THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 Electric Co., Ltd., 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 ELECTRIC CO., LTD.
奥克斯电气有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 2580)

(1) PROPOSED RE-ELECTION OF DIRECTORS
(2) ELECTION OF NEW DIRECTOR
(3) PROPOSED RE-APPOINTMENT OF AUDITOR
(4) PROPOSED GRANT OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES
(5) PROPOSED DECLARATION OF FINAL DIVIDEND AND
(6) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Aux Electric Co., Ltd. to be held at No.1166 Mingguang North Road, Jiangshan Town, Yinzhou District, Ningbo, Zhejiang Province, PRC on Friday, June 5, 2026 at 2:00 p.m. is set out on pages 26 to 32 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). 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 2:00 p.m. on Wednesday, June 3, 2026 (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. For the avoidance of doubt, holders of treasury Shares (if any) shall abstain from voting at the Company's general meeting.

April 29, 2026

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

"Annual General Meeting" or "AGM"	the annual general meeting of the Company to be held at No.1166 Mingguang North Road, Jiangshan Town, Yinzhou District, Ningbo, Zhejiang Province, PRC on Friday, June 5, 2026 at 2:00 p.m., or any adjournment thereof, the notice of which is set out on pages 26 to 32 of this circular
"Articles of Association"	the articles of association of the Company, as amended from time to time
"Board"	the board of Directors of the Company
"CCASS"	the Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
"Cayman Companies Act"	the Companies Act (Act 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
"Company" or "our Company"	Aux Electric Co., Ltd. 奥克斯电气有限公司, a company incorporated in the Cayman Islands on October 23, 2024 as an exempted company with limited liability, whose Shares are listed on the main board of the Stock Exchange
"Controlling Shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"Extension Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting such that the total number of Shares which may be allotted, issued or otherwise dealt with (including the sale or transfer of treasury shares out of treasury) under the Issue Mandate will be increased by such number of Shares representing the total number of Shares repurchased under the Repurchase Mandate
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong

"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all powers of the Company to allot, issue or otherwise deal (including any sale or transfer of treasury shares out of treasury) with Shares up to 20 per cent of the number of issued Shares (excluding treasury shares, if any) as at the date of the passing of the resolution granting such a general mandate
"Latest Practicable Date"	April 21, 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"Listing Date"	September 2, 2025
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"PRC"	the People's Republic of China which, for the purposes of this circular only, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
"RMB"	the lawful currency of the PRC
"SFO"	the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Nomination Committee"	the nomination committee of the Company
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all powers of the Company to repurchase Shares not exceeding 10 per cent of the aggregate number of Shares in issue (excluding treasury shares, if any) as at the date of passing of the resolution granting such a general mandate, and to determine whether such repurchased Shares shall be held as treasury shares or otherwise be cancelled

"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Share(s)"	ordinary share(s) of nominal value of HK$0.01 each in the capital of the Company
"Shareholder(s)"	the holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Code on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time
"treasury shares"	has the meaning as defined under the Listing Rules
"US$"	United State dollars, the lawful currency of the United States
"%" or "per cent"	per cent.

AUX ELECTRIC CO., LTD.
奥克斯电气有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 2580)

Executive Directors:
Mr. ZHENG Jianjiang *(Chairman)*
Mr. XIN Ning *(President)*

Non-executive Directors:
Mr. ZHENG Jiang
Mr. HE Xiwan
Ms. LI Jian

Independent non-executive Directors:
Mr. XIANG Wei
Dr. JING Xian
Mr. TAO Shengwen

Registered office:
PO Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

Headquarter and Principal Place of Business in the PRC
No.1166
Mingguang North Road
Jiangshan Town
Yinzhou District, Ningbo
Zhejiang Province
PRC

Principal place of business in Hong Kong:
Commercial Unit No. 3, 15th Floor
Emperor Group Centre
288 Hennessy Road
Hong Kong

April 29, 2026

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED RE-ELECTION OF DIRECTORS
(2) ELECTION OF NEW DIRECTOR
(3) PROPOSED RE-APPOINTMENT OF AUDITOR
(4) PROPOSED GRANT OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES
(5) PROPOSED DECLARATION OF FINAL DIVIDEND AND
(6) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information in relation to the following resolutions to be proposed at the AGM to consider and, if thought fit, approve:

(1) the proposed re-election of the retiring Directors;

(2) the election of new Director;

(3) the proposed re-appointment of auditor;

(4) the proposed grant of the Repurchase Mandate;

(5) the proposed grant of the Issue Mandate (including the Extension Mandate); and

(6) proposed declaration of final dividend.

