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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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.

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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)**

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR  
DATED 19 MAY 2023 IN RELATION TO  
(1) RE-ELECTION OF ADDITIONAL DIRECTOR;  
AND  
(2) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

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This supplemental circular should be read together with the circular of the Company dated 19 May 2023 (“Circular”) and the notice dated 19 May 2023 convening the annual general meeting of NNK Group Limited to be held at conference room one, 13/F, Building C2, Nanshan iPark, No. 1001, Xueyuan Boulevard, Nanshan District, Shenzhen, the PRC on Wednesday, 14 June 2023 at 10:30 a.m. A supplemental notice of the Annual General Meeting is set out on page 7 of this supplemental circular. A second form of proxy for the Annual General Meeting, which shall supersede the form of proxy enclosed with the Circular, is also enclosed. This supplemental circular together with the supplemental notice of the Annual General Meeting and the second form of proxy are also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.nnk.com.hk](http://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 second form of 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.

31 May 2023

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
<b>Supplemental Notice of Annual General Meeting</b> .....	7

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## DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at conference room one, 13/F, Building C2, Nanshan iPark, No. 1001, Xueyuan Boulevard, Nanshan District, Shenzhen, the PRC on Wednesday, 14 June 2023 at 10:30 a.m. or any adjournment thereof
“Board”	the board of Directors
“Cayman Companies Act”	the Companies Act of the Cayman Islands, Cap. 22 (Law 3 of 1961) as amended, supplemented or otherwise modified from time to time
“Circular”	the circular of the Company dated 19 May 2023
“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
“First Proxy Form”	the form of proxy sent together with the Circular
“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”	25 May 2023, being the latest practicable date prior to the printing of this supplemental 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

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## DEFINITIONS

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“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
“RMB”	Renminbi, the lawful currency of the PRC
“Second Proxy Form”	the second form of proxy sent together with this supplemental circular
“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
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Huang Junmou (*Chairman*)  
Dr. Zhou Jinhuang  
Mr. Guan Heng (*Chief Executive Officer*)

*Registered office:*

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

*Non-executive Directors:*

Mr. Fan Weiguo  
Mr. Yu Zida

*Principal place of business  
in Hong Kong:*

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

*Independent non-executive Directors:*

Mr. Qian Haomin  
Ms. Zou Guoying  
Mr. Zhang Mingqun

31 May 2023

*To the Shareholders*

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR  
DATED 19 MAY 2023 IN RELATION TO  
(1) RE-ELECTION OF ADDITIONAL DIRECTOR;  
AND  
(2) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

This supplemental circular should be read together with the Circular and the notice of the Annual General Meeting dated 19 May 2023.

This supplemental circular is to provide Shareholders with further information regarding the resolutions to be proposed at the Annual General Meeting for the re-election of additional Director.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF ADDITIONAL DIRECTOR

Subsequent to the dispatch of the Circular and the notice of the Annual General Meeting and as disclosed in the announcement of the Company dated 24 May 2023, Mr. Zhang Mingqun (“**Mr. Zhang**”) was appointed as an independent non-executive Director on 24 May 2023. In accordance with Article 16.2 of the Articles of Association, Mr. Zhang shall hold office only until the Annual General Meeting and, being eligible, offer himself for re-election at the Annual General Meeting. Therefore, an additional resolution numbered 2(g) relating to re-election of Mr. Zhang as an independent non-executive Director will be proposed to the Shareholders for approval at the Annual General Meeting.

The biographical details of Mr. Zhang are set out below:

Mr. Zhang, aged 47, has over 20 years of experience in supply chain management, financial trading, commodity trading, investment and energy industry. Mr. Zhang was the partner of C&Y Global Inc., a company primarily engaged in the wholesale export of scrap metal in the global market, between March 2008 to October 2016, which he was mainly responsible for handling metal and commodity trading matters. Mr. Zhang also served as the managing director of a private equity investment institution, namely Nio Capital, between November 2016 to October 2018, which he was mainly responsible for the overall management of the investment and financing business of the corporation. Mr. Zhang is currently an investment and operation partner of Starquest Capital Equity Investment Management (Shenzhen) Co., Ltd.\* (星界資本股權投資管理(深圳)有限公司) and is responsible for the overall management of the company’s operation. Mr. Zhang received a bachelor’s degree in Computer Science from York University in June 2001 and a master’s degree in Business Administration from PBC School of Finance, Tsinghua University in May 2023.

