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**If you have sold or transferred** all your shares in AUX International Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

**PROPOSALS FOR  
GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of AUX International Holdings Limited to be held at Level 6, Infinitus Plaza, 199 Des Voeux Road Central, Sheung Wan, Hong Kong on Friday, 22 August 2025 at 12:00 noon is set out on pages 16 to 22 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting (i.e. at or before 12:00 noon on Wednesday, 20 August 2025 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the meeting if they so wish.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting”	the annual general meeting of the Company to be held at Level 6, Infinitus Plaza, 199 Des Voeux Road Central, Sheung Wan, Hong Kong on Friday, 22 August 2025 at 12:00 noon or any adjournment thereof, the notice of which is set out on pages 16 to 22 of this circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“Cayman Companies Act”	the Companies Act (Act 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	AUX International Holdings Limited 奧克斯國際控股有限公司, a company incorporated in the Cayman Islands on 14 January 2013 as an exempted company with limited liability, whose Shares are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting such that the total number of Shares which may be allotted, issued or otherwise dealt with (including the sale or transfer of treasury shares out of treasury) under the Issue Mandate will be increased by such number of Shares representing the total number of Shares repurchased under the Repurchase Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

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## DEFINITIONS

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“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all powers of the Company to allot, issue or otherwise deal (including any sale or transfer of treasury shares out of treasury) with Shares up to 20 per cent of the number of issued Shares (excluding treasury shares, if any) as at the date of the passing of the resolution granting such a general mandate
“Latest Practicable Date”	18 July 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all powers of the Company to repurchase Shares not exceeding 10 per cent of the aggregate number of Shares in issue (excluding treasury shares, if any) as at the date of passing of the resolution granting such a general mandate, and to determine whether such repurchased Shares shall be held as treasury shares or otherwise be cancelled
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time
“treasury shares”	has the meaning as defined under the Listing Rules
“%”	per cent.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Zheng Jiang (*Chairman*)

Mr. Chan Hon Ki

Ms. Shen Guoying

Ms. Chen Lingxiao

*Registered office:*

Windward 3

Regatta Office Park

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Non-executive Director:*

Mr. Zheng Jianjiang

*Principal place of business in*

*Hong Kong:*

Unit 1605, 16th Floor

Emperor Group Centre

288 Hennessy Road

Wan Chai Hong Kong

*Independent non-executive Directors:*

Mr. Poon Chiu Kwok

Mr. Bau Siu Fung

Mr. Chau Siu Lun

31 July 2025

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS, AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide Shareholders with the notice of Annual General Meeting and information on the proposals to be put forward at the Annual General Meeting including, inter alia: (i) the granting of each of the Issue Mandate, Repurchase Mandate and Extension Mandate to the Directors, and (ii) the re-election of Directors.

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO ISSUE SHARES

In order to ensure greater flexibility for the Company to issue new Shares, ordinary resolution no. 4(A) will be proposed at the Annual General Meeting to grant to the Directors the Issue Mandate to exercise the powers of the Company to allot, issue or otherwise deal with (including any sale or transfer of treasury shares out of treasury) new Shares in the share capital of the Company up to 20 per cent of the number of issued Shares (excluding treasury shares, if any) as at the date of the passing of the resolution in relation to the Issue Mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 492,984,000 Shares. Subject to the passing of ordinary resolution no. 4(A) and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to issue a maximum of 98,596,800 Shares. In addition, subject to a separate approval of the ordinary resolution no. 4(C), the total number of Shares which may be allotted and issued under the Issue Mandate will be increased by the aggregate number of Shares repurchased by the Company pursuant to the Repurchase Mandate proposed to be approved under ordinary resolution no. 4(B). The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

### GENERAL MANDATE TO REPURCHASE SHARES

In addition, ordinary resolution no. 4(B) will be proposed at the Annual General Meeting to grant the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10 per cent of the number of the issued Shares (excluding treasury shares, if any) as at the date of the passing of the resolution in relation to the Repurchase Mandate, and to determine whether such repurchased Shares shall be held as treasury shares or otherwise be cancelled. Subject to the passing of ordinary resolution no. 4(B) and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Directors will be authorised to exercise the powers of the Company to repurchase a maximum of 49,298,400 Shares.

