US\$0.01 each in the capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 14 December 2015 and the details of which are disclosed in the Company’s prospectus dated 24 December 2015 and as amended from time to time
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-Backs, as amended, supplemented or otherwise modified from time to time
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

LETTER FROM THE BOARD



NNK Group Limited
年年卡集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 3773)

Executive Director:

Mr. Huang Junmou (*Chairman*)

Non-executive Directors:

Mr. Fan Weiguo

Mr. Yu Zida

Independent non-executive Directors:

Mr. Lin Zhangxi

Mr. Qian Haomin

Ms. Zhao Jinlin

Registered office:

PO Box 309, Uglan House,
Grand Cayman, KY1-1104,
Cayman Islands

Principal place of business in

Hong Kong:

40th Floor, Dah Sing Financial Centre,
248 Queen's Road East,
Wanchai, Hong Kong

25 April 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GRANTING OF GENERAL MANDATES TO ISSUE NEW SHARES
AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide Shareholders with the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (i) the granting to the Directors of the Proposed Issue Mandate and the Proposed Repurchase Mandate and (ii) the re-election of three Directors.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

In order to ensure greater flexibility for the Company to issue new Shares, an ordinary resolution numbered 4(A) will be proposed at the Annual General Meeting to grant to the Directors the Proposed Issue Mandate to exercise the powers of the Company to allot, issue or otherwise deal with new Shares not exceeding 20% of the number of issued shares of the Company as at the date of the passing of the relevant resolution in relation to the Proposed Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 415,000,000 Shares. Subject to the passing of the ordinary resolution numbered 4(A) granting the Proposed Issue Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 83,000,000 Shares.

In addition, subject to a separate approval of the ordinary resolution numbered 4(C), the number of Shares purchased by the Company under the ordinary resolution numbered 4(B) granting the Proposed Repurchase Mandate, if approved by the Shareholders at the Annual General Meeting, will also be added to extend the 20% limit of the Proposed Issue Mandate as mentioned in the ordinary resolution numbered 4(A). The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Proposed Issue Mandate, other than Shares which may fall to be allotted and issued upon the exercise of any options granted under the Share Option Scheme.

GENERAL MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution numbered 4(B) will be proposed at the Annual General Meeting to grant the Directors the Proposed Repurchase Mandate to exercise the powers of the Company to repurchase Shares representing up to 10% of the number of issued shares of the Company as at the date of the passing of the relevant resolution in relation to the Proposed Repurchase Mandate.

An explanatory statement required by the Listing Rules in connection with the Proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

RE-ELECTION OF DIRECTORS

The Board currently consists of six Directors, namely Mr. Huang Junmou, Mr. Fan Weiguo, Mr. Yu Zida, Mr. Lin Zhangxi, Mr. Qian Haomin and Ms. Zhao Jinlin.

LETTER FROM THE BOARD

Among the Directors, Mr. Fan Weiguo was first appointed as a non-executive Director on 28 October 2021. Pursuant to Article 16.2 of the Articles of Association, a Director appointed by the Board to fill a casual vacancy on the Board shall hold office until the next following general meeting of the Company after his appointment and shall be eligible for re-election at that meeting. On 10 February 2022, the Company held an extraordinary general meeting to consider and approve a framework agreement between the Company and Yinsheng Communication Company Limited* (銀盛通信有限公司) in respect of certain continuing connected transactions between them. Inadvertently, the Company omitted to propose the re-election of Mr. Fan Weiguo at the said extraordinary general meeting and consequently Mr. Fan Weiguo ceased to be a non-executive Director after such meeting in accordance with the Articles of Association. The Board re-appointed Mr. Fan Weiguo as a non-executive Director on 17 March 2022. By virtue of Article 16.2 of the Articles of Association, Mr. Fan Weiguo shall hold office until, and be eligible for re-election, at the Annual General Meeting. Mr. Fan, being eligible, has offered himself for re-election at the Annual General Meeting.

