



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 FOR THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON THURSDAY, 11 JANUARY 2024**

I/We¹ _____
of _____,
being the registered shareholder(s) of _____ shares² of HK\$0.001 each (“Shares”) in
the share capital of China Overseas Nuoxin International Holdings Limited (the “Company”), hereby appoint the chairman of the
extraordinary general meeting of the Company to be held on Thursday, 11 January 2024 (the “Meeting”)³ or _____
of _____

as my/our proxy to attend the Meeting (and at any adjournment thereof) of 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. for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the resolution as indicated below. I/We direct that my/our vote(s) be cast on the specified resolution as indicated by an “✓” in the appropriate boxes. In absence of any indication, the proxy may vote for or against the resolution at his/her own discretion.

SPECIAL RESOLUTION		FOR ⁴	AGAINST ⁴
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.		

Dated: _____

Signature⁵: _____

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS** as shown in the register of members of the Company.
- If no number is inserted, this form of proxy will be deemed to be related to all the Shares in the issued share capital of the Company registered in your names.
- Please insert the name and address of the proxy. If no name is inserted, the chairman of the Meeting will act as your proxy. A shareholder may appoint one or more proxies to attend the Meeting and vote for him/her. The proxy need not be a member of the Company but must attend the Meeting in person (and at any adjournment thereof) to represent you. Any alteration made to this proxy form must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”.** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion or to abstain from voting. Your proxy will also be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its legal representative, director(s) or duly authorised attorney(s) to it.
- To be valid, this completed and signed proxy form and the relevant notarised power of attorney (if any) and other relevant document of authorisation (if any), must be lodged with the Hong Kong 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 by not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment of it (as the case may be).
- In case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, then one of the said person so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting or any adjournment thereof if you so wish.