PROPOSED RE-ELECTION OF DIRECTORS

The Board comprises eight Directors, including Mr. ZHENG Jianjiang and Mr. XIN Ning as executive Directors, Mr. ZHENG Jiang, Mr. HE Xiwan and Ms. LI Jian as non-executive Directors, and Mr. XIANG Wei, Dr. JING Xian and Mr. TAO Shengwen as independent non-executive Directors.

In accordance with Article 26.3 of the Articles of Association, the Directors may appoint any person to be a Director, either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors. Any Director so appointed shall hold office only until the first annual general meeting of the Company after such Director's appointment and shall then be eligible for reelection at that meeting. Accordingly, Mr. ZHENG Jianjiang, Mr. XIN Ning, Mr. ZHENG Jiang, Mr. HE Xiwan, Ms. LI Jian, Mr. XIANG Wei and Dr. JING Xian shall retire from offices as Directors at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting. Mr. TAO Shengwen shall retire from office as independent non-executive Director with effect from the conclusion of the Annual General Meeting. Although Mr. TAO Shengwen is eligible for re-election, Mr. TAO Shengwen will not offer himself for re-election.

Mr. TAO Shengwen has confirmed that he has no disagreement with the Board and there are no matters that need to be brought to the attention of the holder of securities of the Company and the Stock Exchange.

Each of Mr. XIANG Wei and Dr. JING Xian has confirmed that (i) he/she meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he/she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence. The Nomination Committee has also evaluated and reviewed the written independence confirmations of each independent non-executive Director based on the independence criteria set out in Rule 3.13 of the Listing Rules, and considered that they remain independent. The Board was not aware of any matter that might adversely affect the independence of Mr. XIANG Wei and Dr. JING Xian. Based on the above, the Board is of the view that each of Mr. XIANG Wei and Dr. JING Xian meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent for re-election, and will continue to bring valuable financial management, auditing, legal and other expertise to the Board for its efficient and effective functioning and diversity.

After considering the nomination principles and criteria set out in the Company's Board diversity policy, Director nomination policy and the Company's corporate strategies, the Nomination Committee has assessed the retiring Directors on criteria such as integrity, experience, skills and ability to commit time and efforts to carry out duties and responsibilities. In the evaluation, the Nomination Committee is of the opinion that each of the retiring Directors has contributed positively to the Board with his/her extensive knowledge and experience in various fields that are relevant to the Company's business. In addition, the retiring Directors' diversity of experience have enabled them to provide valuable and diverse views, as well as relevant insights to the Board and to contribute to the diversity of the Board. Therefore, the Nomination Committee has made recommendations to the Board on the re-election of all the retiring Directors, including all the above independent non-executive Directors who are required to retire at the Annual General Meeting except for Mr. TAO Shengwen, and the Board has endorsed the recommendations of the Nomination Committee and recommended all retiring Directors to stand for re-election at the Annual General Meeting. The Board also believes that the Directors who are seeking re-election at the Annual General Meeting have the qualifications and related expertise that will continue to bring valuable contribution to the Board and enhance the diversity of the skills and perspectives of the Board.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

ELECTION OF NEW DIRECTOR

During the process of identifying a new independent non-executive Director, the Nomination Committee has evaluated the curriculum vitae and independence of Ms. TANG Mei Shan to evaluate her 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 Ms. TANG Mei Shan. Given her expertise in the commercial and compliance field, as well as her directorship experience in another listed company, the Nomination Committee also determined that Ms. TANG Mei Shan has the requisite perspectives, skills and experience that she could bring to the Board and the contributions she could thus make to the diversity and performance of the Board. Based on the above, the Nomination Committee recommended Ms. TANG Mei Shan to the Board for consideration. The Board, with the recommendation of the Nomination Committee, is of the view that Ms. TANG Mei Shan is independent and a suitable candidate for appointment as independent non-executive Director and recommends that she be elected as an independent non executive Director by the Shareholders at the Annual General Meeting to fill the vacancy from the retirement of Mr. TAO Shengwen pursuant to Article 26.4 of the Articles of Association.

