



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)

PROXY FORM

Form of proxy for the Annual General Meeting of China Overseas Nuoxin International Holdings Limited (the “Company”) to be held at Unit 3202, 32/F, 9 Queen’s Road Central, Central, Hong Kong on Thursday, 25 August 2022 at 3:00 p.m. or at any adjournment thereof (the “AGM”)

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.001 each
in the issued share capital of the Company, hereby appoint³ _____
of _____
or⁴ the Chairman of the AGM, as my/our proxy to attend and act on my/our behalf at the AGM (and at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the resolutions set out in the notice of the AGM (with or without amendments) as hereunder indicated.

ORDINARY RESOLUTIONS		FOR ⁵	AGAINST ⁵
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.		
2.	(a) To re-elect Mr. Zhang Huijun as executive Director.		
	(b) To re-elect Ms. Cai Dongyan as executive Director.		
	(c) To re-elect Mr. Lam Yick Man as independent non-executive Director.		
3.	To authorize the board (the “Board”) of directors (the “Directors”) of the Company to fix the remuneration of the Directors.		
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.		
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. (Ordinary Resolution No. 5. (A) of the notice of the AGM)		
5.(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. (Ordinary Resolution No. 5. (B) of the notice of the AGM)		
5.(C)	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares in the capital of the Company by the aggregate number of shares repurchased by the Company. (Ordinary Resolution No. 5. (C) of the notice of the AGM)		
SPECIAL RESOLUTION		FOR ⁵	AGAINST ⁵
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 authorised 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.		

Dated this _____ day of, _____ 2022. Signature(s)⁶: _____:

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.001 each in the issued share capital of the Company registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company, but must attend the AGM in person to represent you.
- If any proxy other than the Chairman of the AGM is preferred, strike out the words “the Chairman of the AGM” and insert the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIATED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, PLEASE TICK (✓) THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, PLEASE TICK (✓) THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- This form of proxy must be signed by the appointer or his attorney duly authorized in writing, or, if the appointer is a corporation, the form of proxy must be executed under its common seal or under the hand of an officer of the corporation or attorney duly authorized in that behalf.
- To be valid, this form of proxy and the power of attorney, or other authority (if any) under which it is signed (or a certified copy thereof) must be deposited at 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 for holding the AGM or any adjourned meeting.
- Completion and return of this form of proxy will not preclude the appointer from attending and voting at the AGM or any adjournment thereof. In that event this form of proxy will be deemed to be revoked.
- In the case of joint holders of a share, the vote of the person, whether attending in person or by proxy, whose name stands first on the Register of Members of the Company in respect of such share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).