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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)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 27 AUGUST 2021**

The board of directors (the “**Directors**”) of the Company (the “**Board**”) is pleased to announce that all the proposed resolutions set out in the notice of the AGM were duly passed by the shareholders of the Company by way of poll at the AGM held on 27 August 2021.

Reference is made to the circular of China Overseas Nuoxin International Holdings Limited (the “**Company**”) dated 19 July 2021 (the “**Circular**”) and the notice of the annual general meeting (the “**AGM**”) dated 19 July 2021. Terms used in this announcement shall have the same meaning as those defined in the Circular unless the context requires otherwise.

At the AGM held on 27 August 2021, a poll was demanded by the chairman of the AGM for voting on all the proposed resolutions as set out in the notice of the AGM dated 19 July 2021.

As at the date of the AGM, the total number of issued shares of the Company was 445,646,000 shares, which was the total number of shares entitling the holders to attend and vote for or against any of the resolutions at the AGM. There were no shares of the Company entitling the holder to attend and vote only against the resolutions or abstain from voting at the AGM and there was no restriction on any shareholders to cast votes on any of the resolutions at the AGM. No Shareholder was required under the Listing Rules to abstain from voting at the AGM and no Shareholder has stated his/her/its intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM. The total number of shares held by the shareholders of the Company or their proxy(ies) who have attended the AGM and are entitled to vote is 241,867,523 shares, representing approximately 54.27% of the total number of issued shares of the Company as at the date of this announcement.

The Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited was appointed as the scrutineer for the purpose of vote-taking at the AGM. Set out below are the poll results in respect of the resolutions put to the vote at the AGM:

Ordinary Resolutions		No. of Votes (%)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2021.	241,867,523 (100%)	0 (0%)
2.	(a) To re-elect Mr. Gao Jainbo as executive Director.	241,867,523 (100%)	0 (0%)
	(b) To re-elect Ms. Pauline Lam as executive Director.	241,867,523 (100%)	0 (0%)
	(c) To re-elect Mr. Lin Liangyong as executive Director.	241,867,523 (100%)	0 (0%)
	(d) To re-elect Mr. Zhang Jiayou as independent non-executive Director.	241,867,523 (100%)	0 (0%)
3.	To authorize the Board to fix the remuneration of the Directors.	241,867,523 (100%)	0 (0%)
4.	To re-appoint ZHONGHUI ANDA CPA Limited as the auditors of the Company for the year ending 31 March 2022 and to authorize the Board to fix their remuneration.	241,867,523 (100%)	0 (0%)
5.	(A) To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the aggregate number of shares of the Company in issue as at the date of the passing of this resolution.	241,867,523 (100%)	0 (0%)
	(B) To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the aggregate number of shares of the Company in issue as at the date of the passing of this resolution.	241,867,523 (100%)	0 (0%)
	(C) Conditional upon passing of Resolutions 5.(A) and 5.(B), to extend the general mandate granted to the Directors to allot, issue and deal with additional shares in the capital of the Company pursuant to Resolution 5.(A) be extended by the addition thereto of an amount representing the aggregate number of shares repurchased by the Company under the authority granted pursuant to Resolution 5.(B).	241,867,523 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the above resolutions, all the resolutions were duly passed as ordinary resolutions by the shareholders of the Company at the AGM by way of poll.

By Order of the Board  
**China Overseas Nuoxin International Holdings Limited**  
**Zhang Huijun**  
*Executive Director*

Hong Kong, 27 August 2021

*As at the date of this announcement, 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. Zhang Jiayou.*