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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 23 AUGUST 2019**

The board of 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 23 August 2019.

Reference is made to the circular of China Overseas Nuoxin International Holdings Limited (the “**Company**”) dated 18 July 2019 (the “**Circular**”) and the notice of the annual general meeting (the “**AGM**”) dated 18 July 2019. 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 23 August 2019, 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 18 July 2019.

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 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. 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 246,837,853 shares, representing approximately 55.4% 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:

| <b>Ordinary Resolutions</b> |  | <b>No. of Votes (%)</b> |                |
|-----------------------------|--|-------------------------|----------------|
|                             |  | <b>For</b>              | <b>Against</b> |
| 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.                       | 246,837,853<br>(100%)   | 0<br>(0%)      |
| 2.                          | (a) To re-elect Mr. Gao Jianbo as executive Director.  | 246,837,853<br>(100%)   | 0<br>(0%)      |
|                             | (b) To re-elect Mr. Zhang Huijun as executive Director.  | 246,837,853<br>(100%)   | 0<br>(0%)      |
|                             | (c) To re-elect Ms. Pauline Lam as executive Director.   | 246,837,853<br>(100%)   | 0<br>(0%)      |
|                             | (d) To re-elect Mr. Lin Liangyong as executive Director.   | 246,837,853<br>(100%)   | 0<br>(0%)      |
|                             | (e) To re-elect Mr. Lam Yich Man an independent non-executive Director.  | 246,837,853<br>(100%)   | 0<br>(0%)      |
|                             | (f) To re-elect Mr. Chan Ka Yin as independent non-executive Director.   | 246,837,853<br>(100%)   | 0<br>(0%)      |
| 3.                          | To authorize the board of directors of the Company to fix the remuneration of the directors of the Company.  | 246,837,853<br>(100%)   | 0<br>(0%)      |
| 4.                          | To re-appoint Deloitte Touche Tohmatsu as auditors of the Company for the ensuing year and to authorize the board of directors of the Company to fix their remuneration. | 246,837,853<br>(100%)   | 0<br>(0%)      |

| Ordinary Resolutions |  | No. of Votes (%)      |           |
|----------------------|--|-----------------------|-----------|
|                      |  | For                   | Against   |
| 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.            | 246,837,853<br>(100%) | 0<br>(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.                                       | 246,837,853<br>(100%) | 0<br>(0%) |
|                      | (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. | 246,837,853<br>(100%) | 0<br>(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**  
*Director*

Hong Kong, 23 August 2019

*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. Chan Ka Yin, Mr. Huang Zhiwei and Mr. Lam Yick Man.*

*Website: [www.co-nuoxin.com](http://www.co-nuoxin.com)*