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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (the “**EGM**”) of AUX International Holdings Limited (the “**Company**”) will be held at 9/F, Gloucester Tower, The Landmark, 15 Queen’s Road Central, Hong Kong on Monday, 20 March 2017 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the transactions contemplated under the conditional equity transfer agreement (the “**Agreement**”, a copy of which has been produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification) dated 7 November 2016 entered into among 寧波奧克斯物業服務有限公司 (Ningbo AUX Property Management Service Co., Ltd.*, the “**Target Company**”), 寧波奧克斯置業有限公司 (Ningbo AUX Real Estate Co., Ltd.*), the sole shareholder of the Target Company, as vendor (“**Vendor**”), and Starry Chance Limited (寶星有限公司), an indirect wholly owned subsidiary of the Company, as purchaser (“**Purchaser**”), in relation to, among other things, the sale by the Vendor and the acquisition of the Purchaser of the entire equity interests of the Target Company at a consideration of RMB153 million (subject to adjustments pursuant to the Agreement), further details of which are set out in the circular of the Company dated 28 February 2017 (the “**Circular**”), be and are hereby approved, confirmed and ratified; and

- (b) any director of the Company be and are hereby authorized to exercise all the powers of the Company and take all steps as might in his opinion be desirable, necessary or expedient to give effect to or in connection with the Agreement including without limitation to:
- (a) the execution, amendment, supplement, delivery, submission and/or implementation of any further documents or agreements in relation to the Agreement; and
- (b) the taking of all necessary actions to implement the transactions contemplated under the Agreement.”

2. **“THAT**

- (a) the Property Services Framework Agreement (as defined and described in the Circular, a copy of which is tabled at the meeting and marked “B” and signed by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the annual caps (as set out in the Circular, of which this notice forms part) of the transaction under the Property Services Framework Agreement for each of the three years ending 31 December 2019 be and are hereby approved; and
- (c) any one director of the Company be and is hereby authorised to, on behalf of the Company, do all such acts and sign, seal, execute and deliver all such documents and take all such actions as he/she may consider necessary or desirable for the purpose of or in connection with or to give effect to the Property Services Framework Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 28 February 2017

Notes:

1. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. A form of proxy for the extraordinary general meeting is enclosed. In order to be valid, a form of proxy, together with the power of attorney or other authority (if any), under which the form is signed must be deposited at the Company's branch registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the meeting.
3. Completion and return of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the meeting or any adjourned meeting or upon the poll concerned if the shareholders of the Company so wish. In such event, the instrument appointing the proxy shall be deemed to be revoked.
4. Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. A member of the Company entitled to more than one vote needs not, if he votes on a poll, use all his votes or cast all the votes he uses in the same way.
6. The resolutions are to be voted by way of poll.
7. For determining the entitlement to attend and vote at the extraordinary general meeting, the transfer book and register of members will be closed from Thursday, 16 March 2017 to Monday, 20 March 2017, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending and voting at the meeting, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4: 00 p.m. on Wednesday, 15 March 2017.

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

** for identification purpose only*