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**AUX INTERNATIONAL HOLDINGS LIMITED**

**奧克斯國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2080)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the “EGM”) of AUX International Holdings Limited (the “Company”) will be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Tuesday, 20 February 2024 at 12:00 noon for the purpose of considering and, if thought fit, passing (with or without modifications) each of the following resolutions as an ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

(1) **“THAT**

- (a) 2023 Framework Agreement I (as defined in the circular of the Company dated 2 February 2024 (the “Circular”) and a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual caps in respect of the transactions contemplated under 2023 Framework Agreement I in the amounts of RMB30.6 million, RMB33.7 million and RMB41.5 million for the three years ending 31 December 2024, 31 December 2025 and 31 December 2026 respectively be and are hereby approved; and
- (c) any director of the Company (the “Director”) or any other person authorised by the board of Directors be and is hereby authorised to do and execute all such acts, matters, deeds, documents and things as he/she may in his/her absolute discretion consider necessary, desirable or expedient for or in connection with the implementation of 2023 Framework Agreement I and all transactions and other matters contemplated thereunder or ancillary thereto, to agree to any waiver of compliance with or amendment or supplement to any of the provisions of 2023 Framework Agreement I which is in his/her opinion not of a material nature and necessary, desirable or expedient for or in connection with the implementation of 2023 Framework Agreement I and all transactions and other matters contemplated thereunder or ancillary thereto, and to effect or implement any other matter referred to in this resolution.”

(2) **“THAT**

- (a) 2023 Framework Agreement II (as defined in the Circular and a copy of which is tabled at the meeting and marked “B” and initialled by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual caps in respect of the transactions contemplated under 2023 Framework Agreement II in the amounts of RMB1.2 million, RMB1.2 million and RMB1.2 million for the three years ending 31 December 2024, 31 December 2025 and 31 December 2026 respectively be and are hereby approved; and
- (c) any Director or any other person authorised by the board of Directors be and is hereby authorised to do and execute all such acts, matters, deeds, documents and things as he/she may in his/her absolute discretion consider necessary, desirable or expedient for or in connection with the implementation of 2023 Framework Agreement II and all transactions and other matters contemplated thereunder or ancillary thereto, to agree to any waiver of compliance with or amendment or supplement to any of the provisions of 2023 Framework Agreement II which is in his/her opinion not of a material nature and necessary, desirable or expedient for or in connection with the implementation of 2023 Framework Agreement II and all transactions and other matters contemplated thereunder or ancillary thereto, and to effect or implement any other matter referred to in this resolution.”

(3) **“THAT**

- (a) Amended 2023 Framework Agreement III (as defined in the Circular and a copy of which is tabled at the meeting and marked “C” and initialled by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual caps in respect of the transactions contemplated under Amended 2023 Framework Agreement III in the amounts of RMB13.5 million, RMB14.5 million and RMB15.1 million for the three years ending 31 December 2024, 31 December 2025 and 31 December 2026 respectively be and are hereby approved; and
- (c) any Director or any other person authorised by the board of Directors be and is hereby authorised to do and execute all such acts, matters, deeds, documents and things as he/she may in his/her absolute discretion consider necessary, desirable or expedient for or in connection with the implementation of Amended 2023 Framework Agreement III and all transactions and other matters contemplated thereunder or ancillary thereto, to agree to any waiver of compliance with or amendment or supplement to any of the provisions of Amended 2023 Framework Agreement III which is in his/her opinion not of a material nature and necessary, desirable or expedient for or in connection with the implementation of Amended 2023 Framework Agreement III and all transactions and other matters contemplated thereunder or ancillary thereto, and to effect or implement any other matter referred to in this resolution.”

(4) **“THAT**

- (a) 2023 Framework Agreement IV (as defined in the Circular and a copy of which is tabled at the meeting and marked “D” and initialled by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual caps in respect of the transactions contemplated under 2023 Framework Agreement IV in the amounts of RMB37.5 million, RMB31.5 million and RMB28.0 million for the three years ending 31 December 2024, 31 December 2025 and 31 December 2026 respectively be and are hereby approved; and
- (c) any Director or any other person authorised by the board of Directors be and is hereby authorised to do and execute all such acts, matters, deeds, documents and things as he/she may in his/her absolute discretion consider necessary, desirable or expedient for or in connection with the implementation of 2023 Framework Agreement IV and all transactions and other matters contemplated thereunder or ancillary thereto, to agree to any waiver of compliance with or amendment or supplement to any of the provisions of 2023 Framework Agreement IV which is in his/her opinion not of a material nature and necessary, desirable or expedient for or in connection with the implementation of 2023 Framework Agreement IV and all transactions and other matters contemplated thereunder or ancillary thereto, and to effect or implement any other matter referred to in this resolution.”