In accordance with Article 16.18 of the Articles of Association, Mr. Lin Zhangxi and Ms. Zhao Jinlin shall retire at the Annual General Meeting and, being eligible, have offered themselves for re-election.

The retiring independent non-executive Directors, Mr. Lin Zhangxi and Ms. Zhao Jinlin have given confirmation of their independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee assessed and reviewed the independence of Mr. Lin and Ms. Zhao. The Nomination Committee and the Board are of the view that Mr. Lin and Ms. Zhao have satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules.

The Nomination Committee has reviewed the structure and composition of the Board, the respective experience, skills, knowledge and biographic details of the above named three Directors who have offered themselves for re-election with reference to the principles and criteria set out in the Company's board diversity policy. Ms. Zhao Jinlin (as a member of the Nomination Committee) abstained from voting on the recommendation on her own re-election throughout the nomination process. The Nomination Committee recommended to the Board that the re-election of all of the three Directors be proposed for Shareholders' approval at the Annual General Meeting.

Details of the above named Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules. The biography of the three Directors set out in Appendix I to this circular indicates how each individual contributes to the diversity of the Board and the perspectives skills and experience each individual can bring to the Board.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the Annual General Meeting, the transfer books and register of members of the Company will be closed from Monday, 20 June 2022 to Thursday, 23 June 2022, both days inclusive, during which period, no share transfers can be registered. In order to qualify for attending and voting at the Annual General Meeting, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Friday, 17 June 2022.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 14 to 18 of this circular is the notice of Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to the Shareholders to consider and approve (i) the granting to the Directors of the Proposed Issue Mandate and the Proposed Repurchase Mandate, and (ii) the re-election of the three Directors.

FORM OF PROXY

A form of proxy is enclosed with this circular for use at the Annual General Meeting. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.nnk.com.hk), respectively. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting at the Annual General Meeting or any adjournment thereof if they so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 13.6 of the Articles of Association, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for each Share registered in his name in the register of members of the Company. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. 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.

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors of the Proposed Issue Mandate and the Proposed Repurchase Mandate and the re-election of the three Directors are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
By order of the Board
NNK Group Limited
Huang Junmou
Chairman

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

As at the Latest Practicable Date, none of the following Directors has any interests in Shares within the meaning of Part XV of the Securities and Future Ordinance.

Save as disclosed herein and as at the Latest Practicable Date, none of the following Directors holds any directorships in other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed herein and as at the Latest Practicable Date, none of the following Directors holds any other positions with the Group.

Save as disclosed herein and as at the Latest Practicable Date, none of the following Directors has any relationship with any other Directors, senior management, substantial or controlling Shareholders.

As far as the Directors are aware, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

DIRECTOR CANDIDATES

Mr. Fan Weiguo (范衛國), aged 58, was first appointed to our Board as a non-executive Director on 28 October 2021 and his term of appointment ended on 10 February 2022. He was re-appointed as a non-executive Director on 17 March 2022. He is currently the president of Shenzhen City Commodity Exchange Market Federation* (深圳市商品交易市場聯合會). He served as the assistant to president, senior reporter and vice general manager of Economic Herald (經濟導報) from 1992 to 2008. Mr. Fan was the special assistant to the chairman of the board of China Resource And Transportation Group Limited (中國資源交通集團有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 0269), from 2009 to 2010. Between May 2011 and March 2013, he also held two positions at North Mining Shares Company Limited (北方礦業有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 0433), including the positions of executive director between May 2011 and May 2012, and non-executive director between May 2012 and March 2013. Mr. Fan was the executive director of Global Strategic Group Limited (環球戰略集團有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 8007), from 2014 to 2016. He was also the vice chairman of the board of Universal Television (環球電視台) from 2016 to 2019.

Mr. Fan graduated from International East-West University of United States of America with a master degree of business and administration. He is also a senior economists and senior planner qualified by the Ministry of Labor and Social Security of the People's Republic of China.

