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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)

**CONTINUING CONNECTED TRANSACTIONS IN RELATION TO
PROVISION OF PROPERTY HOUSEKEEPING, TRANSPORTATION
AND OTHER ANCILLARY SERVICES**

Reference is made to the announcement of the Company dated 7 July 2017 in connection with the continuing connected transactions in relation to the provision of property housekeeping and transportation services by Ningbo AUX Property to Ningbo Mingzhou Hospital pursuant to the Service Agreement, and the announcement of the Company dated 29 December 2017 in connection with the Supplemental Agreement in relation to the Service Agreement.

Given that the Amended Service Agreement will expire on 31 March 2018, on 14 February 2018, Ningbo AUX Property as supplier and Ningbo Mingzhou Hospital (for itself and as trustee for the benefit of its subsidiaries from time to time) as customer entered into the Framework Service Agreement in relation to the provision of property housekeeping, transportation and other ancillary services by Ningbo AUX Property to Ningbo Mingzhou Hospital and/or its subsidiaries from time to time, which shall, subject to approval by the Independent Shareholders, be effective for a term commencing on 1 April 2018 and ending on 31 March 2021.

The Group estimates that the aggregate amount of fees which may be charged by Ningbo AUX Property for the property housekeeping, transportation and other ancillary services to be provided pursuant to the Framework Service Agreement shall not exceed RMB21.0 million, RMB26.0 million and RMB27.0 million respectively for the three years ending 31 March 2019, 2020 and 2021 respectively.

As at the date of this announcement, Ningbo Mingzhou Hospital is an indirectly wholly owned subsidiary of a 30%-controlled company held by Mr. Zheng Jian Jiang, a controlling shareholder of the Company indirectly holding approximately 58.66% of the total number of issued Shares. As such, Ningbo Mingzhou Hospital is an associate of Mr. Zheng Jian Jiang and a connected person of the Company under the Listing Rules. Therefore the transactions contemplated under the Framework Service Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the continuing connected transactions contemplated under the Framework Service Agreement exceed(s) 25%, the transactions contemplated thereunder are subject to the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

An EGM of the Company will be convened to seek the approval of the Independent Shareholders in respect of the continuing connected transactions contemplated under the Framework Service Agreement and the proposed relevant annual caps. Mr. Zheng Jian Jiang, Ze Hui Limited and Huiyi Limited and their respective associates, and all other Shareholders materially interested in the Framework Service Agreement shall abstain from voting on the resolutions in relation to the Framework Service Agreement and the proposed annual caps for the continuing connected transactions contemplated thereunder at the EGM.

An Independent Board Committee comprising all independent non-executive Directors has been established to advise the Independent Shareholders on the Framework Service Agreement and the proposed annual caps for the continuing connected transactions contemplated thereunder, and Sunfund Capital has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular including, among others, a letter from the Board containing further details of the Framework Service Agreement and the proposed annual caps for the continuing connected transactions contemplated thereunder, a letter from the Independent Board Committee containing its advice to the Independent Shareholders and a letter from the independent financial adviser containing its advice to the Independent Board Committee and the Independent Shareholders, together with a notice convening the EGM and the relevant proxy form, will be despatched to the Shareholders on or before 5 March 2018.

BACKGROUND

Reference is made to the announcement of the Company dated 7 July 2017 in connection with the continuing connected transactions in relation to the provision of property housekeeping and transportation services by Ningbo AUX Property to Ningbo Mingzhou Hospital pursuant to the Service Agreement, and the announcement of the Company dated 29 December 2017 in connection with the Supplemental Agreement in relation to the Service Agreement.

Given that the Amended Service Agreement will expire on 31 March 2018, on 14 February 2018, Ningbo AUX Property as supplier and Ningbo Mingzhou Hospital (for itself and as trustee for the benefit of its subsidiaries from time to time) as customer entered into the Framework Service Agreement in relation to the provision of property housekeeping, transportation and other ancillary services by Ningbo AUX Property to Ningbo Mingzhou Hospital and/or its subsidiaries from time to time, which shall, subject to approval by Independent Shareholders, be effective for a term commencing on 1 April 2018 and ending on 31 March 2021.

