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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 Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Thursday, 27 December 2018 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as an ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

(1) “**THAT**

- (a) the 2018 Supplemental Agreement (as defined in the circular of the Company dated 11 December 2018 (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 (including, among others, the extension of the term of the 2016 Framework Agreement (as defined in the Circular) to 31 December 2020, the revision of the annual caps in respect of the transactions contemplated under the 2016 Framework Agreement for the year ending 31 December 2018 and for the year ending 31 December 2019 to RMB30.0 million and RMB47.7 million respectively, and the setting of the annual cap in respect of the transactions contemplated under the Amended 2016 Framework Agreement (as defined in the Circular) for the year ending 31 December 2020 at RMB55.6 million) be and are hereby approved, confirmed and ratified; and
- (b) 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 the 2018 Supplemental Agreement and all transactions and other matters contemplated

thereunder or ancillary thereto, to waive compliance from and/or agree to any amendment or supplement to any of the provisions of the 2018 Supplemental Agreement which is in his/her opinion not of a material nature and necessary, desirable or expedient for or in connection with the implementation of the 2018 Supplemental Agreement and all transactions and other matters contemplated thereunder or ancillary thereto, and to effect or implement any other matters referred to in this resolution.”

(2) **“THAT**

- (a) the 2018 Framework Agreement I (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 the 2018 Framework Agreement I in the amounts of RMB300,000, RMB3,700,000 and RMB3,700,000 for the three years ending 31 December 2018, 31 December 2019 and 31 December 2020 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 the 2018 Framework Agreement I and all transactions and other matters contemplated thereunder or ancillary thereto, to waive compliance from and/or agree to any amendment or supplement to any of the provisions of the 2018 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 the 2018 Framework Agreement I and all transactions and other matters contemplated thereunder or ancillary thereto, and to effect or implement any other matters referred to in this resolution.”

(3) **“THAT**

- (a) the 2018 Framework Agreement II (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 the 2018 Framework Agreement II in the amounts of RMB40,000, RMB400,000 and RMB400,000 for the three years ending 31 December 2018, 31 December 2019 and 31 December 2020 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 the 2018 Framework Agreement II and all transactions and other matters contemplated thereunder or ancillary thereto, to waive compliance from and/or agree to any amendment or supplement to any of the provisions of the 2018 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 the 2018 Framework Agreement II and all transactions and other matters contemplated thereunder or ancillary thereto, and to effect or implement any other matters referred to in this resolution.”

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

Hong Kong, 11 December 2018

*Registered office:*

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

*Principal place of business in Hong Kong:*

Room 506B, 5th Floor  
Tower 1, Admiralty Centre  
18 Harcourt Road  
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 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 fixed for the holding of the EGM (i.e. at or before 11:00 a.m. on Tuesday, 25 December 2018 (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 at the meeting or any adjourned 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, 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 the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. A member of the Company entitled to more than one vote need not, if he votes on a poll, use all his votes or cast all the votes he uses in the same way.
6. The resolution is 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 Wednesday, 19 December 2018 to Thursday, 27 December 2018, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:00 p.m. on Tuesday, 18 December 2018.

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