



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 EXTRAORDINARY 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 Extraordinary
 General Meeting of the Company to be held at 9/F, Gloucester Tower, The Landmark, 15 Queen's Road Central, Hong Kong on Monday, 20 March 2017
 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 Resolutions (see Note 3)	For	Against
1.	<p>"THAT:</p> <p>(a) the transactions contemplated under the conditional equity transfer agreement (the "Agreement", a copy of which has been produced to the meeting marked "A" and signed by the Chairman of the meeting for the purpose of identification) dated 7 November 2016 entered into among 寧波奧克斯物業服務有限公司 (Ningbo AUX Property Management Service Co., Ltd.*, the "Target Company"), 寧波奧克斯置業有限公司 (Ningbo AUX Real Estate Co., Ltd.*), the sole shareholder of the Target Company, as vendor ("Vendor"), and Starry Chance Limited (寶星有限公司), an indirect wholly owned subsidiary of the Company, as purchaser ("Purchaser"), in relation to, among other things, the sale by the Vendor and the acquisition of the Purchaser of the entire equity interests of the Target Company at a consideration of RMB153 million (subject to adjustments pursuant to the Agreement), further details of which are set out in the circular of the Company dated 28 February 2017, be and are hereby approved, confirmed and ratified; and</p> <p>(b) any director of the Company be and are hereby authorized to exercise all the powers of the Company and take all steps as might in his opinion be desirable, necessary or expedient to give effect to or in connection with the Agreement including without limitation to:</p> <p>(a) the execution, amendment, supplement, delivery, submission and/or implementation of any further documents or agreements in relation to the Agreement; and</p> <p>(b) the taking of all necessary actions to implement the transactions contemplated under the Agreement."</p>		
2.	<p>"THAT</p> <p>(a) the Property Services Framework Agreement (as defined and described in the Circular, a copy of which is tabled at the meeting and marked "B" and signed by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(b) the annual caps (as set out in the Circular, of which this notice forms part) of the transaction under the Property Services Framework Agreement for each of the three years ending 31 December 2019 be and are hereby approved; and</p> <p>(c) any one director of the Company be and is hereby authorised to, on behalf of the Company, do all such acts and sign, seal, execute and deliver all such documents and take all such actions as he/she may consider necessary or desirable for the purpose of or in connection with or to give effect to the Property Services Framework Agreement and the transactions contemplated thereunder."</p>		

Dated this _____ day of, _____ 2017

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 needs not be a shareholder of the Company.