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If you are in doubt as to any aspect of this circular or as to the action you should take, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Overseas Nuoxin International Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agents through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (“AGM”) of China Overseas Nuoxin International Holdings Limited (the “Company”) to be held at Unit 1908, 19/F, 9 Queen’s Road Central, Central, Hong Kong on Friday, 23 August 2019 at 11:00 a.m. is set out on pages 18 to 23 of this circular. A form of proxy for use at the AGM is also enclosed.

Whether or not you are able to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person in the AGM or any adjournment thereof if you so wish and in such event, the form of proxy will be deemed to be revoked.

18 July 2019

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting” or “AGM”	an annual general meeting of the Company to be held at Unit 1908, 19/F, 9 Queen’s Road Central, Central, Hong Kong on Friday, 23 August 2019 at 11:00 a.m., or any adjournment thereof
“Articles”	the articles of association of the Company
“associate(s)”	shall have the meaning ascribed to it in the Listing Rules
“Board”	the board of Directors (including both executive and independent non-executive Directors)
“close associate(s)”	shall have the meaning ascribed to it in the Listing Rules
“Company”	China Overseas Nuoxin International Holdings Limited (中國海外諾信國際控股有限公司), a company incorporated in the Cayman Islands on 10 November 2004 with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“connected person(s)”	shall have the meaning ascribed to it in the Listing Rules
“core connected person(s)”	shall have the meaning ascribed to it in the Listing Rules
“Directors”	directors (including both executive and independent non-executive Directors) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong from time to time
“Issuance Mandate”	as defined in paragraph 2(a) of the Letter from the Board in this circular
“Latest Practicable Date”	11 July 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Main Board”	the Main Board of the Stock Exchange
“Repurchase Mandate”	as defined in paragraph 2(b) of the Letter from the Board in this circular
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of Share(s)
“Share(s)”	share(s) of HK\$0.001 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	shall have the meaning ascribed to it in the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong, as amended, supplemented or otherwise modified from time to time
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. GAO Jianbo (*Chairman*)
Ms. CAI Dongyan (*Chief executive officer*)
Mr. ZHANG Huijun
Ms. Pauline LAM
Mr. LIN Liangyong

Registered office:

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

Independent Non-executive Directors:

Mr. CHAN Ka Yin
Mr. HUANG Zhiwei
Mr. LAM Yick Man

Principal place of business

in Hong Kong:
Office 810, Unit 1908, 19/F,
9 Queen's Road Central,
Central,
Hong Kong

18 July 2019

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the forthcoming AGM to approve (i) the granting of the Issuance Mandate to the Directors; (ii) the granting of the Repurchase Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the aggregate number of the Shares repurchased by the Company under the Repurchase Mandate and (iv) the re-election of retiring Directors.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 17 August 2018, general mandates were granted to the Directors to exercise the powers of the Company to issue Shares and to repurchase Shares respectively. Such general mandates will lapse at the conclusion of the AGM.

It will therefore be proposed at the forthcoming AGM to approve the granting of new general mandates to the Directors to exercise the power of the Company:

- (a) to allot, issue and deal with new Shares of an aggregate number not exceeding 20% of the aggregate number of shares of the Company in issue on the date of passing of such resolution (“Issuance Mandate”);
- (b) to repurchase Shares on the Stock Exchange of an aggregate number not exceeding 10% of the aggregate number of shares of the Company in issue on the date of passing of such resolution (“Repurchase Mandate”); and
- (c) to extend the Issuance Mandate by an amount representing the aggregate number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 445,646,000 Shares. Subject to the passing of the proposed ordinary resolution for approving the Issuance Mandate at the AGM and on the basis that there is no change in the issued and paid up share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Issuance Mandate, the Company would be allowed under the Issuance Mandate to issue and/or to make or grant offers, agreements and options which might require the issue of a maximum of 89,129,200 Shares during the period in which the Issuance Mandate remains in force.

The Issuance Mandate and Repurchase Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in ordinary resolutions numbered 5.(A)(d) and 5.(B)(c) set out in the notice of AGM. A resolution authorizing the extension of the Issuance Mandate to include the aggregate number amount of such Shares repurchased (if any) under the Repurchase Mandate will be proposed as ordinary resolution numbered 5.(C) set out in the notice of AGM. With reference to the Issuance Mandate and the Repurchase Mandate, the Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto.

LETTER FROM THE BOARD

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution for granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

3. RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprised five executive Directors, namely Mr. Gao Jianbo (Chairman), Ms. Cai Dongyan (chief executive officer), Mr. Zhang Huijun, Ms. Pauline Lam and Mr. Lin Liangyong, and three independent non-executive Directors, namely Mr. Chan Ka Yin, Mr. Huang Zhiwei and Mr. Lam Yick Man.