THE FRAMEWORK SERVICE AGREEMENT

Details of the Framework Service Agreement are as follows:

Date: 14 February 2018

Parties: (1) Ningbo AUX Property
(2) Ningbo Mingzhou Hospital (for itself and as trustee for the benefit of its subsidiaries)

Term of the agreement: Subject to the approval by the Independent Shareholders, the Framework Service Agreement shall be effective from 1 April 2018 to 31 March 2021.

Nature of transactions/
services covered:

Ningbo AUX Property shall send workers to the hospital(s) operated by Ningbo Mingzhou Hospital and/or its subsidiaries from time to time to provide the following services: (i) property housekeeping services, including daily housekeeping and cleaning in areas inside the hospital premises and in respect of, among others, medical equipments, furniture and fixtures therein, daily housekeeping and cleaning in all public areas, collection and management of clinical and other wastes, and sanitation of surgeries, hospital beds, equipments and disposable products; (ii) transportation services, including ushering patients to appropriate areas for check-ups and treatments, delivery of testing samples and relevant paper records to respective departments of the hospital(s), preparation of sanitation materials and delivery of sanitisation materials and disposable hygiene products, management of cleaning supplies, transportation of large volume parenteral (LVP) within the hospital area, management and transportation of pure water, transportation of furniture within the hospital area, transportation of blood and ancillary management and data collection and reporting services; (iii) security services such as maintaining good public order within the hospital area, assisting hospital staff with handling of medical dispute incidents and ensuring the safety of hospital personnel; (iv) property maintenance management services, such as ensuring construction projects are conducted in an orderly manner, and regular inspection of high voltage power distribution room, drainage system, fire pump system, lighting system, water purification system and sewage treatment facilities; (v) elevator operation services, including daily inspection of the elevators within the hospital area and assistance to users of the elevators; (vi) auxiliary medical services, such as assistance to nurses in the daily performance of their duties, cleaning hospital beds and management of hospital storage room and furniture; (vii) personal nursing support to patients by qualified professional caretakers; and (viii) landscape services within the hospital area.

Pricing:

The transactions under the Framework Service Agreement shall be conducted on normal commercial terms. The service fees payable by Ningbo Mingzhou Hospital and/or its relevant subsidiary to Ningbo AUX Property for the services to be provided by Ningbo AUX Property to Ningbo Mingzhou Hospital or its relevant subsidiary in respect of each hospital facility where Ningbo AUX Property will provide its services pursuant to the Framework Service Agreement, shall be agreed between Ningbo AUX Property and Ningbo Mingzhou Hospital or the relevant subsidiary from time to time on an arm's length basis and set out in each individual service agreement, and calculated on the basis of the following:

- the service fee per worker, which is equal to (1) the average wage (the “**Average Wage**”) of the workers in each function to be sent by Ningbo AUX Property for the provision of services to Ningbo Mingzhou Hospital or the relevant subsidiary during the period covered under the individual service agreement, plus (2) a markup (in terms of percentage to the Average Wage) (the “**Markup**”) to cover the other costs and disbursements of Ningbo AUX Property in providing the required services and its gross profit margin; and
- the average number of workers to be sent by Ningbo AUX Property for the provision of services to Ningbo Mingzhou Hospital or the relevant subsidiary during the period covered under the individual service agreement, which shall be agreed between Ningbo AUX Property and Ningbo Mingzhou Hospital or the relevant subsidiary with reference to the needs, hospital area size and scale of operation of the hospital facility operated by Ningbo Mingzhou Hospital or the relevant subsidiary where services are to be provided.

The Markup shall be at or above the applicable level set out below:

- (1) the prevailing comparable market level of the markup charged for similar services at the relevant time;

- (2) where the information as referred to in paragraph (1) above is not available or obtainable, the markups charged by Ningbo AUX Property to its independent third party customers for similar services within the six-month period immediately preceding the date of each individual service agreement; and
- (3) where the information as referred to in paragraphs (1) and (2) above is both not available or obtainable, a markup at or above 18%, which was determined with reference to the estimated markups charged by other public companies providing similar services in the PRC calculated based on their published financial information.