Mr. Fan has entered into a service contract with the Company for a fixed term of three years commencing from 17 March 2022 and will continue, subject to approval of the Shareholders in general meetings, until terminated by not less than three months' notice in writing served by either party on the other, which notice shall not expire until after the fixed term. Mr. Fan is entitled to receive emoluments of HK\$300,000 per annum as determined by the Board with recommendation made by the remuneration committee of the Company and reference to his qualifications, experience, duties and responsibilities, and the prevailing market conditions.

Mr. Lin Zhangxi (林漳希), aged 70, was appointed to our Board as an independent non-executive Director on 25 November 2014. He has over 25 years of experience in the information systems industry. He has held multiple research and teaching positions, including Deputy Director of FinTech Research Institute of Harbin Institute of Technology, Shenzhen since February 2019, tenured professorship and the co-director of the Center for Advanced Analytics and Business Intelligence of Texas Tech University from 2007 to May 2018, and Emeritus Professor of Texas Tech University since February 2019, the dean of Yunshang Silk Road Big Data Industry Research Institute, Korla Economic & Technological Development Zone (庫爾勒經濟技術開發區雲上絲綢之路大數據產業研究院) from August 2016 to January 2018 representing Xihua University (西華大學) at Sichuan, the director of the Sichuan Province Finance Intelligence and Engineering Key laboratory (四川省金融智慧與金融工程重點實驗室) from May 2008 to December 2015, the director of Fujian Engineering School Next Generation Internet Research Center (福建工程學院下一代互聯網技術應用研究開發中心) from 2004 to 2010, adjunct professor of the Fujian Engineering School since June 2004, a professor of Tongji University (同濟大學) since October 1995. He headed the provincial pilot of international payment balance information management system, a program of the 7th Five-Year Programs for Science and Technology Development of China of the National Development and Reform Committee during 1988 to 1992. He was a deputy supervisor at the Fujian Province Economic Information Centre (福建省經濟信息中心) from November 1987 to July 1992 and a senior engineer at the Fujian Provincial Planning Committee Computer Centre (福建省計劃委員會電子計算中心) from November 1983 to October 1987.

Mr. Lin received a master of engineering degree from Tsinghua University (清華大學) in June 1982. He further received a master of science degree in economics in December 1996 and a doctor of philosophy degree in December 1999 from the University of Texas at Austin. He is a member of several key industry organizations, including the Institute of Electrical and Electronics Engineer, the Institute for Operations Research and the Management Sciences and Association for Information Systems.

Mr. Lin has entered into a service contract with the Company for a fixed term of three years commencing from 21 June 2020 and will continue, subject to approval of the Shareholders in general meetings, until terminated by not less than three months' notice in writing served by either party on the other, which notice shall not expire until after the fixed term. Mr. Lin is entitled to receive emoluments of HK\$150,000 per annum as determined by the Board with reference to his job responsibility, prevailing market rate together with discretionary bonus based on his performance.

Ms. Zhao Jinlin (趙晉琳), aged 53, was appointed to our Board as an independent non-executive Director on 25 November 2014. She is a professor in the School of Economics of Shenzhen University, which she joined in June 2006. Ms. Zhao is a committee member of China International Taxation Research Institute. She was an independent non-executive director of Shirble Department Store Holdings (China) Limited (歲寶百貨控股(中國)有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 0312) between June 2010 and April 2019, an independent non-executive director of Shenzhen Infinova Technology Co., Ltd. (深圳英飛拓科技股份有限公司), a company listed on Shenzhen Stock Exchange (stock code: 002528) between January 2014 and February 2019, and an independent non-executive director of Shenzhen Esun Display Co., Ltd (深圳市易尚展示有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002751) between March 2016 and March 2019.