Mr. Fung Chi Kin, Mr. Kwok Kai Hing Daniel and Mr. Han Dengpan have resigned with effect from 10 April 2019, 10 April 2019 and 28 June 2019, respectively.

According to Article 86(3), the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Mr. Gao Jianbo, Mr. Lin Liangyong, Mr. Lam Yick Man and Mr. Chan Ka Yin shall retire and, being eligible, offer themselves for re-election at the AGM in accordance with Article 86(3).

According to Article 87, at least one-third of the Directors for the time being shall retire from office by rotation at each annual general meeting provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. It further stipulates that any Director appointed pursuant to Article 86(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. Accordingly, Mr. Zhang Huijun and Ms. Pauline Lam shall retire by rotation at the AGM and, being eligible, offer themselves for re-election.

Pursuant to Rule 13.74 of the Listing Rules, the biographical details of Mr. Gao Jianbo, Mr. Zhang Huijun, Ms. Pauline Lam, Mr. Lin Liangyong, Mr. Lam Yick Man and Mr. Chan Ka Yin are set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. AGM AND PROXY ARRANGEMENT

A notice convening the AGM to be held on Friday, 23 August 2019 is set out on pages 18 to 23 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the Issuance Mandate and the Repurchase Mandate, the extension of the Issuance Mandate by the addition thereto of the aggregate number of Shares repurchased pursuant to the Repurchase Mandate and the re-election of the retiring Directors.

To the extent that the Company is aware having made all reasonable enquiries, none of the Shareholders is required to abstain from voting in respect of the ordinary resolutions to be proposed at the AGM.

A form of proxy for use at the AGM is enclosed with this circular. You are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof, whether or not you are able to attend at the AGM in person. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the form of proxy will be deemed to be revoked.

5. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the AGM must be taken by poll. The chairman of the AGM will therefore demand a poll for every resolution put to the vote of the AGM and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

6. RECOMMENDATION

The Directors (including the independent non-executive Directors) believe that the granting and extension of the Issuance Mandate, the granting of the Repurchase Mandate and the re-election of retiring Directors are in the best interests of the Company, the Group and the Shareholders as a whole and are fair and reasonable. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant ordinary resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix I (Explanatory Statement of the Repurchase Mandate) and Appendix II (Details of Directors Proposed for Re-election) to this circular.

Yours faithfully

For and on behalf of

CHINA OVERSEAS NUOXIN INTERNATIONAL HOLDINGS LIMITED

Zhang Huijun

Director

APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

This is the explanatory statement required under the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. STOCK EXCHANGE RULES FOR REPURCHASES OF SECURITIES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, amongst which it is provided that all proposed repurchases of securities on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by Shareholders by an ordinary resolution, either by way of a general mandate, or by a special approval in relation to specific transactions.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 445,646,000 Shares. Subject to the passing of the proposed resolution in respect of the granting of the Repurchase Mandate and on the basis that no further securities of the Company are issued and no further Shares are repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 44,564,600 Shares (representing 10% of the Shares in issue as at the date of granting of the Repurchase Mandate).

3. REASONS FOR REPURCHASES

The Directors believe that it is in the interests of the Company and the Shareholders to have a general authority from Shareholders to enable the Directors to repurchase Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders. The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company the flexibility to do so when appropriate.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association, the laws of the Cayman Islands, the Listing Rules and/or any other applicable laws. Repurchases pursuant to the Repurchase Mandate will be made out of the profits of the Company or the proceeds of a fresh issue of Shares made for such purpose or, subject to the Articles and the laws of the Cayman Islands, out of capital. Any premium payable on a repurchase over the par value of the Shares to be repurchased must be provided out of the profits of the Company or out of sums standing to the credit of the share premium account of the Company or, subject to the Articles and the laws of the Cayman Islands, out of capital.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2019 in the event that the repurchase of Shares were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the repurchase of Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels, which in the view of the Directors are from time to time appropriate for the Company.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

6. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

As at the Latest Practicable Date, none of the Directors nor, to the best of their knowledge and belief having made all reasonable enquires, any of their close associates, has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries.

As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he/she has a present intention to sell any Shares to the Company or its subsidiaries nor has he/she undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. EFFECT OF TAKEOVERS CODE

If on the exercise of the powers to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and insofar the Directors are aware, China Yuen Capital Limited ("China Yuen") held 253,132,500 Shares representing interests of approximately 56.80% of the issued share capital of the Company. On the basis that no Shares are issued or repurchased prior to the date of the AGM, in the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the aggregate interests of China Yuen would be increased to approximately 63.11% of the total issued share capital of the Company, However, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

Save as disclosed above, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

8. SHARES REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

9. SHARE PRICES

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange, respectively, in each of the previous twelve months were as follows:

Month	Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
June	2.39	1.93
July	2.90	1.80
August	2.75	2.15
September	2.46	2.09
October	2.22	1.41
November	1.85	1.53
December	2.00	1.61
2019		
January	1.98	1.60
February	1.90	1.73
March	1.95	1.80
April	2.95	1.88
May	3.20	2.30
June	2.73	2.30
July (Up to the Latest Practicable Date)	2.84	2.33

Pursuant to the Listing Rules, stated below are the details of the Directors who will retire and be eligible for re-election at the AGM.

