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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)

CHANGE OF DIRECTORS AND COMPOSITION OF BOARD COMMITTEES

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER OF THE BOARD COMMITTEES

The board of directors (the “**Board**”) of China Overseas Nuoxin International Holdings Limited (the “**Company**”) is pleased to announce that Mr. Chan Ka Yin (陳家賢先生) (“**Mr. Chan**”) has been appointed as an independent non-executive Director, and a member of the audit committee, remuneration committee and nomination committee of the Company with effect from 28 June 2019.

Mr. Chan

Mr. Chan, aged 45, 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 and his immediate family members:

- (i) do not hold any position in the Company or other members of the Group;
- (ii) do not hold any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this announcement;
- (iii) are not interested in and do not hold any short position in any shares or underlying shares or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and
- (iv) are not connected and do not have any relationship with any Directors, senior management of the Company or substantial or controlling Shareholders, or any of his respective associates, as defined in the Listing Rules.

Mr. Chan will enter into a service contract or letter of appointment (as the case maybe) with the Company after his appointment. His directorship will be subject to retirement by rotation and re-election pursuant to the memorandum and articles of association of the Company. The director's remuneration or director's fee will be determined by the remuneration committee of the Company based on his qualifications, experience, level of responsibilities undertaken and the prevailing market conditions.

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules and there are no other matters relating to the appointment of Mr. Chan that need to be brought to the attention of the shareholders of the Company.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER OF THE BOARD COMMITTEES

The Board wishes to announce that with effective from 28 June 2019, Mr. Han Dengpan (“**Mr. Han**”) resigned as independent non-executive Director of the Company, the chairman of audit committee, remuneration committee and nomination committee of the Company due to his preference to devote more time on his personal affairs.

The Board and Mr. Han confirmed that there is no disagreement with each other and there is no matter relating to the resignation of Mr. Han which should be brought to the attention of the shareholders of the Company or the Stock Exchange.

The Board would like to express its gratitude to Mr. Han for his valuable efforts and contributions to the Company during his tenure of office.

APPOINTMENT OF CHAIRMAN OF THE BOARD COMMITTEES

Following the resignation of Mr. Han as the chairman of audit committee, remuneration committee and nomination committee of the Company, Mr. Chan has been appointed as the chairman of the audit committee, remuneration committee and nomination committee of the Company with effect from 28 June 2019.

By Order of the Board
China Overseas Nuoxin International Holdings Limited
Zhang Huijun
Director

Hong Kong, 28 June 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