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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)

COMPLETION OF ISSUE OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to the announcements of the Company dated 11 September 2023 and 14 September 2023 (the “**Announcements**”) in relation to, among others, the subscriptions of 87,508,000 Subscription Shares in aggregate at the Subscription Price of HK\$0.275 per Subscription Share under the General Mandate. Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements unless otherwise stated.

COMPLETION OF ISSUE OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that all the conditions set out in the Subscription Agreements have been fulfilled on 25 September 2023 and completion of the Subscriptions took place on 27 September 2023 in accordance with the terms and conditions of the Subscription Agreements.

Pursuant to the Subscription Agreements, 87,508,000 Subscription Shares in aggregate, representing approximately 16.41% of the issued share capital (as enlarged by the allotment and issue of the Subscription Shares) of the Company as at the date of this announcement, have been allotted and issued by the Company to the Subscribers at the Subscription Price of HK\$0.275 per Subscription Share under the General Mandate.

The gross proceeds from the Subscriptions are approximately HK\$24.06 million, and the net proceeds from the Subscriptions (after deduction of other expenses of the Subscriptions) are approximately HK\$22.50 million. It is expected that such net proceeds from the Subscriptions will be utilised for the purposes as set out in the Announcements.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors’ knowledge, information and belief after having made all reasonable enquiries, the shareholding structure of the Company immediately before and after the completion of the Subscriptions are as follows:

	Immediately before completion of the Subscriptions		Immediately after completion of the Subscriptions	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
China Yuen Capital Limited (Note)	253,132,500	56.80	253,132,500	47.48
Special Opportunity Private Equity Investment Fund No. 2* (特殊機遇私募投資基金 2 號)	50,575,000	11.35	50,575,000	9.49
Special Opportunity Private Equity Investment Fund No. 3* (特殊機遇私募投資基金 3 號)	44,500,000	9.99	44,500,000	8.35
Subscribers	-	-	87,508,000	16.41
Public Shareholders	97,438,500	21.86	97,438,500	18.27
Total	<u>445,646,000</u>	<u>100.00</u>	<u>533,154,000</u>	<u>100.00</u>

Note:

China Yuen Capital Limited is owned as to 100% by China Investment International Limited, which is owned as to 100% by Asia Glory Management Group Limited, which in turn is owned as to 100% by Luckever Holdings Limited. Luckever Holdings Limited is owned as to 60.87% by Mr. Liu Xuezhong and 39.13% by Ms. Li Yuelan (the spouse of Mr. Liu Xuezhong). By virtue of the SFO, each of China Investment International Limited, Asia Glory Management Group Limited, Luckever Holdings Limited, Mr. Liu Xuezhong and Ms. Li Yuelan was taken to be interested in the 253,132,500 Shares held by China Yuen Capital Limited.

By order of the Board

China Overseas Nuoxin International Holdings Limited

Zhang Huijun

Chairman

Hong Kong, 27 September 2023

As at the date of this announcement, the Board 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

**For identification purpose only*