The proposed appointment of Ms. TANG Mei Shan is subject to the approval by the Shareholders at the Annual General Meeting by way of an ordinary resolution and will take effect, if approved, from the conclusion of Annual General Meeting. Following the approval of her appointment as an independent non-executive Director of the Company, Ms. TANG Mei Shan will also act as the members of the Nomination Committee and remuneration committee of the Company.

Biographical information of Ms. TANG Mei Shan is set out in Appendix I to this circular.

RE-APPOINTMENT OF THE AUDITOR

The Board proposed to re-appoint Ernst & Young as the auditor of the Company for the year ending December 31, 2025 and to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix its remuneration. Ernst & Young has indicated its willingness to be re-appointed as the auditor of the Company for the aforesaid period.

The preliminary estimated audit fee for the audit services relating to the financial year ending December 31, 2026 is in the range of RMB4,000,000 to RMB4,500,000. The estimated audit fee was determined after discussion between the Company and Ernst & Young having regard to the complexity and scale of the Company's business operations, the expected scope of the audit work, the audit timetable, and the level of auditors' resources required to perform the engagement. The estimated audit fee is preliminary in nature and may be subject to adjustment depending on, among other things, changes in the scope of audit work and other relevant factors as the engagement progresses. Accordingly, the final audit fee may differ from the estimated amount set out above.

GENERAL MANDATE TO ISSUE SHARES

In order to ensure greater flexibility for the Company to issue new Shares, ordinary resolution no. 5(A) will be proposed at the Annual General Meeting to grant to the Directors the Issue Mandate to exercise the powers of the Company to allot, issue or otherwise deal with (including any sale or transfer of treasury shares out of treasury) new Shares in the share capital of the Company up to 20 per cent of the number of issued Shares (excluding treasury shares, if any) as at the date of the passing of the resolution in relation to the Issue Mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,588,235,200 Shares. Subject to the passing of ordinary resolution no. 5(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 317,647,040 Shares. In addition, subject to a separate approval of the ordinary resolution no. 5(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. 5(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. 5(B) will be proposed at the Annual General Meeting to grant the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10 per cent of the number of the issued Shares (excluding treasury shares, if any) as at the date of the passing of the resolution in relation to the Repurchase Mandate, and to determine whether such repurchased Shares shall be held as treasury shares or otherwise be cancelled. Subject to the passing of ordinary resolution no. 5(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 158,823,520 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. 5(C) will be proposed at the Annual General Meeting to grant the Extension Mandate to the Directors such that the total number of Shares which may be allotted, issued or otherwise dealt with (including the sale or transfer of treasury shares out of treasury) under the Issue Mandate to be granted to the Directors under ordinary resolution 5(A) will be increased by such number of Shares representing the aggregate number of Shares repurchased by the Company under the Repurchase Mandate.

PROPOSED DECLARATION OF FINAL DIVIDEND

The Board has recommended the payment of a final dividend of RMB1.06 per Share of the Company (the "**Final Dividend**") for the year ended December 31, 2025, amounting to approximately RMB1,683,529,312 in total, subject to the approval of the Shareholders at the Annual General Meeting. The Final Dividend is expected to be paid on or before Monday, August 31, 2026 to the Shareholders whose names appear on the register of members of the Company at the close of business on Tuesday, August 18, 2026.

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, June 2, 2026 to Friday, June 5, 2026, both days inclusive. During such period, no transfer of Shares will be registered. The record date for determining the entitlement of the Shareholders to attend and vote at the Annual General Meeting will be Friday, June 5, 2026. 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 4:30 p.m. (Hong Kong time) on Monday, June 1, 2026.

Conditional on the passing of the resolution approving the declaration of the proposed final dividend at the 2026 AGM, the register of members of the Company will also be closed from Monday, August 17, 2026 to Tuesday, August 18, 2026 (both days inclusive) for the purpose of determining the entitlement to the proposed final dividend in respect of the year ended December 31, 2025. In order to be qualified for the proposed final dividend (subject to the approval of the Shareholders at the 2026 AGM), unregistered holders of Shares should ensure that all share transfer documents accompanied by the corresponding share certificates are lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at the address stated above for registration not later than 4:30 p.m. (Hong Kong time) on Friday, August 14, 2026.

