



# 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 in block capitals) \_\_\_\_\_ of  
 (Address) \_\_\_\_\_ being the holder(s)  
 of \_\_\_\_\_ (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 him/her (Name) \_\_\_\_\_ of  
 (Address) \_\_\_\_\_ or  
 failing him/her, the chairman of the meeting (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 Room 1703-1704, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Thursday, 27 December 2018 at 11:00 a.m. and at any adjournment thereof or on any  
 resolution or motion which is proposed thereat. My/our proxy is authorised and instructed to vote as indicated below (Note 3) in respect of the following resolution:

	Ordinary resolution (Note 3)	For	Against
1.	<p><b>"THAT</b></p> <p>(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</p> <p>(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."</p>		
2.	<p><b>"THAT</b></p> <p>(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;</p> <p>(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</p> <p>(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."</p>		
3.	<p><b>"THAT</b></p> <p>(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;</p> <p>(b) the annual caps in respect of the transactions contemplated under the 2018 Framework Agreement II in the amounts of RMB400,000, 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</p> <p>(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."</p>		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018 Signature(s) \_\_\_\_\_ (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 THE RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST THE 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 that 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 fixed for holding the meeting (i.e. at or before 11:00 a.m. on Tuesday, 25 December 2018 (Hong Kong time)) or any adjournment thereof (as the case may be). 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 adjournment thereof) if they so wish.
- A proxy need not be a shareholder of the Company.