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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)

**(1) RESIGNATION OF OFFICE OF AN INDEPENDENT
NON-EXECUTIVE DIRECTOR; AND
(2) NON-COMPLIANCE WITH LISTING RULES REQUIREMENTS IN
RELATION TO COMPOSITION OF THE BOARD AND COMMITTEES**

RESIGNATION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of NNK Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that with effect from 19 June 2023 Mr. Qian Haomin (“**Mr. Qian**”) has resigned as an independent non-executive Director as he wishes to devote more time to his personal commitment on other businesses. Accordingly, Mr. Qian has also ceased to be a member of each of the nomination committee of the Board (the “**Nomination Committee**”) and the audit committee of the Board (the “**Audit Committee**”).

Mr. Qian has confirmed that he has no disagreement with the Board and there are no other matters in relation to his resignation that should be brought to the attention of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Company.

The Board would like to express its sincere gratitude to Mr. Qian for his contributions towards the Company during his tenure of office.

**NON-COMPLIANCE WITH LISTING RULES REQUIREMENTS IN RELATION TO
COMPOSITION OF THE BOARD AND COMMITTEE**

Following the resignation of Mr. Qian, the Company has two independent non-executive Directors and each of the Audit Committee and the Nomination Committee comprises of only two members, which results in: (i) the total number of independent non-executive Directors accounts for less than one-third of the Board members, which is below the minimum requirement set out under Rule 3.10A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”); (ii) the number of independent non-executive Directors and the number of members of the Audit Committee does not meet the minimum number required under Rules 3.10(1) and 3.21 of the Listing Rules respectively; and (iii) the Nomination Committee does not comprise a majority of independent non-executive Director, therefore the Company fails to meet the requirement of Rule 3.27A of the Listing Rules.

The Board will use its best endeavors to identify suitable candidate to fill the vacancy as soon as practicable and within three months from 19 June 2023 in order to ensure compliance by the Company with the requirements under the Listing Rules. The Company will make further announcement(s) as and when appropriate.

By Order of the Board
NNK Group Limited
Zhou Jinhuang
Director

Hong Kong, 19 June 2023

As at the date of this announcement, 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 Ms. Zou Guoying and Mr. Zhang Mingqun are the independent non-executive Directors.