ANNUAL GENERAL MEETING AND FORM OF PROXY

The notice of the Annual General Meeting is set out on pages 26 to 32 of this circular.

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). 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 2:00 p.m. on Wednesday, June 3, 2026 (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 and Article 19.8 of the Articles of Association, 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. Treasury shares, if any, registered in the name of the Company, shall have no voting rights at the Annual General Meeting. For the avoidance of doubt, treasury shares, if any, pending withdrawal from and/or transfer through CCASS shall not bear any voting rights at the Annual General Meeting.

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

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

The Board considers that the ordinary resolutions in respect of (i) the proposed re-election of retiring Directors; (ii) the election of new Director; (iii) the proposed re-appointment of auditor; (iv) the proposed granting of each of the Issue Mandate, Repurchase Mandate and Extension Mandate; and (v) the proposed of declaration of final dividend 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 Electric Co., Ltd.
ZHENG Jianjiang
Chairman of the Board and Executive Director

Except as disclosed in this circular, as of the Latest Practicable Date, none of the following Directors held any position in the Company or any other members of the Group, nor did they hold any director position in any other listed company in the past three years, nor did they have any other major appointments or professional qualifications. None of the following Directors who need to be re-elected had a service contract with the Company which was not terminable by the Company within one year without payment of compensation, other than statutory compensation.

In addition, except as disclosed in this circular, the following Directors have no relationship with any Director, senior management, substantial Shareholder or Controlling Shareholder of the Company (as defined in the Listing Rules) as of the Latest Practicable Date.

Except as disclosed in this circular, as of the Latest Practicable Date, there are no other matters related to the following Directors that need to be disclosed to Shareholders and the Stock Exchange, nor are there any other information related to the following Directors that needs to be disclosed in accordance with Rule 13.51(2)(h) to (v) of the Listing Rules.

THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

EXECUTIVE DIRECTORS

Mr. ZHENG Jianjiang (鄭堅江), aged 65, is our founder, chairman of the Board, an executive Director and one of our Controlling Shareholders. Mr. Zheng has been serving as the chairman of the Board and a Director since October 2024 and was re-designated as an executive Director in January 2025. Mr. Zheng is primarily responsible for overseeing the overall management and business operation, board affairs, formulating strategies and operation plans and making major business decisions of our Group. Mr. Zheng currently holds directorships and managerial positions in various subsidiaries of our Group. Mr. Zheng is a renowned entrepreneur and a widely recognized leader in the industry. He founded our Group in 1994 and has led our development and growth since then, assuming pivotal roles as directors and senior management across different subsidiaries of our Group and their predecessor companies, including a director and the chairman of the board of Ningbo AUX Electric Co., Ltd. (寧波奧克斯電氣有限公司) ("**Ningbo AUX Electric**").

Mr. Zheng started his business in the 1980s. He founded Ningbo Sanxing Instrument Factory (寧波三星儀錶廠) ("**Sanxing Instrument**"), the predecessor of Ningbo Sanxing Group Co., Ltd. (寧波三星集團股份有限公司), in August 1991. He then began to expand his business across various industries, including home appliances, power equipment, healthcare, new technologies, and beyond. Mr. Zheng has served as a director and the president of Ningbo Sanxing Group Co., Ltd. (寧波三星集團股份有限公司) since January 1996, and has been the chairman of the board of directors of AUX Group Co., Ltd. (奧克斯集團有限公司) ("**AUX Group**") since May 2003. Mr. Zheng has been serving as a director of Ningbo Sanxing Medical Electric Co., Ltd. (寧波三星醫療電氣股份有限公司) ("**Sanxing Medical**") since October 2007 and served as the chairman of its board of directors from October 2007 to June 2020. Mr. Zheng also holds directorships in certain subsidiaries of Sanxing Medical. Mr. Zheng also served as an executive director of AUX International Holdings Limited (奧克斯國際控股有限公司) ("**AUX International**"), a company listed on the Stock Exchange (stock code: 2080), from January 2024 to November 2024, and has been serving as its non-executive director since December 2024.

Mr. Zheng obtained an adult higher education professional certificate (成人高等教育專業證書) in economic (administrative) management from the Adult Higher Education Program at Ningbo Normal College (寧波師範學院) (currently known as Ningbo University Continuing Education College (寧波大學繼續教育學院)) in China in June 1997, and graduated from the CEO Class of China Europe International Business School (中歐國際工商學院) in China in March 2005.

