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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 Cayman Islands with limited liability)

(Stock Code: 00464)

**(1) POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 29 AUGUST 2022**

AND

**(2) ADOPTION OF THE SECOND AMENDED AND RESTATED
ARTICLES OF ASSOCIATION**

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 29 August 2022.

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 29 AUGUST 2022

References are made to the circular of China Overseas Nuoxin International Holdings Limited (the “**Company**”) dated 21 July 2022 (the “**Circular**”), the notice of the annual general meeting (the “**AGM**”) dated 21 July 2022 and the announcement on typhoon arrangement for the AGM dated 24 August 2022. 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 29 August 2022, 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 21 July 2022.

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 227,896,605 shares, representing approximately 51.14% 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 2022.	227,896,605 (100%)	0 (0%)
2.	(a) To re-elect Mr. Zhang Huijun as executive Director.	227,896,605 (100%)	0 (0%)
	(b) To re-elect Ms. Cai Dongyan as executive Director.	227,896,605 (100%)	0 (0%)
	(c) To re-elect Mr. Lam Yick Man as independent non-executive Director.	227,896,605 (100%)	0 (0%)
3.	To authorize the Board to fix the remuneration of the Directors.	227,896,605 (100%)	0 (0%)
4.	To re-appoint ZHONGHUI ANDA CPA Limited as the auditors of the Company for the year ending 31 March 2023 and to authorize the Board to fix their remuneration.	227,896,605 (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.	227,896,605 (100%)	0 (0%)
	(B) To grant a general mandate to the Directors to repurchase shares of the Company not exceeding	227,896,605 (100%)	0 (0%)

	10% of the aggregate number of shares of the Company in issue as at the date of the passing of this resolution.		
	(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).	227,896,605 (100%)	0 (0%)
	Special Resolution	No. of Votes (%)	
		For	Against
6.	To approve the proposed amendments to the existing amend and restated articles of association of the Company and to adopt the second amended and restated articles of association of the Company in substitution for, and to the exclusion of, the existing amended and restated articles of association of the Company with immediate effect and that any Director or company secretary of the Company be authorized to do all things necessary to give effect to the proposed amendments and the adoption of the second amended and restated articles of association of the Company.	227,896,605 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the ordinary resolutions and more than 75% of the votes were cast in favour of the special resolution, all such resolutions were duly passed.

Note:

The AGM was chaired by Mr. Lam Yick Man, an independent non-executive Director. The attendance record of the Directors at the AGM was as follows:

- Mr. Lam Yick Man attended the Annual General Meeting in person; and
- Mr. Zhang Huijun, Ms. Cai Dongyan, Ms. Pauline Lam, Mr. Lin Liangyong, Mr. Hu Zhigang and Mr. Zhang Jiayou attended the Annual General Meeting by electronic means.

ADOPTION OF THE SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION

The Board hereby announces that the resolution on the proposed amendments to the existing articles of association of the Company has been duly passed as a special resolution at the AGM. For details of the amendments, please refer to Appendix III to the circular of the Company dated 21 July 2022.

The second amended and restated articles of association of the Company will take effect from 29 August 2022, the full text of which is available on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.co-nuoxin.com).

By order of the Board
China Overseas Nuoxin International Holdings Limited
Zhang Huijun
Chairman

Hong Kong, 29 August 2022

As at the date of this announcement, the executive Directors are Mr. Zhang Huijun, Ms. Cai Dongyan, Ms. Pauline Lam and Mr. Lin Liangyong; and the independent non-executive Directors are Mr. Lam Yick Man, Mr. Hu Zhigang and Mr. Zhang Jiayou.

Website: www.co-nuoxin.com