An explanatory statement required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

### GENERAL MANDATE TO EXTEND THE ISSUE MANDATE

Further, ordinary resolution no. 4(C) will be proposed at the Annual General Meeting to grant the Extension Mandate to the Directors such that the total number of Shares which may be allotted, issued or otherwise dealt with (including the sale or transfer of treasury shares out of treasury) under the Issue Mandate to be granted to the Directors under ordinary resolution 4(A) will be increased by such number of Shares representing the aggregate number of Shares repurchased by the Company under the Repurchase Mandate.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

Pursuant to Article 108 of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not 3 or a multiple of 3, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every 3 years. A retiring Director shall be eligible for re-election.

Accordingly, Ms. Shen Guoying, Ms. Chen Lingxiao, Mr. Poon Chiu Kwok shall retire by rotation at the Annual General Meeting. All of the retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting, each under a separate resolution to be proposed at the meeting.

Having reviewed the Board's composition and noted that Ms. Shen Guoying, Ms. Chen Lingxiao, and Mr. Poon Chiu Kwok are eligible for nomination and re-election under the Articles of Association and the Company's policy for nomination of Directors, the Board had resolved to make recommendations on the re-election of the above Directors by the Shareholders at the Annual General Meeting. The recommendations on re-election were made in accordance with the Company's policy for nomination of Directors and took into account the diversity aspects (including, without limitation, age, cultural and educational background, professional experience, skills, knowledge and length of service) under the board diversity policy. The Board also took into consideration the perspectives, skills and experience that Mr. Poon Chiu Kwok could bring to the Board as an independent non-executive Director, including without limitation his expertise in the accounting and auditing field, and the contributions he could thus make to the Board's skills matrix and diversity.

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## LETTER FROM THE BOARD

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Appointed on 15 May 2015, Mr. Poon Chiu Kwok has served on the Board for more than nine years. The Company has received from Mr. Poon the annual confirmation of his independence taking into account the factors set out in Rule 3.13 of the Listing Rules and the Board is satisfied that he remains independent with reference to the guidelines set out therein. With his extensive experience in other listed companies and his in-depth understanding of the Company's operations and business, Mr. Poon has exercised independent judgement and provided objective advice to the Company throughout his directorship with the Company in the past years. The Board considers that the long service of Mr. Poon would not affect his continuous exercise of independent judgement, and is satisfied that Mr. Poon has the required character, integrity, knowledge, skills and experience to continue to discharge his duties as an independent non-executive Director.

Mr. Poon Chiu Kwok is holding directorships in seven companies listed on the Stock Exchange as at the Latest Practicable Date. As an independent non-executive director of six of these companies, he is generally not involved in the day-to-day operations and management of the businesses of such companies. Mr. Poon has annually disclosed to the Company the number and nature of offices held in listed companies and other significant commitments. As a professional, he is competent in time management and has sound knowledge and skills to effectively discharge his duties in all those positions. The Board considers that Mr. Poon is able to devote sufficient time to the Board.

The Board is of the view that Ms. Shen Guoying, Ms. Chen Lingxiao and Mr. Poon Chiu Kwok will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning if re-elected as Directors. The Board therefore recommends the Shareholders to re-elect each of them as a Director at the Annual General Meeting, which the Board considers to be in the best interests of the Company and the Shareholders as a whole.

Details of the above-named Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

### **CLOSURE OF REGISTER OF MEMBERS**

In order to determine the identity of such Shareholders who are eligible to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 19 August 2025 to Friday, 22 August 2025, both days inclusive. During such period, no transfer of Shares will be registered. The record date for determining the entitlement of the Shareholders to attend and vote at the Annual General Meeting will be Friday, 22 August 2025. In order to qualify for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F Far East Finance Centre, 16 Harcourt Road, Hong Kong before 4:00 p.m. on Monday, 18 August 2025.