In order to ensure that the pricing method in the Framework Service Agreement is adhered to and that the provision of services by the Ningbo AUX Property to Ningbo Mingzhou Hospital and/or its subsidiaries pursuant thereto will be on normal commercial terms, before Ningbo AUX Property commences its negotiations with Ningbo Mingzhou Hospital and/or the relevant subsidiary to set the service fees payable in respect of each hospital facility, dedicated personnel of Ningbo AUX Property shall:

- (i) seek to ascertain the prevailing comparable market level of the markup charged for services by making reference to financial information published by public companies providing similar services to hospitals; and
- (ii) where no information in relation to the prevailing comparable market level of the markup charged for similar services is available or obtainable, check the markups applied in calculating the service fees charged to independent third party customers for similar services provided within the six-month period immediately preceding the date of the individual service agreement (or, where the services are not charged on a cost-plus basis, the gross profit margin attributable to such services during the said period).

The above will help ensure that the Markup as agreed will not fall below the prevailing comparable market level of the markup, or the markups charged to independent third party customers of Ningbo AUX Property in recent transactions. Where no information in relation to the prevailing comparable market level of the markup is available or obtainable and Ningbo AUX Property has not provided any similar services to independent third party customers within the previous six-month period, a markup at or above 18% will be applied as the Markup.

In addition to the above, the Group will also adopt the following internal control measures:

- (i) dedicated personnel of Ningbo AUX Property will be responsible for regular monitoring of the continuing connected transactions under the Framework Service Agreement to ensure that the relevant annual caps will not be exceeded;
- (ii) internal review will be conducted by the Group to assess, on a periodic basis, whether the property housekeeping, transportation and other ancillary services have been provided by Ningbo AUX Property to Ningbo Mingzhou Hospital and/or its subsidiaries in accordance with the terms of the Framework Service Agreement;
- (iii) the Company will engage its auditors to conduct an annual review of the continuing connected transactions conducted pursuant to the Framework Service Agreement; and

(iv) the independent non-executive Directors will review the continuing connected transactions to be entered into pursuant to the Framework Service Agreement on an annual basis and confirm in the annual reports of the Company for the years ending 31 March 2019, 2020 and 2021 whether such continuing connected transactions have been entered into in the ordinary and usual course of business of the Group, on normal commercial terms or better, and in accordance with the Framework Service Agreement on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

The Directors consider that the above internal control measures can ensure that the transactions under the Framework Service Agreement will be conducted on normal and commercial terms and not prejudicial to the interests of the Company and its Shareholders.

Payment arrangement: Payment will be settled on a monthly basis within 10 business days after receipt by Ningbo Mingzhou Hospital of the relevant invoice issued by Ningbo AUX Property.

Implementation agreements: Ningbo AUX Property and Ningbo Mingzhou Hospital and/or its subsidiaries will enter into, from time to time and as and when necessary, individual service agreements to set out the specific terms and conditions in respect of each individual hospital facility, including, among others, the agreed number of workers to be sent by Ningbo AUX Property for the provision of services, service fee per worker, and service scope.

Any such service agreement shall be within the ambit of the Framework Service Agreement and shall not contravene the provisions of the Framework Service Agreement; in case of inconsistency, the provisions of the Framework Service Agreement shall prevail.

Proposed Annual Caps for the Three Years Ending 31 March 2021

Historical figures

Based on the unaudited consolidated accounts of the Company, the fees charged by Ningbo AUX Property for services provided under the Amended Service Agreement during the period from 8 July 2017 and up to 31 January 2018 (including the services provided to Ningbo Mingzhou Hospital in respect of a hospital whose operating company became a subsidiary of Ningbo Mingzhou Hospital since November 2017) amount to approximately RMB6.7 million. It is expected that up to the date of this announcement, the fees so charged have not exceeded RMB8.2 million, being the revised annual cap in relation to the continuing connected transactions contemplated under the Amended Service Agreement as set out in the announcement of the Company dated 29 December 2017.