Mr. Zheng is the elder brother of Mr. ZHENG Jiang, a non-executive Director of the Company and the brother-in-law of Mr. He Xiwan, a non-executive Director of the Company.

Mr. Zheng as an executive Director has entered into a service contract with the Company for an initial term of three years commencing from September 2, 2025, subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules, until terminated in accordance with the terms and conditions of the service contract. Mr. Zheng is not entitled to receive any remuneration according to his service agreement.

As at the Latest Practicable Date, the interests of Mr. Zheng Jianjiang in the issued Share capital of the Company (within the meaning of Part XV of the SFO) are set out below:

(i) Interest in our Company

Name	Nature of interest	Number of Shares[(1)]	Approximate percentage of interest in our Company
Mr. ZHENG Jianjiang[(2)]	Interests in controlled corporation[(2)]	1,300,921,250 (L)	81.91%

Notes:

(1) The letter "L" denotes for long position in the Shares.

(2) AUX Holdings Group Co., Ltd. (奧克斯控股集團有限公司) ("AUX Holdings") directly holds 1,300,921,250 Shares as beneficial owner. As AUX Holdings is wholly owned by China Prosper Enterprise Holding Co., Ltd. ("China Prosper"), which is in turn owned as to 85.00% by Ze Hui Limited ("Ze Hui"). Ze Hui is wholly-owned by Mr. Zheng Jianjiang. Therefore, Mr. Zheng Jianjiang is deemed to be interested in the Shares held by AUX Holdings by virtue of the SFO.

(ii) Interest in associated corporations of our Company

Name	Name of associated corporation	Nature of interest	Number of Shares[(1)]	Approximate percentage of shareholding interest
Mr. ZHENG Jianjiang	Ze Hui	Beneficial owner	1	100.00%
	China Prosper	Interests in controlled corporation[(1)]	8,500	85.00%
	AUX Holdings	Interests in controlled corporation[(2)]	2,000,000	100.00%

Notes:

(1) China Prosper was owned as to 85.00% by Ze Hui, a company wholly owned by Mr. Zheng Jianjiang.

(2) AUX Holdings was wholly owned by China Prosper.

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

Mr. XIN Ning (忻寧), aged 50, is an executive Director and the president of our Company. Mr. Xin has been serving as our president and a Director since October 2024 and was re-designated as an executive Director in January 2025. He is primarily responsible for overseeing the daily business operations and the execution of strategies and operation plans of our Group. Mr. Xin currently holds directorships and managerial positions in various subsidiaries of our Group.

Mr. Xin possesses extensive experience in the air conditioning industry. He initially joined Ningbo Aosheng Trading Co., Ltd. (寧波奧勝貿易有限公司) ("**Ningbo Aosheng**") in February 2011, where he held the roles of the audit department manager and the deputy finance director until September 2017. Subsequently, Mr. Xin served at Sanxing Medical, progressing through positions as the president's assistant from September 2017 to October 2017, the president from October 2017 to November 2018, and an executive director from December 2017 to June 2020. Mr. Xin successively served as the president's assistant, the finance director, the vice president, and the board secretary of Ningbo AUX Electric from January 2019 to October 2022. In October and November of 2022, Mr. Xin was appointed as the president and a director of Ningbo AUX Electric, respectively. Mr. Xin obtained an associate degree in international finance from Ningbo Radio and Television University (寧波廣播電視大學) (currently known as the Open University of Ningbo (寧波開放大學)) in China in July 1997. Mr. Xin graduated with a major in administrative management from China Central Radio and Television University (中央廣播電視大學) (currently known as the Open University of China (國家開放大學)) in China in July 2008. In September 2009, Mr. Xin graduated from the advanced seminar for entrepreneurs of Peking University (北京大學企業家高級研修班).

Mr. Xin as an executive Director has entered into a service contract with the Company for an initial term of three years commencing from September 2, 2025, subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules, until terminated in accordance with the terms and conditions of the service contract. Mr. Xin is entitled to a basic salary of RMB2,414,000 per annum, plus a discretionary bonus, which is determined with reference to his responsibilities, experience, performance and the prevailing market conditions.