Mr. Gao Jianbo

Mr. Gao, aged 48, joined the Group in March 2019. Mr. Gao is currently an executive Director and the chairman of the Company. Mr. Gao holds a degree of postdoctoral fellow in economics at the Party School of the CPC Central Committee and a degree of doctor in Communication of the Beijing University of Posts and Telecommunications. He is currently the chairman of China Overseas Energy Group Co., Ltd.* (中海外能源集團有限公司) and the chairman of China Overseas Smart City Group Co., Ltd.* (中海外智慧城市集團有限公司). He was the Vice President of the 5th council of the China Satellite Positioning Association. He has led dozens of national natural science funds, national and municipal scientific research projects, and has won several National Science and Technology Progress Award consecutively, and was awarded the title of Zhongguancun Entrepreneurship Star and the Annual Leader Entrepreneur Award of China's satellite navigation and location service industry in 2012.

Save as disclosed above, Mr. Gao did not hold any directorship in any other listed companies in the last three years. As at the Latest Practicable Date, Mr. Gao did not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Gao does not have any relationship with any Director, senior management or substantial or controlling shareholder (as defined in the Listing Rules) of the Company. Mr. Gao has confirmed that no information is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The Company has entered into a service agreement with Mr. Gao with effect from 28 March 2019 for a term of three year and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association of the Company. Mr. Gao is entitled to a director's remuneration of HK\$600,000 per annum. The emoluments of Mr. Gao are determined on the basis of his role in the Group, the extent of his responsibilities, experience, performance and the prevailing market rates.

Mr. Zhang Huijun

Mr. Zhang, aged 37, joined the Group in August 2017. Mr. Zhang is currently an executive Director of the Company. Mr. Zhang has around 6 years of management experience before joining the Group. From 2006 to 2009, Mr. Zhang served as the trade investment manager of Tsingshan Holding Group Shanghai International Trading Co., Ltd. * (青山控股集團上海國際貿易有限公司). From 2010 to 2012, Mr. Zhang served as the project manager of Pt. Modern Group Indonesia. Mr. Zhang completed three years studies majoring in Taxation at Hunan Tax College* (湖南稅務高等專科學校) in 2002.

Save as disclosed above, Mr. Zhang did not hold any directorship in any other listed companies in the last three years. As at the Latest Practicable Date, Mr. Zhang did not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Zhang does not have any relationship with any Director, senior management or substantial or controlling shareholder (as defined in the Listing Rules) of the Company. Mr. Zhang has confirmed that no information is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The Company has entered into a service agreement with Mr. Zhang with effect from 22 August 2017 for a term of three year and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association of the Company. Mr. Zhang is entitled to a director's remuneration of HK\$600,000 per annum. The emoluments of Mr. Zhang are determined on the basis of his role in the Group, the extent of his responsibilities, experience, performance and the prevailing market rates.

Ms. Pauline Lam

Ms. Lam, aged 36, joined the Group in August 2017. Ms. Lam is currently an executive Director of the Company. Ms. Lam worked at China Point Enterprises Limited from 2006 to 2011, and her last position was a sales and merchandising manager. From 2013 to 2017, she worked at TAG Aviation Asia Limited and her last position was a senior client responsible manager. Ms. Lam obtained a bachelor's degree in business administration from Pepperdine University in California of the United States in December 2004.

Save as disclosed above, Ms. Lam did not hold any directorship in any other listed companies in the last three years. As at the Latest Practicable Date, Ms. Lam did not have any interests in the Shares within the meaning of Part XV of the SFO. Ms. Lam does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company. Ms. Lam has confirmed that no information is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The Company has entered a service agreement with Ms. Lam with effect from 22 August 2017 for a term of three year and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association of the Company. Ms. Lam is entitled to a director's remuneration of HK\$600,000 per annum. The emoluments of Ms. Lam are determined on the basis of her role in the Group, the extent of her responsibilities, experience, performance and the prevailing market rates.

Mr. Lin Liangyong

Mr. Lin, aged 38, joined the Group in April 2019. Mr. Lin is currently an executive Director of the Company. Mr. Lin graduated from Shanxi University of Finance and Economics with a bachelor's degree in finance. He is currently the general manager of the Gold Zhongnan Investment Development Co., Ltd.* (金中南投資發展有限公司) of Shenzhen. He served as the sub-branch manager of Taikoo City Sub-branch of Industrial and Commercial Bank of China (Shenzhen branch), the assistant to the general manager of the credit approval department of Bank of Beijing Co., Ltd. (Shenzhen branch). He has worked in the domestic banking system for more than 14 years and has extensive experience in financial management and risk control.

