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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)

NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

ADJOURNMENT OF ANNUAL GENERAL MEETING

Reference is made to the notice of 2023 annual general meeting (the “**AGM Notice**”) of NNK Group Limited (the “**Company**”) dated 19 May 2023 and the supplemental notice of the AGM (the “**Supplemental AGM Notice**”) of the Company dated 31 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. This notice shall be read together with the AGM Notice and the Supplemental AGM Notice. Capitalised terms defined in the circulars dated 19 May 2023 and 31 May 2023 issued by the Company shall have the same meanings when used herein unless otherwise specified.

The board of directors of the Company (the “**Board**”) announces that due to the proposed change of auditor as stated in the announcements of the Company dated 2 June 2023 and 8 June 2023, the ordinary resolution numbered 3 (the “**Resolution**”) as set out in the AGM Notice will not be put forward at the AGM for voting and will be transacted in an adjourned AGM.

NOTICE IS HEREBY GIVEN that the adjourned 2023 annual general meeting of the Company will be held at conference room one, 13/F, Building C2, Nanshan iPark, No. 1001, Xueyuan Boulevard, Nanshan District, Shenzhen, the PRC on **Thursday, 29 June 2023 at 11:00 a.m.** (the “**Adjourned AGM**”) for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution of the Company.

ORDINARY RESOLUTION

3. To appoint Moore Stephens CPA Limited as the auditor of the Company and to authorize the Board to fix the remuneration of auditor.

By order of the Board
NNK Group Limited
Zhou Jinhuang
Director

Hong Kong, 12 June 2023

Notes:

1. Any member of the Company entitled to attend and vote at the Adjourned AGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Adjourned AGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. Save for the resolution numbered 3 in this notice of Adjourned AGM, there are no other changes to the resolutions set out in the AGM Notice and the Supplemental AGM Notice. For details of the resolution to be considered at the Adjourned AGM and other relevant matters, please refer to the announcement of the Company dated 8 June 2023 published on the website of The Stock Exchange of Hong Kong Limited and the website of the Company.
4. Since the resolution numbered 3 proposed in this notice of Adjourned AGM will be considered in the Adjourned AGM, a form of proxy for the Adjourned AGM (the “**Adjourned AGM Proxy Form**”) has been prepared and is enclosed with this notice of Adjourned AGM.
5. In order to be valid, the Adjourned AGM Proxy Form together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited 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 not less than 48 hours before the time appointed for the holding of the Adjourned AGM or any adjournment thereof (as the case maybe). Completion and return of the first form of proxy of the Company for the AGM enclosed with the circular dated 19 May 2023 (the “**First Proxy Form**”), the second form of proxy of the Company for the AGM enclosed with the supplemental circular dated 31 May 2023 (the “**Second Proxy Form**”) or the Adjourned AGM Proxy Form shall not preclude a member of the Company from attending and voting in person at the AGM and/or the Adjourned AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. If the Shareholder have already lodged the First Proxy Form or the Second Proxy Form with the Company’s branch share registrar and transfer office in Hong Kong, please note that:
 - i. subject to (iii) below, if no Adjourned AGM Proxy Form is lodged with the Company’s Hong Kong branch share registrar, the First Proxy Form or the Second 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 or the Second Proxy Form, and in respect of the resolution for the proposed appointment of auditor as set out in this notice of Adjourned AGM and the Adjourned AGM Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution;
 - ii. if the Adjourned AGM Proxy Form is lodged with the Company’s Hong Kong branch share registrar before the Closing Time, the Adjourned AGM Proxy Form, if correctly completed and signed, will be treated as a valid form of proxy lodged by the Shareholder;
 - iii. if the Adjourned AGM 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 Adjourned AGM Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form or the Second Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Adjourned AGM Proxy Form was lodged with the Company’s Hong Kong branch share registrar.
7. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Adjourned AGM or any adjournment thereof in cases where the Adjourned AGM was originally held within 12 months from such date.

8. Where there are joint holders of any shares, any one of such joint holders may vote at the Adjourned AGM, either in person 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 the Adjourned AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
9. For the purpose of determining the shareholders who are entitled to attend and vote at the Adjourned AGM, the register of members of the Company will be closed from Monday, 26 June 2023 to Thursday, 29 June 2023 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the Adjourned AGM, all properly completed transfer forms 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, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 23 June 2023.

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.