Ms. Zhao has been appointed as an independent director of Shenzhen Inovance Technology Co., Ltd. (深圳市匯川技術股份有限公司), a company listed on Shenzhen Stock Exchange (stock code: 300124), with effect from 24 May 2021, and an independent director of Shahe Industrial Co., Ltd. (沙河實業股份有限公司), a company listed on Shenzhen Stock Exchange (stock code: 000014), with effect from 22 April 2021.

Ms. Zhao received a bachelor's degree in welding from the Xi'an Jiaotong University (西安交通大學) in July 1989, a master's degree in accounting from Southwestern University of Finance and Economics (西南財經大學) in June 1995 and a doctor of philosophy degree in accounting from Jinan University (暨南大學) in January 2005.

Ms. Zhao has entered into a letter of appointment with the Company for a fixed term of three years commencing from 21 June 2020 and will continue, subject to approval of the Shareholders in general meetings, until terminated by not less than three months' notice in writing served by either party on the other, which notice shall not expire until after the fixed term. Ms. Zhao is entitled to receive emoluments of HK\$150,000 per annum as determined by the Board with reference to her job responsibility, prevailing market rate together with discretionary bonus based on her performance.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the Proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 415,000,000 Shares of nominal value of US\$0.01 each. Subject to the passing of the resolution granting of the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 41,500,000 Shares, representing 10% of the number of issued shares of the Company during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period with which the next annual general meeting of the Company is required to be held by any applicable laws or the Articles of Association; or (iii) the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

REASONS AND FUNDING OF REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association and the Cayman Companies Law. The Cayman Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Cayman Companies Law. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Shares are repurchased in the manner provided for in the Cayman Companies Law.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the general mandate to repurchase Shares were to be exercised in full at the current prevailing market value, it may not have a material adverse impact on the working capital and the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2021, being the date to which the latest published audited consolidated financial statements of the Company were made up. The

Directors do not propose to exercise the mandate to repurchase Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their close associates, as defined in the Listing Rules, currently intends to sell any Shares to the Company or its subsidiaries, if the Proposed Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Proposed Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

No core connected person, as defined in the Listing Rules, has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Proposed Repurchase Mandate is approved by the Shareholders.

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Ms. Lam Ching Wan, the single largest Shareholder, was interested in approximately 28.77% of the issued share capital of the Company through Spring Harbour Development Limited. In the event that the Directors should exercise in full the Proposed Repurchase Mandate, the shareholding of Ms. Lam Ching Wan and Spring Harbour Development Limited in the Company will be increased to approximately 31.97% of the issued share capital of the Company. To the best knowledge and belief of the Directors, such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to repurchase Shares to the extent that it will trigger the obligations under the Takeovers Code for Ms. Lam Ching Wan and Spring Harbour Development Limited to make a mandatory general offer.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital of the Company would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares (whether on the Stock Exchange or otherwise) have been made by the Company during the six months preceding the Latest Practicable Date.

SHARE PRICES

The highest and lowest traded prices for Shares recorded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

Month	Highest traded prices <i>HK\$</i>	Lowest traded prices <i>HK\$</i>
2021		
April	0.450	0.405
May	0.470	0.395
June	0.510	0.395
July	0.470	0.360
August	0.450	0.375
September	0.420	0.360
October	0.730	0.340
November	0.750	0.500
December	0.730	0.600
2022		
January	0.810	0.600
February	0.850	0.660
March	0.930	0.630
April (up to the Latest Practicable Date)	0.900	0.800

NOTICE OF ANNUAL GENERAL MEETING



NNK Group Limited 年年卡集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 3773)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2022 Annual General Meeting (the “AGM”) of NNK Group Limited (the “Company”) will be held at conference room one, 5/F, Building F5, TCL International E City, No. 1001 Zhongshan Yuan Road, Nanshan District, Shenzhen, the PRC on Thursday, 23 June 2022 at 10:30 a.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and auditor of the Company for the year ended 31 December 2021.
2.
 - (a) To re-elect Mr. Fan Weiguo as a non-executive Director;
 - (b) To re-elect Mr. Lin Zhangxi as an independent non-executive Director;
 - (c) To re-elect Ms. Zhao Jinlin as an independent non-executive Director;
 - (d) To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorize the Board to fix the remuneration of auditor.
4. To consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions:
 - (A) “**THAT:**
 - (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the approval in paragraph (i) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;