Estimation of the annual caps for the three years ending 31 March 2021

The Directors propose that the following annual caps be set for the continuing connected transactions contemplated under the Framework Service Agreement for the three years ending 31 March 2021:

Transactions	Year ending 31 March 2019 (RMB'000)	Year ending 31 March 2020 (RMB'000)	Year ending 31 March 2021 (RMB'000)
Aggregate amount of fees chargeable by Ningbo AUX Property to Ningbo Mingzhou Hospital and/or its subsidiaries pursuant to the Framework Service Agreement	<u>21,000</u>	<u>26,000</u>	<u>27,000</u>

Basis of determination of the annual caps

The proposed annual cap for the year ending 31 March 2019 is determined with reference to the aggregate amount of fees charged by Ningbo AUX Property amounting to RMB6.7 million for the services provided to Ningbo Mingzhou Hospital and its subsidiaries pursuant to the Amended Service Agreement during the period from 8 July 2017 to 31 January 2018, as adjusted taking into account the following factors:

- (i) the estimated increase in the demand of the counterparty for the services to be provided by Ningbo AUX Property during the year ending 31 March 2019. The scope of service will be expanded to include various additional types of ancillary services as compared with the Amended Service Agreement. In addition, Ningbo AUX Property is given to understand that Ningbo Mingzhou Hospital and/or its subsidiaries have been contemplating further acquisition(s) of hospital(s) which may be completed during the year ending 31 March 2019, and upon completion of such acquisition(s), Ningbo AUX Property is expected to provide property housekeeping, transportation and other ancillary services in the area of the hospitals newly acquired by Ningbo Mingzhou Hospital and/or its subsidiaries in accordance with the terms of the Framework Service Agreement. As such, the scope of service will be expanded to include additional hospital(s) to be operated by Ningbo Mingzhou Hospital and/or its subsidiaries. It is expected that the number of workers required to be sent by Ningbo AUX Property for the provision of services will increase from a maximum of 263 per month for the period from 8 July 2017 to 31 March 2018 to an average of approximately 420 per month for the year ending 31 March 2019; and
- (ii) the anticipated growth of approximately 2.0% in the wages of the workers of Ningbo AUX Property during the year ending 31 March 2019, which is estimated based on the growth in consumer price index in the surrounding region in 2017. The above is expected to lead to a corresponding increase in the service fee per worker calculated on the basis of the Average Wage.

On the basis of the proposed annual cap for the year ending 31 March 2019, the proposed annual cap for the year ending 31 March 2020 is determined taking into account the following factors:

- (i) the estimated further increase in the demand of the counterparty for the services to be provided by Ningbo AUX Property during the year ending 31 March 2020, as it is expected that Ningbo AUX Property will be providing services on a full-year basis in respect of the hospital(s) to be acquired by Ningbo Mingzhou Hospital and/or its subsidiaries during the year ending 31 March 2019. It is expected that the average number of workers required to be sent by Ningbo AUX Property for the provision of services will further increase to approximately 510 per month for the year ending 31 March 2020; and

- (ii) the anticipated growth of approximately 2.0% in the wages of the workers during the year ending 31 March 2020, estimated based on the growth in consumer price index in the surrounding region in 2017.

The proposed annual cap for the year ending 31 March 2021 is arrived at after adjusting the proposed annual cap for the year ending 31 March 2020 by an addition of approximately 2.0% in connection with the anticipated growth in the wages of the workers during the year ending 31 March 2021, estimated based on the growth in consumer price index in the surrounding region in 2017.

Reasons for and Benefits of the Framework Service Agreement

The Group endeavors to maintain healthy development of the clubbing business segment and enhance the clubbing experience to be offered to its customer. Due to the competitive nature of the clubbing business, it is important to maintain the Group's leading position in the Hong Kong clubbing industry through renovation and upgrade of the facilities of its clubbing venue from time to time.

