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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**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**

**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,  
ELECTION OF NEW DIRECTOR  
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, 23 August 2024 at 11:00 a.m. is set out on pages 19 to 25 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 11:00 a.m. on Wednesday, 21 August 2024 (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.

31 July 2024

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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, 23 August 2024 at 11:00 a.m. or any adjournment thereof, the notice of which is set out on pages 19 to 25 of this circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“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 and issued 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
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue or otherwise deal with Shares up to 20 per cent of the number of issued Shares (excluding treasury shares) as at the date of the passing of the resolution granting such a general mandate

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## DEFINITIONS

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“Latest Practicable Date”	24 July 2024, 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 repurchase Shares not exceeding 10 per cent of the aggregate number of Shares in issue (excluding treasury shares) as at the date of passing of the resolution granting such a general mandate
“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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	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. Zheng Jianjiang  
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

*Independent non-executive Directors:*

Mr. Poon Chiu Kwok  
Mr. Bau Siu Fung  
Ms. Lou Aidong

*Principal place of business in Hong Kong:*

Unit 1, 10th Floor  
Emperor Group Centre  
288 Hennessy Road  
Wan Chai  
Hong Kong

31 July 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS,  
ELECTION OF NEW DIRECTOR,  
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, (ii) the re-election of Directors; and (iii) the election of new Director.

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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 and issue new Shares in the share capital of the Company up to 20 per cent of the number of issued Shares (excluding treasury shares) 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) as at the date of the passing of the resolution in relation to the Repurchase Mandate. 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 and issued 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, Mr. Chan Hon Ki, Mr. Bau Siu Fung and Ms. Lou Aidong shall retire by rotation at the Annual General Meeting. Except for Ms. Lou Aidong, all of the retiring Directors, being eligible, will offer themselves for re-election at the same meeting. Ms. Lou Aidong will not offer herself for re-election at the Annual General Meeting. Ms. Lou Aidong has confirmed that she has no disagreement with the Board and there are no matters that need to be brought to the attention of the holders of securities of the Company and the Stock Exchange. Mr. Chan Hon Ki, and Mr. Bau Siu Fung, being eligible, will offer themselves for re-election at the Annual General Meeting.

In addition, pursuant to Article 112 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy or as an additional Director shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at the meeting. Accordingly, the office of Mr. Zheng Jianjiang, being appointed by the Board as an executive Director with effect from 1 January 2024, will end at the Annual General Meeting. Mr. Zheng Jianjiang, being eligible, will offer himself for re-election as a Director at the Annual General Meeting.

Having reviewed the Board's composition and noted that Mr. Chan Hon Ki, Mr. Zheng Jianjiang and Mr. Bau Siu Fung 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. Bau Siu Fung 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 and its diversity.

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## LETTER FROM THE BOARD

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Pursuant to code provision B.2.3 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, any further appointment of an independent non-executive director serving more than nine years should be subject to a separate resolution to be approved by shareholders. Appointed on 15 May 2015, Mr. Bau Siu Fung has served on the Board for more than nine years. The Company has received from Mr. Bau 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. Bau 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. Bau would not affect his continuous exercise of independent judgement, and is satisfied that Mr. Bau has the required character, integrity, knowledge, skills and experience to continue to discharge his duties as an independent non-executive Director. The Board believes that his re-election as an independent non-executive Director is in the best interests of the Company and the Shareholders as a whole, and therefore recommends the Shareholders to re-elect Mr. Bau as an independent non-executive Director. A separate resolution will be proposed for the re-election of Mr. Bau at the Annual General Meeting.

Pursuant to code provision B.2.4(a) of the Corporate Governance Code as set out in Appendix C1 of the Listing Rules, where all the independent non-executive directors of an issuer have served more than nine years on the board, the issuer should, among others, disclose the length of tenure of each existing independent non-executive director on a named basis in this circular. Each of Mr. Poon Chiu Kwok, Mr. Bau Siu Fung and Ms. Lou Aidong was appointed as an independent non-executive Director on 15 May 2015, and as at the Latest Practicable Date, has served more than nine years on the Board.

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.

### **ELECTION OF NEW DIRECTOR**

Given that all current independent non-executive Directors have served more than 9 years on the Board, pursuant to code provision B.2.4(b) of Appendix C1 to the Listing Rules, a new independent non-executive Director shall be appointed at the Annual General Meeting.

