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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) RESIGNATION AND APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR
AND**

(2) CHANGE IN COMPOSITION OF BOARD COMMITTEES

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

The board (the “**Board**”) of directors (the “**Director(s)**”) of China Overseas Nuoxin International Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that Mr. Huang Zhiwei (“**Mr. Huang**”) tendered his resignation as an independent non-executive Director, a member of audit committee (the “**Audit Committee**”), remuneration committee (the “**Remuneration Committee**”) and nomination committee (the “**Nomination Committee**”) of the Company, with effect from 19 December 2020, due to his desire to devote more time on his other commitments.

Mr. Huang confirmed that he has no disagreement with the Board and there is no matter relating to the resignation of Mr. Huang that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The Board would like to express its gratitude to Mr. Huang for his valuable efforts and contributions to the Company during his tenure of office.

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

The Board is pleased to further announce that Mr. Zhang Jiayou(張加友)(“**Mr. Zhang**”) has been appointed as an independent non-executive Director, and a member of the Audit Committee, Remuneration Committee and Nomination Committee, with effect from 19 December 2020.

Biographical details of Mr. Zhang

Mr. Zhang, aged 48, obtained his bachelor degree in Oil and Gas Geological Exploration from the China University of Petroleum in July 1997 and obtained a Qualification Certificate of Specialty and Technology issued by the China Petrochemical Corporation in December

2002. He has over 23 years of experience in research, evaluation, and acquisition in oil and gas projects, minerals projects and other asset projects. Between 1997 and 2003, Mr. Zhang worked in a subsidiary of China Petrochemical Corporation. He then worked in Energy Science Service & Consulting Associates from 2005 until 2011 and Pearl Oriental Oil Limited (currently known as CHK Oil Limited, the shares of which are listed on the Stock Exchange) (stock code: 632) between 2011 and 2017. He is currently the chief technology officer of the oil & gas business division of Xiezhong International Holdings Limited, the shares of which are listed on the Stock Exchange (stock code: 3663).

As at the date of this announcement, save as disclosed, Mr. Zhang:

- (i) does not hold any position in the Company or other members of the Group;
- (ii) does 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 not hold any other major appointments and qualifications;
- (iii) has no relationship with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company, nor any of his respective associates, as defined in the Rules Governing the Listing of Securities on the Stock Exchange; and
- (iv) is not interested in nor 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 Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Zhang will enter into a letter of appointment with the Company for a term of three years commencing from 19 December 2020, subject to retirement by rotation and re-election in accordance with the Memorandum and Articles of Association of the Company. Pursuant to the letter of appointment, the annual remuneration of Mr. Zhang as an independent non-executive Director is HK\$96,000, which was determined by the Remuneration Committee based on his qualifications, experience, level of responsibilities undertaken and the prevailing market conditions.

As at the date of this announcement, save as disclosed above, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiry, 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. Zhang that need to be brought to the attention of the shareholders of the Company.

The Board would like to extend its warm welcome to Mr. Zhang for his appointment as a member of the Board.

By order of the Board
China Overseas Nuoxin International Holdings Ltd
Zhang Huijun
Director

Hong Kong, 18 December 2020

As at the date of this announcement, the Board 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. Huang Zhiwei, Mr. Lam Yick Man and Mr. Hu Zhigang.

Website: www.co-nuoxin.com