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中國海外諾信國際控股有限公司

CHINA OVERSEAS NUOXIN INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00464)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of China Overseas Nuoxin International Holdings Limited (the “**Company**”) will be held at Unit 1908, 19/F, 9 Queen’s Road Central, Central, Hong Kong on Friday, 28 August 2020 at 11:00 a.m. (the “**AGM**”) for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2020.
2.
 - (a) To re-elect Ms. Cai Dongyan as executive Director.
 - (b) To re-elect Mr. Zhang Huijun as executive Director.
 - (c) To re-elect Mr. Huang Zhiwei as independent non-executive Director.
 - (d) To re-elect Mr. Hu Zhigang as independent non-executive Director.
3. To authorize the board of directors to fix the remuneration of the directors of the Company.
4. To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company and to authorize the board of directors to fix their remuneration.

5. As special business, to consider and, if thought fit, pass with or without modifications the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

(A) “**THAT**

- (a) subject to paragraph 5.(A)(c) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined in paragraph 5.(A)(d) below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (the “**Shares**”), and to make or grant offers, agreements and options, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph 5.(A)(a) above shall be in addition to any other authorizations given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options, which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph 5.(A)(a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph 5.(A)(d) below);
 - (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares;
 - (iii) an issue of any Shares under any option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares; or
 - (iv) a scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company,

shall not exceed 20 per cent of the aggregate number of shares of the Company in issue at the date of passing this Resolution and the said approval to the Directors in paragraphs 5.(A)(a) and 5.(A)(b) above shall be limited accordingly;

(d) for the purpose of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company (“**Shareholders**”) in general meeting;

“**Rights Issue**” means the allotment, issue or grant of Shares or other securities which would or might require Shares to be allotted and issued pursuant to an offer open for a period fixed by the Directors to the Shareholders and (where appropriate) the holders of other equity securities of the Company entitled to such offer, whose names appear on the register of members and/or (where appropriate) the register of holders of such other securities of the Company on a fixed record date in proportion to their holdings as at that date (subject to such exclusions or other arrangement 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 any recognized regulatory body or any stock exchange in, any relevant territory).”

(B) “**THAT**

- (a) subject to paragraph 5.(B)(b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph 5.(B)(c) below) of all the powers of the Company to repurchase its Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognized for this purpose by the Securities and Futures Commission in Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases and, subject to and in accordance with all applicable laws and/or requirements of the Rules Governing the Listing of Securities on the Stock Exchange or the listing rules of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company which may be repurchased by the Company pursuant to paragraph 5.(B)(a) above during the Relevant Period shall not exceed 10 per cent of the aggregate number of shares of the Company in issue at the date of passing this Resolution and the said approval granted under paragraph 5.(B)(a) shall be limited accordingly;

(c) for the purpose of this Resolution:

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

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

(C) “**THAT**

conditional upon the passing of Resolutions 5.(A) and 5.(B) as set out in the notice convening this AGM, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with the Shares pursuant to Resolution 5.(A) above be and is hereby extended by the addition to the aggregate number of shares of the Company of an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to Resolution 5.(B) above, provided that such amount shall not exceed 10 per cent of the aggregate number of shares of the Company in issue at the date of passing this Resolution.”

By order of the Board
CHINA OVERSEAS NUOXIN INTERNATIONAL HOLDINGS LIMITED
Zhang Huijun
Director

Hong Kong, 27 July 2020

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

Office 810, Unit 1908, 19/F,
9 Queen’s Road Central,
Central,
Hong Kong

Notes:

1. A member entitled to attend and vote at the AGM convened by the above notice is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any Share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such Share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company (“**Register of Members**”) in respect of such Share shall alone be entitled to vote in respect thereof.
3. To be valid, a form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting. Completion and return of the form of proxy will not preclude any member from attending the AGM or any adjournment thereof and voting in person if he so wishes and in such event, the form of proxy will be deemed to be revoked.
4. For the purpose of determining the entitlement of the members to attend and vote at the annual general meeting, the register of members of the Company will be closed from Monday, 24 August 2020 to Friday, 28 August 2020, both days inclusive, during which period no transfer of shares of the Company will be registered. Members whose names appear on the register of members of the Company on Friday, 28 August 2020 will be entitled to attend and vote at the annual general meeting. All transfers of shares accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Friday, 21 August 2020.
5. In accordance with the articles of association of the Company, Ms. Cai Dongyan, Mr. Zhang Huijun, Mr. Huang Zhiwei and Mr. Hu Zhigang will retire by rotation at the AGM and the aforesaid Directors, being eligible, have offered themselves for re-election. Details of the aforesaid Directors have been set out in the Circular of the Company dated 27 July 2020.
6. An explanatory statement containing further details in respect of Resolution 5.(B) is included in the Circular of the Company dated 27 July 2020.
7. Typhoon or black rainstorm warning

Shareholders are requested to telephone the Company’s hotline on (852) 3892 5999 for arrangements of the AGM in the event that a No. 8 (or above) typhoon signal or black rainstorm warning is hoisted on the day of the AGM.

As at the date of this notice, the Board of the Company comprises five executive Directors, namely Mr. Gao Jianbo, Ms. Cai Dongyan, Mr. Zhang Huijun, Ms. Pauline Lam and Mr. Lin Liangyong, and three independent non-executive Directors, namely Mr. Lam Yick Man, Mr. Hu Zhigang and Mr. Huang Zhiwei.

Website: www.co-nuoxin.com