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AUX

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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 20 FEBRUARY 2024

At the extraordinary general meeting (the “**EGM**”) of AUX International Holdings Limited (the “**Company**”) held on 20 February 2024, all the proposed resolutions as set out in the notice of the EGM dated 2 February 2024 (the “**Notice**”) were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The poll results in respect of the resolutions proposed at the EGM are set out as follows:

Ordinary Resolutions		Number of Shares Actually Voted (approximate%)	
		For	Against
1.	<p>“THAT</p> <p>(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 EGM and marked “A” and initialled by the chairman of the EGM 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 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</p> <p>(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.”</p>	32,480,190 (100%)	0 (0%)

Ordinary Resolutions		Number of Shares Actually Voted (approximate%)	
		For	Against
2.	<p>“THAT</p> <p>(a) 2023 Framework Agreement II (as defined in the Circular and a copy of which is tabled at the EGM and marked “B” and initialled by the chairman of the EGM 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 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</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 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.”</p>	32,480,190 (100%)	0 (0%)

Ordinary Resolutions		Number of Shares Actually Voted (approximate%)	
		For	Against
3.	<p>“THAT</p> <p>(a) Amended 2023 Framework Agreement III (as defined in the Circular and a copy of which is tabled at the EGM and marked “C” and initialled by the chairman of the EGM 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 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</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 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.”</p>	32,480,190 (100%)	0 (0%)

Ordinary Resolutions		Number of Shares Actually Voted (approximate%)	
		For	Against
4.	<p>“THAT</p> <p>(a) 2023 Framework Agreement IV (as defined in the Circular and a copy of which is tabled at the EGM and marked “D” and initialled by the chairman of the EGM 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 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</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 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.”</p>	32,480,190 (100%)	0 (0%)

Ordinary Resolutions		Number of Shares Actually Voted (approximate%)	
		For	Against
5.	<p>“THAT</p> <p>(a) 2023 Framework Agreement V (as defined in the Circular and a copy of which is tabled at the EGM and marked “E” and initialled by the chairman of the EGM 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 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</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 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.”</p>	32,480,190 (100%)	0 (0%)

Ordinary Resolutions		Number of Shares Actually Voted (approximate%)	
		For	Against
6.	<p>“THAT</p> <p>with effect from the date of passing of this resolution, the provisions of the 2023 Share Option (as defined in the Circular and a copy of which is tabled at the EGM and marked “F” and initialled by the chairman of the EGM 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.”</p>	32,480,190 (100%)	0 (0%)

Full text of the resolution is set out in the Notice.

Notes:

- (a) As more than 50% of the votes were cast in favour of each of the resolutions no. 1 to 6, such resolutions were duly passed as ordinary resolutions of the Company.
- (b) As at the date of the EGM, the total number of shares of the Company (the “Shares”) in issue was 492,984,000.
- (c) There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the EGM as set out in Rule 13.40 of the Listing Rules.
- (d) Huiiri Limited, which beneficially owned and controlled the voting rights in respect of 337,950,000 Shares as at the date of the EGM, was required under the Listing Rules to abstain from voting on each of resolutions no. 1 to 5 at the EGM as stated in the circular of the Company dated 2 February 2024 (the “Circular”), and had so abstained at the EGM. Save as disclosed, to the best of the knowledge, information and belief of the Directors, no Shareholder was required under the Listing Rules to abstain from voting on each of resolutions no. 1 to 5 at the EGM. Accordingly, excluding the Shares held by Huiiri Limited, the total number of Shares entitling the Shareholders to attend and vote on each of resolutions no. 1 to 5 at the EGM was 155,034,000.

No Shareholder was required under the Listing Rules to abstain from voting on resolution no. 6 at the EGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote on resolution no. 6 at the EGM was 492,984,000.

- (e) Save for Huiiri Limited which was required under the Listing Rules to abstain from voting on each of resolutions no. 1 to 5 at the EGM as a Shareholder as stated in the Circular, no party had stated its intention in the Circular to vote against or to abstain from voting on the resolutions at the EGM.
- (f) The Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM.
- (g) The attendance record of the Directors at the EGM is set out as follows:
 - the executive Director Mr. Chan Hon Ki and the independent non-executive Director Mr. Bau Siu Fung attended the EGM in person;
 - the executive Directors Mr. Zheng Jiang, Mr. Zheng Jian Jiang, Ms. Shen Guoying and Ms. Chen Lingxiao, and the independent non-executive Directors Mr. Poon Chiu Kwok and Ms. Lou Aidong attended the EGM by telephone.

By order of the Board
AUX International Holdings Limited
Zheng Jiang
Chairman

Hong Kong, 20 February 2024

As at the date of this announcement, the executive Directors are Mr. Zheng Jiang, Mr. Zheng Jian Jiang, Mr. Chan Hon Ki, Ms. Shen Guoying and Ms. Chen Lingxiao; and the independent non-executive Directors are Mr. Poon Chiu Kwok, Mr. Bau Siu Fung and Ms. Lou Aidong.