



## 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)

#### FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING

I/We (Name) \_\_\_\_\_ (Block capitals, please) of  
 (Address) \_\_\_\_\_ being the holder(s)  
 of \_\_\_\_\_ (see Note 1) shares of HK\$0.01 each in the capital of AUX  
 International Holdings Limited (the "Company") hereby appoint (Name) \_\_\_\_\_ of  
 (Address) \_\_\_\_\_ or failing his/her (Name) \_\_\_\_\_ of  
 (Address) \_\_\_\_\_ or  
 failing him/her, the chairman of the meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the  
 Annual General Meeting of the Company to be held at 9/F, Gloucester Tower, The Landmark, 15 Queen's Road Central, Hong Kong  
 on Friday, 19 August 2016 at 11:00 a.m. and at any adjournment thereof or on any resolution or motion which is proposed thereat.  
 My/our proxy is authorized and instructed to vote as indicated (see Note 3) in respect of the undermentioned resolutions:

Ordinary Resolution (see Note 3)		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the "Directors") and auditors of the Company for the year ended 31 March 2016.		
2.	(a) To re-elect the following persons as Directors of the Company:		
	(i) To re-elect Ms. Shen Guoying, as an executive Director of the Company;		
	(ii) To re-elect Mr. Chan Hon Ki, as an executive Director of the Company;		
	(iii) To re-elect Ms. Lou Aidong, as an independent non-executive Director of the Company;		
	(b) To authorize the board of directors of the Company (the "Board") to fix their remuneration.		
3.	To re-appoint KPMG as the auditors of the Company and authorize the Board to fix their remuneration.		
4.	(A) To give a general and unconditional mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company.		
	(B) To give a general and unconditional mandate to the Directors to repurchase shares not exceeding 10% of the issued share capital of the Company.		
	(C) To extend the authority given to the Directors pursuant to ordinary resolution no. 4(A) to issue shares by adding to the aggregate nominal amount of the share capital of the Company which may be allotted the aggregate nominal amount of the share capital of the Company repurchased under ordinary resolution No. 4(B).		

Dated this \_\_\_\_\_ day of, \_\_\_\_\_ 2016

Signature(s) \_\_\_\_\_ (see Note 5)

#### Notes:

- Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A member may appoint more than one proxy of his/her own choice. If such an appointment is made, please strike out the words "or failing him/her, the chairman of the meeting", and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "Against".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorized on that behalf.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated.  
Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, whether in person or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time for holding the meeting. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- A proxy need not be a shareholder of the Company.