

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 Wednesday, 13 January 2021 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) each of the following resolutions as an ordinary resolution of the Company:

ORDINARY RESOLUTION

(1) “THAT

- (a) 2020 Framework Agreement I (as defined in the circular of the Company dated 28 December 2020 (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 be and are hereby approved, confirmed and ratified;
- (b) the annual caps in respect of the transactions contemplated under 2020 Framework Agreement I in the amounts of RMB26.8 million, RMB36.4 million and RMB44.4 million for the three years ending 31 December 2021, 31 December 2022 and 31 December 2023 respectively be and are hereby approved; and
- (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 2020 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 2020 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 2020 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.”

(2) **“THAT**

- (a) 2020 Framework Agreement II (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 2020 Framework Agreement II in the amounts of RMB5.4 million, RMB11.0 million and RMB13.1 million for the three years ending 31 December 2021, 31 December 2022 and 31 December 2023 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 2020 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 2020 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 2020 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.”

(3) **“THAT**

- (a) 2020 Framework Agreement III (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 2020 Framework Agreement III in the amounts of RMB0.5 million, RMB0.5 million and RMB0.5 million for the three years ending 31 December 2021, 31 December 2022 and 31 December 2023 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 2020 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 2020 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 2020 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.”

(4) **“THAT**

- (a) 2020 Framework Agreement IV (as defined in the Circular and a copy of which is tabled at the meeting and marked “D” 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 2020 Framework Agreement IV in the amounts of RMB37.2 million, RMB50.1 million and RMB54.8 million for the three years ending 31 December 2021, 31 December 2022 and 31 December 2023 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 2020 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 2020 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 2020 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.”

(5) **“THAT**

- (a) 2020 Framework Agreement V (as defined in the Circular and a copy of which is tabled at the meeting and marked “E” 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 2020 Framework Agreement V in the amounts of RMB3.8 million, RMB7.4 million and RMB7.8 million for the three years ending 31 December 2021, 31 December 2022 and 31 December 2023 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 2020 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 2020 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 2020 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.”

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

Hong Kong, 28 December 2020

Registered office:

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

*Principal place of business
in Hong Kong:*

Unit 1, 10/F
Emperor Group Centre
288 Hennessy Road
Wanchai
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 or a notarially certified copy of that power or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, 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 Monday, 11 January 2021 (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 (or in the case of a shareholder being a corporation, its duly authorised representative) at the 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 at any meeting, 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 personally or by proxy that one of the said persons so present whose name stands first on the register of shareholders of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. On a poll, a shareholder of the Company entitled to more than one vote need not, 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 Friday, 8 January 2021 to Wednesday, 13 January 2021, 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:00 p.m. on Thursday, 7 January 2021.

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