(5) **“THAT**

- (a) 2023 Framework Agreement V (as defined in the Circular and a copy of which is tabled at the meeting and marked “E” and initialled by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual caps in respect of the transactions contemplated under 2023 Framework Agreement V in the amounts of RMB8.6 million, RMB9.9 million and RMB10.7 million for the three years ending 31 December 2024, 31 December 2025 and 31 December 2026 respectively be and are hereby approved; and
- (c) any Director or any other person authorised by the board of Directors be and is hereby authorised to do and execute all such acts, matters, deeds, documents and things as he/she may in his/her absolute discretion consider necessary, desirable or expedient for or in connection with the implementation of 2023 Framework Agreement V and all transactions and other matters contemplated thereunder or ancillary thereto, to agree to any waiver of compliance with or amendment or supplement to any of the provisions of 2023 Framework Agreement V which is in his/her opinion not of a material nature and necessary, desirable or expedient for or in connection with the implementation of 2023 Framework Agreement V and all transactions and other matters contemplated thereunder or ancillary thereto, and to effect or implement any other matter referred to in this resolution.”

(6) “**THAT**

with effect from the date of passing of this resolution, the provisions of the 2023 Share Option Scheme (as defined in the Circular and a copy of which is tabled at the meeting and marked “F” and initialled by the chairman of the meeting for identification purpose) be and are hereby approved and adopted as the share option scheme of the Company and that the Directors be and are hereby authorised to approve any amendment to the provisions of the 2023 Share Option Scheme as may be acceptable or not objected to by The Stock Exchange of Hong Kong Limited, to grant options to subscribe for shares of the Company thereunder at the Directors’ sole and absolute discretion, to allot, issue and deal with shares of the Company pursuant to the exercise of options granted thereunder from time to time, and to do all such acts and enter into all such transactions and arrangements as may be necessary or expedient in order to give effect thereto.”

By Order of the Board  
**AUX International Holdings Limited**  
**Zheng Jiang**  
*Chairman*

Hong Kong, 2 February 2024

*Registered office:*

Clifton House  
75 Fort Street  
P.O. Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Principal place of business in Hong Kong:*

Unit 1, 10/F  
Emperor Group Centre  
288 Hennessy Road  
Wanchai  
Hong Kong

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. A form of proxy for the extraordinary general meeting is enclosed. In order to be valid, a form of proxy, together with the power of attorney or other authority (if any), under which the form is signed or a notarially certified copy of that power or authority must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 17F, Fast East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time fixed for the holding of the EGM (i.e. at or before 12:00 noon on Sunday, 18 February 2024 (Hong Kong time)) or any adjournment of such meeting (as the case may be).
3. Completion and return of the form of proxy will not preclude shareholders of the Company from attending and voting in person (or in the case of a shareholder being a corporation, its duly authorised representative) at the meeting or upon the poll concerned if the shareholders of the Company so wish. In such event, the instrument appointing the proxy shall be deemed to be revoked.

4. Where there are joint holders of any share, any one of such joint holders may vote at any meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting personally or by proxy that one of the said persons so present whose name stands first on the register of shareholders of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. On a poll, a shareholder of the Company entitled to more than one vote need not, use all his votes or cast all the votes he uses in the same way.
6. The resolutions are to be voted on by way of poll.
7. For determining the entitlement to attend and vote at the extraordinary general meeting, the transfer book and register of members will be closed from Monday, 19 February 2024 to Tuesday, 20 February 2024, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending and voting at the meeting, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17F, East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:00 p.m. on Friday, 16 February 2024.

*As at the date of this notice, the board of directors of the Company comprises Mr. Zheng Jiang, Mr. Zheng Jian Jiang, Mr. Chan Hon Ki, Ms. Shen Guoying and Ms. Chen Lingxiao as executive directors and Mr. Poon Chiu Kwok, Mr. Bau Siu Fung and Ms. Lou Aidong as independent non-executive directors.*