Save as disclosed above, Mr. Lin did not hold any directorship in any other listed companies in the last three years. As at the Latest Practicable Date, Mr. Lin did not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Lin does not have any relationship with any Director, senior management or substantial or controlling shareholder (as defined in the Listing Rules) of the Company. Mr. Lin has confirmed that no information is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The Company has entered into a service agreement with Mr. Lin with effect from 10 April 2019 for a term of three year and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association of the Company. Mr. Lin is entitled to a director's remuneration of HK\$96,000 per annum. The emoluments of Mr. Lin are determined on the basis of his role in the Group, the extent of his responsibilities, experience, performance and the prevailing market rates.

Mr. Lam Yick Man

Mr. Lam, aged 40, joined the Group in April 2019. Mr. Lam is currently an independent non-executive Director of the Company. Mr. Lam obtained a master's degree of corporate governance from The Hong Kong Polytechnic University and a bachelor's degree of business administration from Lingnan University. He is also a member of Hong Kong Institute of Certified Public Accountants and a fellow member of The Association of Chartered Certified Accountants. Mr. Lam is currently a deputy financial controller of a private company. He has over 13 years of experience in auditing and financial management and regulatory compliance matters gained from various international accounting firms and listed companies.

Save as disclosed above, Mr. Lam did not hold any directorship in any other listed companies in the last three years. As at the Latest Practicable Date, Mr. Lam did not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Lam and his immediate family members do not have any relationship with any Director, senior management or substantial or controlling shareholder (as defined in the Listing Rules) of the Company. Mr. Lam has confirmed that no information is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The Company has entered into a letter of appointment with Mr. Lam with effect from 10 April 2019 for a term of three year and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association of the Company. Mr. Lam is entitled to a director's remuneration of HK\$96,000 per annum. The emoluments of Mr. Lam are determined on the basis of his role in the Group, the extent of his responsibilities, experience, performance and the prevailing market rates.

Mr. Chan Ka Yin

Mr. Chan, aged 45, joined the Group in June 2019. Mr. Chan is currently an independent non-executive Director of the Company. He is a fellow member of the Association of Chartered Certified Accountants since December 2004 and the Hong Kong Institute of Certified Public Accountants since May 2010. He obtained a degree in Bachelor of Business Administration in Accounting and Finance (Hons.) from the University of Hong Kong in November 1996. He has ample experience in auditing, accounting, financial management and company secretarial practices in respect of listed companies. Mr. Chan is currently a director of a corporate services company in Hong Kong. He is also an independent non-executive director, the chairman of both the audit committee and internal control committee and a member of both the remuneration committee and nomination committee of Deson Construction International Holdings Limited (Stock code: 8268) since 21 December 2015.

Save as disclosed above, Mr. Chan did not hold any directorship in any other listed companies in the last three years. As at the Latest Practicable Date, Mr. Chan did not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Chan and his immediate family members do not have any relationship with any Director, senior management or substantial or controlling shareholder (as defined in the Listing Rules) of the Company. Mr. Chan has confirmed that no information is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The Company has entered into a letter of appointment with Mr. Chan with effect from 28 June 2019 for a term of three year and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association of the Company. Mr. Chan is entitled to a director's remuneration of HK\$96,000 per annum. The emoluments of Mr. Chan are determined on the basis of his role in the Group, the extent of his responsibilities, experience, performance and the prevailing market rates.

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING



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, 23 August 2019 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 2019.
2.
 - (a) To re-elect Mr. Gao Jianbo as executive Director.
 - (b) To re-elect Mr. Zhang Huijun as executive Director.
 - (c) To re-elect Ms. Pauline Lam as executive Director.
 - (d) To re-elect Mr. Lin Liangyong as executive Director.
 - (e) To re-elect Mr. Lam Yick Man as independent non-executive Director.
 - (f) To re-elect Mr. Chan Ka Yin 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.

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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,

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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).”

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(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.”

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(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, 18 July 2019

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

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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, 19 August 2019 to Friday, 23 August 2019, 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, 23 August 2019 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, 16 August 2019.
5. In accordance with the articles of association of the Company, Mr. Gao Jianbo, Mr. Zhang Huijun, Ms. Pauline Lam, Mr. Lin Liangyong, Mr. Lam Yick Man and Mr. Chan Ka Yin 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 18 July 2019.
6. An explanatory statement containing further details in respect of Resolution 5.(B) is included in the Circular of the Company dated 18 July 2019.
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. Chan Ka Yin, Mr. Huang Zhiwei and Mr. Lam Yick Man.

Website: www.co-nuoxin.com