As of the Latest Practicable Date, Mr. Xin is not interested in any Shares, underlying Shares, or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

NON-EXECUTIVE DIRECTORS

Mr. ZHENG Jiang (鄭江), aged 60, is a non-executive Director. Mr. Zheng has been serving as a Director since October 2024 and was re-designated as a non-executive Director in January 2025. Mr. Zheng served as a director of Ningbo AUX Electric from June 2003 to June 2013, and has been serving again since July 2015. He is primarily responsible for overseeing Board affairs and giving strategic advice and guidance on the business operations of our Group. Mr. Zheng possesses nearly 30 years of experience in corporate management. He has been an executive director and the chairman of the board of AUX International since May 2015 and July 2020, respectively. He is currently a director and the deputy chairman of AUX Group. He also holds directorships and managerial positions in certain subsidiaries of AUX Group. He had been a director and the deputy chairman of Sanxing Medical since March 2008 until May 2014 when he vacated such offices by rotation. Additionally, Mr. Zheng has held or currently holds directorships in various subsidiaries within our Group and their predecessor entities.

Mr. Zheng is the younger brother of Mr. Zheng Jianjiang, the chairman of the Board, an executive Director and one of our Controlling Shareholders of the Company.

Mr. Zheng as a non-executive Director has entered into a letter of appointment with the Company for an initial term of three years commencing from September 2, 2025, subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules, until terminated in accordance with the terms and conditions of the letter of appointment. Mr. Zheng is not entitled to receive any remuneration according to his letter of appointment.

As at the Latest Practicable Date, Mr. ZHENG Jiang is deemed to have the interest of the Company's associated corporations pursuant to Part XV of the SFO as set out below:

Name	Name of associated corporation	Nature of interest	Number of Shares[(1)]	Approximate percentage of shareholding interest
Mr. ZHENG Jiang	China Prosper	Interests in controlled corporation[(1)]	1,000	10.00%

Note:

(1) China Prosper was owned as to 10.00% by Ze Hong Limited, a company wholly owned by Mr. ZHENG Jiang.

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

Mr. HE Xiwan (何錫萬), aged 69, is a non-executive Director. Mr. He has been serving as a Director since October 2024 and was re-designated as a non-executive Director in January 2025. From June 2003 to September 2014, Mr. He served as the chairman of the board and president of Ningbo Aosheng. Mr. He has also been serving as a director of Ningbo AUX Electric since June 2013. He is primarily responsible for overseeing Board affairs and giving strategic advice and guidance on the business operations of our Group.

Mr. He possesses nearly 30 years of experience in corporate management. Mr. He has been serving as a director, chairman of the board of directors and general manager of Ningbo Sanxing Group Co., Ltd. (寧波三星集團股份有限公司) since January 1996. Since June 2001, Mr. He has held various roles at AUX Group, including director, chairman of the board of directors and president, with his current position as a director. He also holds directorships and managerial positions in certain subsidiaries of AUX Group. Additionally, Mr. He has held or currently holds directorships in various subsidiaries within our Group and their predecessor entities.

Mr. He obtained an associate degree in teaching from Fenghua Normal School (奉化師範學校) in China in June 1985.

Mr. He is the brother-in-law of Mr. Zheng Jianjiang, the chairman of the Board, an executive Director and one of our Controlling Shareholders of the Company.

Mr. He as a non-executive Director has entered into a letter of appointment with the Company for an initial term of three years commencing from September 2, 2025, subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules, until terminated in accordance with the terms and conditions of the letter of appointment. Mr. He is not entitled to receive any remuneration according to his letter of appointment.

As at the Latest Practicable Date, Mr. He Xiwan is deemed to have the interest of the Company's associated corporations pursuant to Part XV of the SFO as set out below:

Name	Name of associated corporation	Nature of interest	Number of Shares[(1)]	Approximate percentage of shareholding interest
Mr. HE Xiwan	China Prosper	Interests in controlled corporation[(1)]	500	5.00%

Note:

(1) China Prosper was owned as to 5.00% by Ze Long limited, a company wholly owned by Mr. He Xiwan.

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

Ms. LI Jian (李健), aged 71, is a non-executive Director. Ms. Li has been serving as a Director since October 2024 and was re-designated as a non-executive Director in January 2025. Ms. Li has also been serving as a director of Ningbo AUX Electric since July 2015. She is primarily responsible for overseeing Board affairs and giving strategic advice and guidance on the business operations of our Group.

