

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

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(s) or the transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)

(1) PROPOSED CHANGE OF COMPANY NAME;

AND

(2) NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting (“EGM”) of China Overseas Nuoxin International Holdings Limited (the “Company”) to be held at Unit 3209, 32/F, 9 Queen’s Road Central, Central, Hong Kong on Thursday, 11 January 2024 at 3:00 p.m. is set out on pages 6 to 7 of this circular.

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

19 December 2023

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DEFINITIONS

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

“Board”	the board of the Directors
“Company”	China Overseas Nuoxin International Holdings Limited (中國海外諾信國際控股有限公司), a company incorporated under the laws of the Cayman Islands with limited liability and the shares of which are listed on the main board of the Stock Exchange (stock code: 0464)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at Unit 3209, 32/F, 9 Queen’s Road Central, Central, Hong Kong on Thursday, 11 January 2024 at 3:00 p.m. or any adjournment thereof, to consider and, if thought fit, approve the Proposed Change of Company Name
“Group”	collectively, the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	14 December 2023, 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
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “China Overseas Nuoxin International Holdings Limited” to “China In-Tech Limited”, and the change of its dual foreign name in Chinese from “中國海外諾信國際控股有限公司” to “中國智能科技有限公司”, subject to the approval of the Shareholders at the EGM
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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. ZHANG Huijun (*Chairman*)

Ms. CAI Dongyan (*Chief executive officer*)

Independent Non-executive Directors:

Mr. HU Zhigang

Mr. ZHANG Jiayou

Mr. Ma Yu-heng

Registered office:

Cricket Square,

Hutchins Drive,

P.O. Box 2681,

Grand Cayman, KY1-1111,

Cayman Islands

Principal place of business in Hong Kong:

Unit 2302, 23/F,

New World Tower 1,

18 Queen's Road Central,

Central, Hong Kong

19 December 2023

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME;
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 12 December 2023 in respect of the Proposed Change of Company Name (the “**Announcement**”).

The purpose of this circular is to provide you with information regarding the Proposed Change of Company Name and to give you notice of the EGM at which special resolution will be proposed to approve the Proposed Change of Company Name.

This circular contains further information relating to the resolution proposed so as to enable you to make an informed decision on whether to vote for or against the resolution proposed. A notice for convening the EGM is also set out in this circular for your further action.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board announced on 12 December 2023 that it proposed to change the English name of the Company from “China Overseas Nuoxin International Holdings Limited” to “China In-Tech Limited”, and to change the dual foreign name in Chinese of the Company from “中國海外諾信國際控股有限公司” to “中國智能科技有限公司”, subject to the conditions set out below being fulfilled.

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is conditional upon the following conditions having been satisfied:

- (i) the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at the EGM; and
- (ii) the Registrar of Companies in the Cayman Islands issuing a certificate of incorporation on change of name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name and dual foreign name in Chinese of the Company on the register of companies in place of the former English name and dual foreign name in Chinese of the Company and issues a certificate of incorporation on change of name. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any of the rights of the Shareholders. Once the Proposed Change of Company Name has become effective, new share certificates of the Company will be issued in the new name of the Company. All existing share certificates in issue bearing the Company’s present name shall continue to be evidence of title to the shares of the Company and continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of existing share certificates for new share certificates bearing the new name of the Company.

In addition, upon the Proposed Change of Company Name becoming effective and subject to confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed. Subject to the Proposed Change of Company Name becoming effective, the Company will also adopt a new company logo.

LETTER FROM THE BOARD

Reasons for the Proposed Change of Company Name

The Board considers that the Proposed Change of Company Name will better reflect the current status of the Group and its direction of future development. The Board also believes that the new English and Chinese names of the Company will provide the Company with a new corporate image which will benefit the Company's future business development. Accordingly, the Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

EGM

A notice convening the EGM is set out on pages 6 to 7 of this circular. The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name. In compliance with the Listing Rules, the resolution will be voted on by way of a poll at the EGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolution to be proposed at the EGM.

Voting by way of poll

The resolution set out in the notice of the EGM will be decided by poll in accordance with Rule 13.39(4) of the Listing Rules. The chairman of the EGM will explain the detailed procedures for conducting a poll at the commencement of the EGM.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every Share held which is fully paid or credited as fully paid.

After the conclusion of the EGM, the poll result will be published in the manner prescribed under Rules 13.39(5) and (5A) of the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

In order to ascertain the entitlement of Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 8 January 2024 to Thursday, 11 January 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Friday, 5 January 2024.

LETTER FROM THE BOARD

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 Company. 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.

RECOMMENDATION

The Directors consider that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole and therefore recommend you to vote in favor of the special resolution to be proposed at the EGM.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

NOTICE OF EGM



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of China Overseas Nuoxin International Holdings Limited (the “Company”) will be held at Unit 3209, 32/F, 9 Queen’s Road Central, Central, Hong Kong on Thursday, 11 January 2024 at 3:00 p.m. for the following purpose:

SPECIAL RESOLUTION

To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

1. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained by way of issue of a certificate of incorporation on change of name, the English name of the Company be changed from “China Overseas Nuoxin International Holdings Limited” to “China In-Tech Limited”, and the dual foreign name in Chinese of the Company be changed from “中國海外諾信國際控股有限公司” to “中國智能科技有限公司” (the “**Change of Company Name**”), with effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands, and that any one director or the company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as he or she, in his or her absolute discretion, consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name, including without limitation, attending to the necessary registration and/or filings for and on behalf of the Company.”

By order of the Board

China Overseas Nuoxin International Holdings Limited

Zhang Huijun

Chairman

Hong Kong, 19 December 2023

NOTICE OF EGM

Registered Office:

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

Principal place of business in Hong Kong:

Unit 2302, 23/F,
New World Tower 1,
18 Queen's Road Central,
Central, Hong Kong

Notes:

1. Any member entitled to attend and vote at the above meeting is entitled to appoint one or, if he is the holder of two or more shares, one or more proxies to attend and, on a poll, vote in his stead. A proxy needs not be a member of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the offices of the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible and in any event not later than 48 hours before the commencement of the above meeting or any adjournment thereof.
3. The transfer books and register of members of the Company will be closed from Monday, 8 January 2024 to Thursday, 11 January 2024, both days inclusive, during which period no transfer of shares in the Company will be effected. In order to qualify for the right to attend and vote at the meeting, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Friday, 5 January 2024.
4. In the case of joint holders of a share, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Typhoon or black rainstorm warning

Shareholders are requested to telephone the Company's hotline on (852) 3756 0012 for arrangements of the EGM in the event that a No. 8 (or above) typhoon signal or black rainstorm warning is hoisted on the day of the EGM.

As at the date of this notice, the Board of the Company comprises two executive Directors, namely Mr. Zhang Huijun and Ms. Cai Dongyan, and three independent non-executive Directors, namely Mr. Hu Zhigang, Mr. Zhang Jiayou and Mr. Ma Yu-heng.

Website: www.co-nuoxin.com