Mr. Zhang was Vice President of the energy division of the Asia Pacific of General Electric Company (a company listed on New York Stock Exchange, stock code: GE) between October 2003 to February 2008.

Mr. Zhang has entered into a letter of appointment with the Company for a fixed term of three years commencing from 24 May 2023 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. Zhang is entitled to receive emoluments of HK\$150,000 per annum as determined by the Board on the recommendation of Remuneration Committee with reference to his duties and responsibilities, remuneration benchmark in the industry as well as prevailing market conditions.

As at the Latest Practicable Date, Mr. Zhang does not have any interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

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## LETTER FROM THE BOARD

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### SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM

Since the notice of the Annual General Meeting and the First Proxy Form sent together with the Circular do not contain the proposed resolution for the re-election of Mr. Zhang as an independent non-executive Director as set out in this supplemental circular, a supplemental notice of Annual General Meeting has been set out on page 7 of this supplemental circular and the Second Proxy Form is enclosed with this supplemental circular to include such proposed resolutions.

The Second Proxy Form for use at the Annual General Meeting is enclosed with this supplemental circular and the Second Proxy Form is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.nnk.com.hk](http://www.nnk.com.hk)). To be valid, the Second Proxy Form must be completed and signed in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office 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 (the "**Closing Time**"). Completion and return of the Second Proxy Form will not preclude the Shareholders from attending and voting in person at the annual general meeting (or any adjournment thereof) if they so wish.

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

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

- (i) subject to (iii) below, if no Second Proxy Form is lodged with the Company's branch share registrar and transfer office in Hong Kong, 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 resolutions for the re-election of Mr. Zhang as an independent non-executive Director as set out in the supplemental notice of Annual General Meeting and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolutions;

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## LETTER FROM THE BOARD

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- (ii) if the Second Proxy Form is lodged with the Company's branch share registrar and transfer office in Hong Kong 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 branch share registrar and transfer office in Hong Kong 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 branch share registrar and transfer office in Hong Kong.

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

### RECOMMENDATION

The Directors consider that the re-election of Mr. Zhang as an independent non-executive Director as set out in this supplemental circular are in the interests of the Company and the Shareholders as a whole. The Directors recommend the Shareholders to vote for the relevant resolutions as set out in the supplemental notice of the Annual General Meeting.

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

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

\* The English translation of the Chinese name denoted in the supplemental circular is for illustration purpose only. Should there be any inconsistencies, the Chinese name shall prevail.



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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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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)**

#### SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting (the “**AGM Notice**”) of NNK Group Limited (the “**Company**”) dated 19 May 2023 by which the Company convenes an annual general meeting (the “**AGM**”) to be held at conference room one, 13/F, Building C2, Nanshan iPark, No. 1001, Xueyuan Boulevard, Nanshan District, Shenzhen, the PRC on Wednesday, 14 June 2023 at 10:30 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. Due to the matters set out in the supplemental circular of the Company dated 31 May 2023, the following ordinary resolution numbered 2(g) shall be considered in addition to the resolutions set out in the AGM Notice:

#### **ORDINARY RESOLUTIONS**

2. (g) To re-elect Mr. Zhang Mingqun as an independent non-executive Director;

By order of the Board  
**NNK Group Limited**  
**Huang Junmou**  
*Chairman*

Hong Kong, 31 May 2023

*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

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (i) A second proxy form (the “Second Proxy Form”) is enclosed with the supplemental circular of the Company dated 31 May 2023 (the “Supplemental Circular”). Please refer to the section headed “Supplemental Notice of Annual General Meeting and Second Proxy Form” on pages 5 to 6 of the Supplemental Circular for the arrangements about the completion and submission of the Second Proxy Form.
- (ii) Please refer to the AGM Notice for details of the other ordinary 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.

*As at the date of this notice, 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.*