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## LETTER FROM THE BOARD

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### NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 16 to 22 of this circular is the notice of Annual General Meeting at which ordinary resolutions will be proposed to approve, among other matters, the following:

- (a) the proposed grant of each of the Issue Mandate, Repurchase Mandate and Extension Mandate; and
- (b) the proposed re-election of Directors

### FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the Annual General Meeting (i.e. at or before 12:00 noon on Wednesday, 20 August 2025 (Hong Kong time)) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting if they so wish.

### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the Annual General Meeting shall therefore demand voting on all resolutions set out in the notice of Annual General Meeting be taken by way of poll pursuant to Article 72 of the Articles of Association. Treasury shares, if any, registered in the name of the Company, shall have no voting rights at the Annual General Meeting. For the avoidance of doubt, treasury shares, if any, pending withdrawal from and/or transfer through CCASS shall not bear any voting rights at the Annual General Meeting.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share registered in his/her name in the register. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way.

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## LETTER FROM THE BOARD

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### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

The Board considers that the ordinary resolutions in respect of (i) the proposed grant of each of the Issue Mandate, Repurchase Mandate and Extension Mandate, and (ii) the proposed re-election of Directors to be proposed at the Annual General Meeting are in the interests of the Company and the Shareholders as a whole. The Board therefore recommends the Shareholders to vote in favour of such resolutions to be proposed at the Annual General Meeting.

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

*The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.*

*Save as disclosed herein for and as of the Latest Practicable Date, each of the retiring Directors proposed to be re-elected (i) had no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company; and (ii) did not hold any other directorships in other listed public companies in Hong Kong or overseas in the three years preceding the Latest Practicable Date or any other major appointments or professional qualifications.*

*Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.*

## **DIRECTOR CANDIDATES**

Ms. Shen Guoying (沈國英), aged 54, is the executive Director of the Company and has joined the Group since May 2015. She is currently the chief executive officer in healthcare of Ningbo AUX Healthcare Group Co., Ltd, and the chairman of Ningbo Sanxing Medical Electric Co., Ltd. (寧波三星醫療電氣股份有限公司), a Chinese electrical meter manufacturer and health care service provider listed on the Shanghai Stock Exchange (stock code: 601567). She holds a bachelor's degree in accountancy awarded jointly by The Open University of China (中央廣播電視大學) and Beijing Technology and Business University (北京工商大學). She is a senior accountant (高級會計師) in the People's Republic of China. She has over 30 years of experience in finance management.

Ms. Shen entered into a service contract with the Company for an initial term of three years with effect from 15 May 2015, which shall be renewed and extended automatically for successive terms of one year upon expiry of the then current term until terminated by her by giving not less than three months' written notice expiring at the end of the initial term of her appointment or any time thereafter to the Company, or by the Company by giving not less than three months' written notice expiring at the first anniversary of the initial term of her appointment or any time thereafter to her. Ms. Shen is entitled to receive remuneration comprising a director's fee of HK\$1 per annum during the term of her appointment as an executive Director, subject to review at the discretion of the Board from time to time pursuant to the service contract entered into by her with the Company. Ms. Shen will be reimbursed by the Company for the expenses incurred in connection with the discharge of her duties as a director.

Save as disclosed above, Ms. Shen was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO as at the Latest Practicable Date.

Ms. Chen Lingxiao (陳凌曉), aged 40, was appointed as an executive Director of the Company on 1 September 2022. She is currently the director of the treasury department of AUX Group Co., Ltd.\* (奧克斯集團有限公司), a conglomerate with business in manufacturing of electrical and household appliance, health care and finance investment. She holds a bachelor's degree in finance management from China Jiliang University. She has over 15 years' experience in finance and treasury management.

Ms. Chen has entered into a service agreement with the Company for a term of three years with effect from 1 September 2022, which shall be renewed and extended automatically for successive terms of one year upon expiry of the then current term until terminated by her by giving not less than three months' written notice expiring at the end of the initial term of her appointment or any time thereafter to the Company, or by the Company by giving not less than three months' written notice expiring at the first anniversary of the initial term of her appointment or any time thereafter to her. Under the service agreement, Ms. Chen will receive a nominal remuneration of HK\$1 per annum from the Company as an executive Director, subject to review at the discretion of the Board from time to time. Ms. Chen will be reimbursed by the Company for the expenses incurred in connection with the discharge of her duties as a director.