- (iii) the number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the share option scheme of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20 per cent of the number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly;

- (iv) for the purpose of this resolution:
 - (a) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or
 - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

NOTICE OF ANNUAL GENERAL MEETING

(b) “Rights Issue” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares of the Company whose name appear on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) “**THAT:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange and, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to purchase its shares at a price determined by the Directors;
- (iii) the number of shares of the Company which are authorized to be purchased by the Directors pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (iv) subject to the passing of each of the paragraphs (i) to (iii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) to (iii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (v) for the purpose of this resolution:

NOTICE OF ANNUAL GENERAL MEETING

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (1) the conclusion of the next annual general meeting of the Company;
- (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or
- (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- (C) “**THAT** conditional upon the resolutions numbered 4(A) and 4(B) set out in the notice convening this meeting being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 4(A) set out in the notice convening this meeting be and is hereby extended by the addition to the number of issued shares of the Company which may be allotted and issued by the Directors pursuant to such general mandate an amount representing the number of issued shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 4(B) set out in the notice convening this meeting, provided that such amount shall not exceed 10 per cent of the number of issued shares of the Company as at the date of passing of the said resolutions.”

By order of the Board
NNK Group Limited
Huang Junmou
Chairman

Hong Kong, 25 April 2022

Registered office:
PO Box 309, Ugland House,
Grand Cayman, KY1-1104,
Cayman Islands

Principal place of business in Hong Kong:
40th Floor, Dah Sing Financial Centre,
248 Queen’s Road East,
Wanchai, Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) The ordinary resolution numbered 4(C) above will be proposed to the shareholders for approval provided that the ordinary resolutions numbered 4(A) and 4(B) above are passed by the shareholders.
- (ii) Any shareholder entitled to attend and vote at the AGM is entitled to appoint one or, if he/she is the holder of two or more shares, more proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company.
- (iii) In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, shall be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the AGM (or any adjournment thereof). Completion and return of a form of proxy will not preclude a shareholder of the Company from attending and voting in person if he/she so wishes.
- (iv) A form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under seal or under the hand of an officer or attorney duly authorized to sign the same.
- (v) In the case of joint holders of any shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
- (vi) On a poll, every shareholder present at the AGM shall be entitled to one vote for every fully paid-up share of which he/she is the holder. The result of such poll shall be deemed to be the resolution of the AGM at which the poll was so required or demanded.
- (vii) For determining the entitlement to attend and vote at the AGM, the transfer books and register of members of the Company will be closed from Monday, 20 June 2022 to Thursday, 23 June 2022, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending and voting at the AGM, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 17 June 2022.
- (viii) In respect of the ordinary resolution numbered 2 above, Mr. Fan Weiguo, Mr. Lin Zhangxi and Ms. Zhao Jinlin, being eligible, have offered themselves for re-election at the AGM. Details of the above three Directors are set out in Appendix I to the accompanied circular of the Company dated 25 April 2022.
- (ix) In respect of the ordinary resolution numbered 4(A) above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company pursuant to such general mandate, other than shares which may fall to be allotted and issued upon the exercise of any options granted under the Share Options Scheme of the Company. Approval is being sought from the shareholders as a general mandate for the purposes of the Listing Rules.
- (x) In respect of ordinary resolution numbered 4(B) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders. An explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the accompanied circular of the Company dated 25 April 2022.

As at the date of this notice, Mr. Huang Junmou is the executive Director; Mr. Fan Weiguo and Mr. Yu Zida are the non-executive Directors; and Mr. Lin Zhangxi, Mr. Qian Haomin and Ms. Zhao Jinlin are the independent non-executive Directors.