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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)

- (1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 23 AUGUST 2024;**
**(2) RETIREMENT OF AN INDEPENDENT
NON-EXECUTIVE DIRECTOR;**
**(3) ELECTION OF AN INDEPENDENT
NON-EXECUTIVE DIRECTOR; AND**
(4) CHANGES IN COMPOSITION OF BOARD COMMITTEES

At the annual general meeting (the “AGM”) of AUX International Holdings Limited (the “Company”) held on 23 August 2024, all the proposed resolutions as set out in the notice of the AGM dated 31 July 2024 (the “Notice”) were duly passed by the shareholders of the Company (the “Shareholders”) by way of poll pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities (the “Listing Rule”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

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

Ordinary Resolutions		Number of Shares Actually Voted (approximate%)	
		For	Against
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.	366,482,260 (100%)	0 (0%)

Ordinary Resolutions		Number of Shares Actually Voted (approximate%)	
		For	Against
2.	Each, as a separate resolution:		
	(a) To re-elect Mr. Zheng Jianjiang, as an executive Director;	366,482,260 (100%)	0 (0%)
	(b) To re-elect Mr. Bau Siu Fung, as an independent non-executive Director;	366,482,260 (100%)	0 (0%)
	(c) To re-elect Mr. Chan Hon Ki as an executive Director;	366,482,260 (100%)	0 (0%)
	(d) To elect Mr. Chau Siu Lun as an independent non-executive Director; and	366,482,260 (100%)	0 (0%)
	(e) To authorise the board of directors of the Company (the “ Board ”) to fix their remuneration.	366,482,260 (100%)	0 (0%)
3.	To re-appoint KPMG as the auditors of the Company and authorise the Board to fix their remuneration.	366,482,260 (100%)	0 (0%)

Ordinary Resolutions		Number of Shares Actually Voted (approximate%)	
		For	Against
4.	(A) To give a general and unconditional mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the number of issued shares of the Company (excluding treasury shares) as at the date of passing of the relevant resolution [#] .	366,482,260 (100%)	0 (0%)
	(B) To give a general and unconditional mandate to the Directors to repurchase shares not exceeding 10% of the number of issued shares of the Company (excluding treasury shares) as at the date of passing of the relevant resolution [#] .	366,482,260 (100%)	0 (0%)
	(C) Conditional upon resolution 4(A) and 4(B) being passed, the general and unconditional mandate granted to the Directors to allot, issue and deal with additional shares of the Company pursuant to resolution 4(A) be extended by the addition thereto of a number of shares representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution 4(B) [#] .	366,482,260 (100%)	0 (0%)

[#] Full text of the proposed resolution is set out in the Notice.

Notes:

- (a) As more than 50% of the votes were cast in favour of each of the resolution no. 1 to 4, such resolutions were duly passed as ordinary resolutions of the Company.
- (b) As at the date of the AGM, the total number of shares of the Company (the “**Shares**”) in issue was 492,984,000. Accordingly, the number of Shares entitling the Shareholders to attend and vote on the proposed resolutions at the AGM was 492,984,000.
- (c) There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the proposed resolutions at the AGM as set out in Rule 13.40 of the Listing Rules.
- (d) No Shareholder was required under the Listing Rules to abstain from voting on the proposed resolutions at the AGM.
- (e) No party had stated its intention in the circular of the Company dated 31 July 2024 (the “**Circular**”) to vote against or to abstain from voting on the proposed resolutions at the AGM.
- (f) The Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.
- (g) The attendance record of the Directors at the AGM is set out as follows:
 - the executive Director Mr. Chan Hon Ki and the independent non-executive Director Mr. Bau Siu Fung attended the AGM in person;
 - the executive Directors Mr. Zheng Jiang, Mr. Zheng Jianjiang, Ms. Shen Guoying and Ms. Chen Lingxiao, and the independent non-executive Directors Mr. Poon Chiu Kwok, Ms. Lou Aidong and Mr. Chau Siu Lun attended the AGM by telephone.

RETIREMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that Ms. Lou Aidong (“**Ms. Lou**”) has retired by rotation as an independent non-executive Director upon the conclusion of AGM in order to devote more time for her other business commitments. Ms. Lou has confirmed that there is no disagreement between her and the Board, and there is no other matter in relation to her retirement that needs to be brought to the attention of the Shareholders or the Stock Exchange. The Board would like to express its gratitude to Ms. Lou for her valuable contribution to the Company during her tenure of office.

ELECTION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that pursuant to resolution 2(d) passed by the Shareholders at the AGM, Mr. Chau Siu Lun (“**Mr. Chau**”) has been elected as an independent non-executive Director. Mr. Chau has entered into a letter of appointment (“**Letter of Appointment**”) with the Company for an initial term of three years commencing on 23 August 2024, 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 the Letter of Appointment, Mr. Chau is entitled to receive an annual remuneration of HK\$250,000 during the term of his appointment as an independent non-executive Director.

The biographical details of Mr. Chau and his information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules were set out in the Circular. As at the date of this announcement, such information remains unchanged.

The Board would like to express its warm welcome to Mr. Chau for his election.

CHANGES IN COMPOSITION OF BOARD COMMITTEES

Following Ms. Lou’s retirement as an independent non-executive Director as disclosed above, Ms. Lou has ceased to be the chairperson of the remuneration committee of the Company (“**Remuneration Committee**”), and a member of each of the audit committee (“**Audit Committee**”) and nomination committee (“**Nomination Committee**”) of the Company with effect from the conclusion of the AGM.

Upon Mr. Chau’s election as an independent non-executive Director, the Board has resolved to appoint Mr. Chau as the chairman of the Remuneration Committee, and a member of each of the Audit Committee and Nomination Committee with effect from the conclusion of the AGM.

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

Hong Kong, 23 August 2024

As at the date of this announcement and after the conclusion of the AGM, the executive Directors are Mr. Zheng Jiang, Mr. Zheng Jianjiang, Mr. Chan Hon Ki, Ms. Shen Guoying and Ms. Chen Lingxiao; and the independent non-executive Directors are Mr. Poon Chiu Kwok, Mr. Bau Siu Fung and Mr. Chau Siu Lun.