Pursuant to Article 111 of the Articles of Association, the Company may from time to time in general meeting by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an additional Director. Pursuant to Article 113 of the Articles of Association, the Board recommends Mr. Chau Siu Lun for election as an independent non-executive Director and a corresponding resolution will be proposed at the Annual General Meeting.



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## LETTER FROM THE BOARD

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Biographical information of Mr. Chau Siu Lun is set out in Appendix I to this circular.

During the process of identifying a new independent non-executive Director, the Nomination Committee has evaluated the curriculum vitae and independence of Mr. Chau Siu Lun to evaluate his suitability. Having considered the Company's policy for nomination of Directors and the criteria set out in Rule 3.13 of the Listing Rules, the Nomination Committee is satisfied with the character, competence, experience, integrity, time commitment and independence of Mr. Chau Siu Lun. Given his expertise in the legal field, as well as his directorship experience in another listed company, the Nomination Committee also determined that Mr. Chau Siu Lun has the requisite perspectives, skills and experience that he could bring to the board and the contributions he could thus make to the diversity and performance of the Board. Based on the above, the Nomination Committee recommended Mr. Chau Siu Lun to the Board for consideration. The Board, with the recommendation of the Nomination Committee, is of the view that Mr. Chau Siu Lun is independent and a suitable candidate for appointment as independent non-executive Director and recommends that he be elected as an independent non-executive Director by the Shareholders at the Annual General Meeting.

### **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, 20 August 2024 to Friday, 23 August 2024, both days inclusive. During such period, no transfer of Shares will be registered. 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, 19 August 2024.

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## LETTER FROM THE BOARD

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### NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 19 to 26 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;
- (b) the proposed re-election of Directors; and
- (c) the proposed election of new Director.

### 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 11:00 a.m. on Wednesday, 21 August 2024 (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.

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 the proposed grant of the Issue Mandate, Repurchase Mandate and Extension Mandate, the proposed re-election of Directors and the proposed election of new Director 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 Directors (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**

**Mr. Zheng Jianjiang (鄭堅江)**, aged 62, is the founder and currently the chairman of the board 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 and an executive director of Ningbo Sanxing Medical Electric Co., Ltd (寧波三星醫療電氣股份有限公司), a joint stock limited liability company established in the PRC, the issued shares of which are listed on the Shanghai Stock Exchange (stock code: 601567). Mr. Zheng is a senior economist of the PRC. Mr. Zheng is a controlling shareholder (as defined under the Listing Rules of the Company, interested through his controlled corporations in 337,950,000 shares of the Company, representing approximately 68.55% of the Company's total issued share capital. Mr. Zheng is the brother of Mr. Zheng Jiang, the chairman of the Board and an executive Director.

Mr. Zheng entered into a service contract with the Company for an initial term of three years with effect from 1 January 2024, which shall be renewed and extended automatically for successive terms of one year upon expiry of the then current term until terminated 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. Mr. Zheng is entitled to receive remuneration comprising a director's fee of HK\$1,800,000 per annum during the term of his appointment as an executive Director pursuant to the service contract entered into by him with the Company.

Save as disclosed above, Mr. Zheng 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.

**Mr. Bau Siu Fung (鮑小豐)**, aged 57, is an independent non-executive Director and has joined the Group since May 2015. He was an executive director, the chief financial officer and the company secretary of Chen Lin Education Group Holdings Limited (stock code: 1593) from September 2018 to May 2021. Mr. Bau holds a bachelor's degree in Business Administration in Accountancy and Finance. Mr. Bau has more than 18 years of experience in accounting and auditing field. Mr. Bau is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Bau was appointed on 22 June 2018 as an independent non-executive director of FSM Holdings Limited (stock code: 1721). All of the above are companies listed on the Main Board of the Stock Exchange. Mr. Bau 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. Mr. Bau is entitled to receive annual remuneration of HK\$250,000 per annum during the term of his appointment as an independent non-executive Director pursuant to the service contract entered into by him with the Company.

Mr. Bau 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. Chan Hon Ki (陳漢淇)**, aged 45, is the executive Director, chief executive officer and a joint company secretary of the Company and has joined the Group since May 2015. He holds a bachelor's degree in commerce from University of Canterbury, New Zealand and a master of Business Administration from The Hong Kong University of Science and Technology. He is a member of the Association of Chartered Certified Accountants, a certified public accountant of the Hong Kong Institute of Certified Public Accountants and a member of Institute of Certified Management Accountants, Australia. Mr. Chan has over 19 years of experience in the field of auditing and accounting. He has been serving as an independent non-executive director of Wah Ho Holdings Group Ltd (stock code: 9938) since December 2019 and was an independent non-executive director of Chen Lin Education Group Holdings Limited (stock code: 1593) from November 2019 to June 2021. All the above are companies listed on the Main Board of the Stock Exchange.