On 8 January 2018, the Group announced its plan in relation to renovation and temporary closure of Magnum Club. The renovation is expected to take approximately eight months to complete and the costs are expected to amount to approximately HK\$10,000,000.

In view of the short-term financial impact the temporary closure of Magnum Club may have on the Group's performance, it is vital that the Group maintains stable and sustainable revenue and cash flow from its property management service business segment, so as to avoid any significant fluctuation in the overall revenue and cash flow of the Group.

Ningbo Mingzhou Hospital is a subsidiary of Ningbo Sanxing, the shares of which are listed on the Shanghai Stock Exchange. Ningbo Sanxing has been actively developing its healthcare services, with a view to becoming a leading healthcare service investment and management group in the PRC. The Group is given to understand that Ningbo Sanxing intends to expand its hospital network to cover over 150 hospitals through means such as establishment of new hospitals and acquisition of existing hospitals by way of direct investment and/or setting up of joint ventures.

The Directors are of the view that the entering into of the Framework Service Agreement will enable Ningbo AUX Property and the Group as a whole to leverage on Ningbo Sanxing's expansion of its healthcare service business to secure sizeable income from the Group's property management service business segment over a relatively long term, achieve further growth in the Group's medical property management business and enhance the Group's

property management service portfolio. As such, the Directors believe that the entering into of the Framework Service Agreement will help to reduce the impact on the financial performance of the Group while Magnum Club remains closed for renovation, ensure the Group will have sufficient financial resources to achieve healthy and sustainable development of both its clubbing business and property management service business, and contribute to the business growth of the Group as a whole in the long run.

Except for Mr. Zheng Jiang, the chairman of the Board and an executive Director who is the brother of Mr. Zheng Jian Jiang, Ms. Chen Huajuan, an executive Director who is the deputy superintendent of Ningbo Mingzhou Hospital, and Ms. Shen Guoying, an executive Director who is a director of Ningbo Sanxing which indirectly controls Ningbo Mingzhou Hospital, none of the Directors has or is deemed to have a material interest in the Framework Service Agreement and the transactions contemplated thereunder, including the proposed relevant annual caps. Mr. Zheng Jiang, Ms. Cheng Huajuan and Ms. Shen Guoying have abstained from voting on the relevant resolutions at the board meeting.

The terms and conditions of the Framework Service Agreement were negotiated between the parties to it on an arm's length basis. The Directors (other than the independent non-executive Directors whose views will be given after taking the advice of the independent financial adviser) are of the view that the terms and conditions of the Framework Service Agreement (including the pricing mechanism and procedures) and the proposed relevant annual caps are fair and reasonable, and the continuing connected transactions contemplated under the Framework Service Agreement are on normal commercial terms, in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

As at the date of this announcement, Ningbo Mingzhou Hospital is an indirectly wholly owned subsidiary of a 30%-controlled company held by Mr. Zheng Jian Jiang, a controlling shareholding of the Company indirectly holding approximately 58.66% of the total number of issued Shares. As such, Ningbo Mingzhou Hospital is an associate of Mr. Zheng Jian Jiang and a connected person of the Company under the Listing Rules. Therefore, the transactions contemplated under the Framework Service Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios under the Listing Rules in respect of the continuing connected transactions contemplated under the Framework Service Agreement exceed(s) 25%, the transactions contemplated thereunder are subject to the reporting, announcement, annual review and Independent Shareholder's approval requirements under Chapter 14A of the Listing Rules.

An EGM of the Company will be convened to seek the approval of the Independent Shareholders in respect of the continuing connected transactions contemplated under the Framework Service Agreement and the proposed relevant annual caps. Mr. Zheng Jian Jiang, Ze Hui Limited and Huiiri Limited and their respective associates, and all other Shareholders materially interested in the Framework Service Agreement shall abstain from voting on the resolutions in relation to the Framework Service Agreement and the proposed annual caps for the continuing connected transactions contemplated thereunder at the EGM.