Save as disclosed above, Ms. Chen was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporation pursuant to Part XV of the SFO as at the Latest Practicable Date.

Mr. Poon Chiu Kwok (潘昭國), aged 63, is the independent non-executive Director of the Company and has joined the Group since May 2015. Mr. Poon was awarded the postgraduate diploma in laws by the University of London. He holds a master's degree in international accounting, a bachelor's degree in laws and a bachelor's degree in business studies. He obtained a management training certificate from China Europe International Business School (中歐國際工商學院) in 2016. He is a member of the Canadian Institute of Mining, Metallurgy and Petroleum. He is a fellow of CPA Australia Ltd., the Hong Kong Securities and Investment Institute, a fellow of The Chartered Governance Institute, and a fellow of The Hong Kong Chartered Governance Institute and a member of its Technical Consultation Panel. Mr. Poon has years of experience in finance, compliance, and listed companies management.

Mr. Poon has served as an independent non-executive director of Changan Minsheng APLL Logistics Co., Ltd. (listed on the Stock Exchange, stock code: 1292) from September 2011 to June 2023 and an independent non-executive director of Yuanda China Holdings Limited (listed on the Stock Exchange, stock code: 2789) from April 2011 to September 2023. From June 2017 to December 2021, he served as an independent non-executive director of Honghua Group Limited (listed on the Stock Exchange, stock code: 196) and from July 2013 to March 2021, as independent non-executive director of Tonly Electronics Holdings Limited (listed on the Stock Exchange, stock code: 1249, subsequently delisted). He has also served as an independent non-executive director of Yankuang Energy Group Company Limited (formerly known as Yanzhou Coal Mining Company Limited, listed on the Stock Exchange, stock code: 1171) from June 2017

to June 2023. Currently, Mr. Poon serves as (i) an executive director, the vice president and the company secretary of Huabao International Holdings Limited (stock code: 336); and (ii) an independent non-executive director of the following public companies listed on the Stock Exchange: Sunac China Holdings Limited (stock code: 1918), Sany Heavy Equipment International Holdings Company Limited (stock code: 631), China Isotope & Radiation Corporation (stock code: 1763), Greentown Service Group Company Limited (stock code: 2869) and Jinchuan Group International Resources Co. Ltd (stock code: 2362). Mr. Poon has been serving as an independent non-executive Director of the Company since May 2015.

Mr. Poon has been appointed for an initial term of three years commencing from 15 May 2015 which shall be renewed and extended automatically for successive terms of one year upon expiry of the then current term until terminated either by him by giving not less than three months' written notice expiring at the end of the initial term of his appointment or any time thereafter to the Company, or by the Company by giving not less than three months' written notice expiring at the first anniversary of the initial term of his appointment or any time thereafter to him. Pursuant to his appointment letter, Mr. Poon is entitled to a director's fee of HK\$250,000 per annum.

Mr. Poon was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporation pursuant to Part XV of the SFO as at the Latest Practicable Date.

Mr. Poon has confirmed his independence as regards the factors set out in Rule 3.13 of the Listing Rules.

*The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the Repurchase Mandate.*

## **SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 492,984,000 Shares of nominal value of HK\$0.01 each. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 49,298,400 Shares, which represent 10 per cent of the number of issued Shares (excluding treasury shares, if any) as at the date of passing the relevant resolutions, during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the Articles of Association or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

If the Company purchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased; and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. To the extent that any treasury shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

## **SOURCE OF FUNDS**

Repurchases must be paid out of funds legally available for the purpose in accordance with the Articles of Association and the Cayman Companies Act. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Cayman Islands laws, any repurchases by the Company may be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if so authorised by the Articles of Association and subject to the provisions of the Cayman Companies Act, out of capital.

Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles of Association and subject to the provisions of the Cayman Companies Act, out of capital.

### **REASONS FOR REPURCHASES**

The Directors believe that it is in the best interest of the Company and the Shareholders for the Directors to have general authority from the Shareholders to enable the Company to repurchase Shares in the market. When exercising the Repurchase Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the repurchases, resolve to cancel the Shares repurchased following settlement of any such repurchase or hold them as treasury shares. Such repurchases for cancellation may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share. On the other hand, Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Articles of Association and the applicable laws of the Cayman Islands and the Listing Rules. Share repurchases will only be made if the Directors believe that such repurchases will benefit the Company and the Shareholders.