Mr. Chan 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 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. Mr. Chan is entitled to receive remuneration comprising a director's fee of HK\$1,800,000 per annum during the term of his appointment as an executive Director pursuant to the service contract entered into by him with the Company.

Mr. Chan Hon Ki 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.

*The following are the particulars of the candidate (as required by the Listing Rules) proposed to be elected as a new independent non-executive Director at the Annual General Meeting.*

**CANDIDATE TO BE ELECTED AS A NEW INDEPENDENT NON-EXECUTIVE  
DIRECTOR**

**Mr. Chau Siu Lun**, aged 60, is qualified as solicitor in Hong Kong and England and Wales. Mr. Chau is currently the partner of Haiwen & Partners LLP, vice president of Hong Kong Chartered Governance Institute, and an independent non-executive director of Great Wall Motor Company Limited, a company listed on the Stock Exchange (Stock Code: 2333). Mr. Chau's practice areas focuses on Hong Kong capital market and regulatory and compliance advisory work for Hong Kong listed companies. He is also actively involved in providing advice to listed companies on takeovers and privatisations, corporate restructuring, corporate governance, information disclosure and ESG.

Mr. Chau graduated from The University of Hong Kong with a Bachelor of Arts degree (Honors), and obtained a Postgraduate Certificate in Laws from The University of Hong Kong. Mr. Chau was admitted as fellow of the Hong Kong Chartered Governance Institute with the designations of Chartered Secretary and Chartered Governance Professional in 2020. He has been a council member of the Institute since 2021, and had served as vice-chairman of Qualification Committee from 2022 to 2023. He is currently the vice-chairman of Professional Development Committee of the Institute. Mr. Chau joined Herbert Smith Freehills LLP in 1997, became a partner of the firm in 2006, and served as the head and chief representative of the firm's Beijing representative office from 2011 to November 2022.

Subject to Mr. Chau being elected as an independent non-executive Director by the Shareholders at the Annual General Meeting, Mr. Chau shall enter into a letter of appointment with the Company for an initial term of three years commencing 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. Mr. Chau is entitled to receive annual remuneration of HK\$250,000 per annum during the term of his appointment as an independent non-executive Director pursuant to the letter of appointment entered into by him with the Company.

As at the Latest Practicable Date, Mr. Chau 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. Mr. Chau is not connected with any directors, senior management, substantial shareholders or controlling shareholders (as defined under the Listing Rules) of the Company.

Save as disclosed above, Mr. Chau confirms that there are no other matters relating to his election that need to be brought to the attention of the Shareholders, and that there is no information required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Hong Kong 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) 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 the Central Clearing and Settlement System ("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 Hong Kong Securities Clearing Company Limited (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. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and 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 2024, 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 2024. 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 Jian Jiang), 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 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>2023</b>		
July	0.360	0.310
August	0.370	0.300
September	0.310	0.290
October	0.400	0.280
November	0.300	0.250
December	0.260	0.250
<b>2024</b>		
January	0.300	0.250
February	0.260	0.196
March	0.232	0.210
April	0.218	0.217
May	0.230	0.200
June	0.200	0.188
July (up to the Latest Practicable Date)	0.200	0.161

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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, 23 August 2024 at 11:00 a.m. 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 2024.
2.
  - (a) To re-elect Mr. Zheng Jianjiang as an executive Director;
  - (b) To re-elect Mr. Bau Siu Fung as an independent non-executive Director;
  - (c) To re-elect Mr. Chan Hon Ki as an executive Director;
  - (d) To elect Mr. Chau Siu Lun as an independent non-executive Director; and
  - (e) 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 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) 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 and 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 may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange and, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities 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) 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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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.”
- (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 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) 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 2024

*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 1, 10th 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 11:00 a.m. on Wednesday, 21 August 2024 (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, 20 August 2024 to Friday, 23 August 2024, both days inclusive, during which period no share transfers can be registered. 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, 19 August 2024.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (viii) Details of the directors candidates proposed to be elected or re-elected under ordinary resolutions numbered 2(a) to 2(d) above are set out in Appendix I to the accompanying circular dated 31 July 2024.
- (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 2024.

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