An Independent Board Committee comprising all independent non-executive Directors has been established to advise the Independent Shareholders on the Framework Service Agreement and the proposed annual caps for the continuing connected transactions contemplated thereunder, and Sunfund Capital has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular including, among others, further details of the Framework Service Agreement and the proposed annual caps for the continuing connected transactions contemplated thereunder, a letter from the Independent Board Committee containing its advice to the Independent Shareholders and a letter from the independent financial adviser containing its advice to the Independent Board Committee and the Independent Shareholders, together with a notice convening the EGM and the relevant proxy form, will be despatched to the Shareholders on or before 5 March 2018.

GENERAL

The Company is an investment holding company. The activities of its principal operating subsidiaries include operation of clubbing business in Hong Kong and provision of property management services in the PRC.

Ningbo Mingzhou Hospital is principally engaged in provision of medical treatments and services.

Since the Framework Service Agreement is subject to the fulfilment of the conditions precedent set out therein including, among others, Independent Shareholders' approval and may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Amended Service Agreement”	the Service Agreement as amended by the Supplemental Agreement, in relation to the provision of property housekeeping and transportation services by Ningbo AUX Property to Ningbo Mingzhou Hospital for a term commencing on 8 July 2017 and ending on 31 March 2018
“30%-controlled company”	has the meaning ascribed to it under the Listing Rules
“associate”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	AUX International Holdings Limited (奧克斯國際控股有限公司), a company incorporated under the laws of the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“continuing connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened for, among others, considering, and if thought fit, approval by the Independent Shareholders of the continuing connected transactions contemplated under the Framework Service Agreement and the proposed relevant annual cap for each for the three years ending 31 March 2021

“Framework Service Agreement”	the framework service agreement entered into between Ningbo AUX Property as supplier and Ningbo Mingzhou Hospital (for itself and as trustee for the benefit of its subsidiaries) as customer on 14 February 2018 in relation to the provision of property housekeeping, transportation and other ancillary services by Ningbo AUX Property to Ningbo Mingzhou Hospital and/or its subsidiaries which shall, subject to approval by Independent Shareholders, be effective for a term commencing on 1 April 2018 and ending on 31 March 2021
“Group”	collectively, the Company and its subsidiaries for the time being
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	an independent committee of the Board, comprising all three independent non-executive Directors, established to advise the Independent Shareholders in respect of the continuing connected transactions contemplated under the Framework Service Agreement
“Independent Shareholders”	Shareholders other than Mr. Zheng Jian Jiang, Ze Hui Limited and Huiyi Limited and their respective associates, and all other Shareholders materially interested in the Framework Service Agreement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Ningbo AUX Property”	寧波奧克斯物業服務有限公司 (Ningbo AUX Property Management Service Co., Ltd.*), a limited liability company established in the PRC and an indirectly wholly owned subsidiary of the Company
“Ningbo Mingzhou Hospital”	寧波明州醫院有限公司 (Ningbo Mingzhou Hospital Company Limited*), a limited liability company established in the PRC

“Ningbo Sanxing”	寧波三星醫療電氣股份有限公司 (Ningbo Sanxing Medical Electric Co., Ltd.*), a joint stock limited liability company established in the PRC, the issued shares of which are listed on the Shanghai Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Service Agreement”	the service agreement entered into between Ningbo AUX Property as supplier and Ningbo Mingzhou Hospital as customer on 7 July 2017 in relation to the provision of property housekeeping and transportation services by Ningbo AUX Property to Ningbo Mingzhou Hospital for a term from 8 July 2017 to 31 December 2017
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Agreement”	the supplemental agreement entered into between Ningbo AUX Property and Ningbo Mingzhou Hospital on 29 December 2017 to amend certain terms of the Service Agreement, including among others the extension of the term of the Service Agreement to 31 March 2018

“Sunfund Capital”

Sunfund Capital Limited, a corporation licensed to carry on type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), being the independent financial adviser appointed by the Company for the purpose of advising the Independent Board Committee and the Independent Shareholders in respect of the continuing connected transactions contemplated under the Framework Service Agreement

“%”

per cent.

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

Hong Kong, 14 February 2018

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

* *For identification purpose only*