### **FUNDING OF REPURCHASES**

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

On the basis of the current financial position of the Group as disclosed in the audited consolidated financial statements of the Company as at 31 March 2025, being the date to which the latest published audited consolidated financial statements of the Company were made up, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Group as compared with the position disclosed in the audited consolidated financial statements of the Company as at 31 March 2025. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Group.

### **GENERAL**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates currently intends to sell any Shares to the Company or its subsidiaries.

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.



If, as a result of a securities repurchase, a Shareholder's proportionate interest in the voting rights of the Company is increased, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, a group of Shareholders acting in concert (within the meaning under the Takeover Code), depending on the level of increase of such Shareholders' interest, could obtain or consolidate control of the Company and may become obliged under Rule 26 of the Takeovers Code to make a mandatory offer unless a whitewash waiver is obtained. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to Section 336 of the SFO, Hui Limited, a company owned as to 90% by Ze Hui Limited (which is in turn wholly and beneficially owned by Mr. Zheng Jianjiang), controlled approximately 68.55% of the entire issued share capital of the Company. If the Repurchase Mandate is exercised in full, the controlling interests of Mr. Zheng Jianjiang in the Company will increase to approximately 76.17%. In the opinion of the Directors, such an increase would not give rise to an obligation to make a mandatory offer under Rules 26 of the Takeovers Code but will result in contravention of the requirement under Rule 8.08 of the Listing Rules that at least 25% of the Shares must be held by the public. The Directors have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as would result in the level of shareholdings in the Company held by public Shareholders falling below 25%. The Company will comply with the public float requirement under the Listing Rules.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so if the Repurchase Mandate is exercised.

#### **SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares (whether on the Stock Exchange or otherwise) has been made by the Company during the six months preceding the Latest Practicable Date.

#### **CONFIRMATION OF NO UNUSUAL FEATURE**

The Directors confirm that neither the explanatory statement on the Repurchase Mandate set forth in this Appendix II nor any share repurchase proposed to be made under the Repurchase Mandate has any unusual feature.



## SHARE PRICES

The table below sets forth the highest and lowest prices at which the Shares had traded on the Stock Exchange during each of the twelve calendar months immediately preceding (and including) the Latest Practicable Date:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2024</b>		
July	<b>0.201</b>	0.161
August	<b>0.180</b>	0.164
September	<b>0.220</b>	0.164
October	<b>0.360</b>	0.161
November	<b>0.236</b>	0.165
December	<b>0.320</b>	0.230
<b>2025</b>		
January	<b>0.248</b>	0.248
February	<b>0.248</b>	0.200
March	<b>0.220</b>	0.200
April	<b>0.218</b>	0.218
May	<b>0.243</b>	0.198
June	<b>0.345</b>	0.241
July (up to the Latest Practicable Date)	<b>0.295</b>	0.265

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## NOTICE OF ANNUAL GENERAL MEETING

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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting (the “AGM”) of AUX International Holdings Limited (the “Company”) will be held at Level 6, Infinitus Plaza, 199 Des Voeux Road Central, Sheung Wan, Hong Kong on Friday, 22 August 2025 at 12:00 noon for the following purposes:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Directors”) and auditors of the Company for the year ended 31 March 2025.
2.
  - (a) To re-elect Ms. Shen Guoying as an executive Director;
  - (b) To re-elect Ms. Chen Lingxiao as an executive Director;
  - (c) To re-elect Mr. Poon Chiu Kwok as an independent non-executive Director;  
and
  - (d) To authorise the board of Directors (the “Board”) to fix their remuneration.
3. To re-appoint KPMG as the auditors of the Company and authorise the Board to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

(A) “**THAT:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with (including any sale or transfer of treasury shares out of treasury) additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the share option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20 per cent of the aggregate number of shares of the Company in issue (excluding treasury shares, if any) as at the date of passing this resolution and the said approval shall be limited accordingly;

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## NOTICE OF ANNUAL GENERAL MEETING

