

NNK Group Limited

年年卡集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3773)

SECOND FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING (OR ANY ADJOURNMENT THEREOF)

I/We (Name) _____ (Block capitals, please) of
(Address) _____ being
the holder(s) of _____ (see Note 1) shares of US\$0.01 each in the capital of NNK Group Limited (the "Company") hereby
appoint (Name) _____ of (Address) or
failing him/her (Name) _____ of
(Address) _____

or failing him/her, the chairman of the meeting (see Note 3) as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company ("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 at any adjournment thereof or on any resolution or motion which is proposed thereat. My/our proxy is authorized and instructed to vote as indicated in respect of the undermentioned resolutions:

Ordinary Resolutions* (see Note 4)		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 of the Company (the "Directors") and auditor of the Company for the year ended 31 December 2022.		
2.	(a) To re-elect Dr. Zhou Jinhuang as an executive Director. (b) To re-elect Mr. Guan Heng as an executive Director. (c) To re-elect Mr. Yu Zida as a non-executive Director. (d) To re-elect Mr. Qian Haomin as an independent non-executive Director. (e) To re-elect Ms. Zou Guoying as an independent non-executive Director. (f) To authorize the board of Directors (the "Board") to fix the remuneration of the Directors. (g) To appoint Mr. Zhang Mingqun as an independent non-executive Director.		
3.	To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorize the Board to fix remuneration of auditor.		
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. (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. (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.		
Special Resolutions* (see Note 4)			
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"		
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.		

* Full text of the above resolutions is set out in the notice of the AGM dated 19 May 2023 and the supplemental notice of the AGM dated 31 May 2023.

Dated this day of _____ 2023 Signature(s) _____ (see Note 5)

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
- Please insert the number of shares registered in your name(s) and to which this second form of proxy ("Second Proxy Form") relates. If no number is inserted, the Second Proxy Form will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the AGM is preferred, strike out the words "or failing him/her, the chairman of the meeting" and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company but must attend the AGM in person to represent you. ANY ALTERATION MADE TO THE SECOND PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST". Failure to tick either box as instructed will entitle your proxy to cast your vote or abstain from voting at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than those set out in the notice and supplemental notice convening the AGM.
- The Second Proxy Form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised to sign the same.
- To be valid, the Second Proxy Form, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be lodged at 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.
- In case of joint holders of a share of the Company, any one of such persons may vote, either personally or by proxy, in respect of such share as if he/she/it is solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, that one whose name stands first on the register of members of the Company in respect of such share will alone be entitled to vote in respect thereof.
- If you have not yet lodged the form of proxy sent together with the circular of the Company dated 19 May 2023 (the "First Proxy Form") with the Company's branch share registrar and transfer office in Hong Kong, you are requested to lodge the Second Proxy Form if you wish to appoint proxy(ies) to attend and vote at the AGM on your 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.
If you have already lodged the First Proxy Form with the Company's branch share registrar and transfer office in Hong Kong, please take note of the following:
 - 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 resolution 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 resolution;
 - 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;
 - 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.
- Completion and return of the Second Proxy Form will not preclude you from attending and voting at the AGM (or any adjournment thereof) if you so wish and in such case, the Second Proxy Form previously submitted shall be deemed to be revoked.
- Reference to time and dates in this form are to Hong Kong time and dates.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your and your proxy's Personal Data provided in this form will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the AGM. Your supply of your and your proxy's Personal Data is on voluntary basis. However, the Company may not be able to process your request unless you provide us with such Personal Data.
- Your and your proxy's Personal Data may be disclosed or transferred by the Company to its branch share registrar in Hong Kong, and/or other companies or bodies for any of the stated purposes, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency's request, and retained for such period as may be necessary for our verification and record purposes.
- By providing your proxy's Personal Data in this form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her personal data provided in this proxy form and that you have informed your proxy of the purpose for and the manner in which his/her data may be used.
- You/your proxy have/has the right to request access to and/or correction of your/your proxy's Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy's Personal Data should be in writing to the Personal Data Privacy Officer, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.