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(iv) for the purpose of this resolution:

- (a) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - (1) the conclusion of the next annual general meeting of the Company;
  - (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
  - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
- (b) “Rights Issue” means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the capital of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

Any reference to an allotment, issue, grant, offer or disposal of shares shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the applicable laws

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## NOTICE OF ANNUAL GENERAL MEETING

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(B) “THAT:

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company (the “Shares”) may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange and, if permitted under the Listing Rules, to determine whether such repurchased Shares shall be held as treasury shares by the Company or cancelled, subject to and in accordance with all applicable laws and the requirements of the Listing Rules on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to purchase its Shares at a price determined by the Directors;
- (iii) the aggregate number of Shares of the Company which are authorised to be purchased by the Directors pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the aggregate number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing this resolution, and the said approval shall be limited accordingly;
- (iv) subject to the passing of each of the paragraphs (i) to (iii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) to (iii) of this resolution which had been granted to the directors and which are still in effect be and are hereby revoked; and
- (v) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
- (c) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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- (C) “**THAT** conditional upon the resolutions numbered 4(A) and 4(B) set out in the notice convening this meeting being passed, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with (including any sale or transfer of treasury shares out of treasury) additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 4(A) set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate number of issued shares of the Company which may be allotted by the Directors pursuant to such general mandate an amount representing the aggregate number of issued shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 4(B) set out in the notice convening this meeting, provided that such amount shall not exceed 10 per cent of the number of shares of the Company in issue (excluding treasury shares, if any) at the date of passing of the ordinary resolution numbered 4(B).”

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

Hong Kong, 31 July 2025

*Registered office:*  
Windward 3, Regatta Office Park  
P.O. Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Principal place of business in Hong Kong:*  
Unit 1605, 16th Floor  
Emperor Group Centre  
288 Hennessy Road  
Wan Chai  
Hong Kong

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (i) Resolution numbered 4(C) will be proposed to the shareholders for approval provided that ordinary resolutions numbered 4(A) and 4(B) are passed by the shareholders.
- (ii) Any shareholder entitled to attend and vote at the above meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
- (iii) In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, shall be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the above meeting (i.e. at or before 12:00 noon on Wednesday, 20 August 2025 (Hong Kong time)) or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person if he is subsequently able to be present.
- (iv) A form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under seal or under the hand of an officer or attorney duly authorised to sign the same.
- (v) In the case of joint holders of any shares, any one of such joint holders may vote at the above meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the meeting, either personally or by proxy, the joint holder whose name stands first in the register of members will alone be entitled to vote in respect of such shares.
- (vi) On a poll, every shareholder present at the meeting shall be entitled to one vote for every fully paid-up share of which he is the holder. The result of such poll shall be deemed to be the resolution of the meeting at which the poll was so required or demanded.
- (vii) For determining the entitlement to attend and vote at the AGM, the transfer books and register of members will be closed from Tuesday, 19 August 2025 to Friday, 22 August 2025, both days inclusive, during which period no share transfers can be registered. The record date for determining the entitlement of the Shareholders to attend and vote at the Annual General Meeting will be Friday, 22 August 2025. In order to be eligible to attend and vote at the AGM, 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 17/F Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:00 p.m. on Monday, 18 August 2025.
- (viii) Details of the Directors candidates proposed to be re-elected under ordinary resolutions numbered 2(a) to 2(c) above are set out in Appendix I to the accompanying circular dated 31 July 2025.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ix) In respect of the ordinary resolution numbered 4(A) above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company pursuant to such general mandate. Approval is being sought from the shareholders as a general mandate for the purposes of the Listing Rules.
- (x) In respect of ordinary resolution numbered 4(B) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the accompanying circular dated 31 July 2025.

*As at the date of this notice, the Board comprises four executive Directors, namely, Mr. Zheng Jiang, Mr. Chan Hon Ki, Ms. Shen Guoying and Ms. Chen Lingxiao; one non-executive Director, namely, Mr. Zheng Jianjiang; and three independent non-executive Directors, namely, Mr. Poon Chiu Kwok, Mr. Bau Siu Fung and Mr. Chau Siu Lun.*