From 1982 to March 2002, Ms. Li served as the president assistant of Ningbo Huatong Co., Ltd. (寧波市華通股份有限公司) (currently known as Ningbo Fubang Jingye Group Co., Ltd. (寧波富邦精業集團股份有限公司)), a company specializing in the production and trade of industrial aluminum profiles and aluminum cast rods listed on the Shanghai Stock Exchange (stock code: 600768). From April 2002 to December 2007, Ms. Li served as the vice president of Ningbo Delson Green World Co., Ltd. (寧波啟新綠色世界有限公司). Since January 2008, Ms. Li has been serving as the vice president of AUX Group.

Ms. Li as a non-executive Director has entered into a letter of appointment with the Company for an initial term of three years commencing from September 2, 2025, subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules, until terminated in accordance with the terms and conditions of the letter of appointment. Ms. Li is not entitled to receive any remuneration according to her letter of appointment.

As of the Latest Practicable Date, Ms. Li is not interested in any Shares, underlying Shares, or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. XIANG Wei (項偉), aged 58, has been serving as a Director since October 2024 and was re-designated as an independent non-executive Director in January 2025. Mr. Xiang has also been serving as an independent director of Ningbo AUX Electric since September 2018. He is mainly responsible for providing independent advice and judgment to our Board.

Mr. Xiang's extensive financial management, auditing, and accounting experience spans over 30 years. Prior to serving as a vice manager of Ningbo Shiming Certified Public Accountants Co., Ltd. (寧波世明會計師事務所有限公司) (currently known as Ningbo Shiming Enterprises Consulting Co., Ltd. (寧波世明企業諮詢有限公司)) from January 2003 to December 2005, Mr. Xiang worked at Ningbo Siming Certified Public Accountants (寧波四明會計師事務所) since December 1996. From March 2011 to March 2014, Mr. Xiang served as an independent director of Sanxing Medical. From September 2020 to April 2024, Mr. Xiang served as an independent director of Ningbo Zhongchun High Technology Co., Ltd. (寧波中淳高科股份有限公司). From July 2021 to September 2024, Mr. Xiang served as an independent director of Splash Pool & Spa, Inc. (浙江斯普智能科技股份有限公司).

In addition, Mr. Xiang currently holds directorships and managerial positions at the following companies:

Name of company	**Period of service**	**Positions**
Ningbo Hongtai Certified Public Accountants Co., Ltd. (寧波鴻泰會計師事務所有限公司)	Since October 2004	Manager of audit department, deputy director of accountants, and supervisor
Ningbo Economic and Technological Development Zone Jiabei Trading Co., Ltd. (寧波經濟技術開發區嘉貝貿易有限公司)	Since August 2009	Chief financial officer
Ningbo Zhejin Jiabei Steel Co., Ltd. (寧波浙金嘉貝鋼材有限公司)	Since April 2011	Supervisor
Ningbo Yinzhou Xinhongtai Financial Consulting Co., Ltd. (寧波鄞州新鴻泰財務諮詢有限公司)	Since June 2015	Supervisor
Zhongsheng HuaZheng (Ningbo) Asset Appraisal Co., Ltd. (中盛華正（寧波）資產評估有限公司)	Since May 2019	Certified public valuer and project manager
Zhejiang Jingcheng Jiayue Supply Chain Management Co., Ltd. (浙江景誠嘉躍供應鏈管理有限公司)	Since December 2020	Director

Mr. Xiang obtained a technical secondary school diploma in business management from Ningbo Mechanical Industry School (寧波機械工業學校) (later merged into Zhejiang Wanli University (浙江萬里學院)) in China in February 1987. Mr. Xiang obtained an associate degree in industrial management engineering from Zhejiang Institute of Technology (浙江工學院) (currently known as Zhejiang University of Technology (浙江工業大學)) in China in April 1990.

Mr. Xiang is a holder of the certificate of Certified Public Accountant (中國註冊會計師證書) granted by the Ministry of Finance of the PRC (中華人民共和國財政部) and the certificate of Certified Public Valuer (註冊資產評估師證書) granted by the China Assets Appraisal Association (中國資產評估協會).

Mr. Xiang as an independent non-executive Director has entered into a letter of appointment with the Company for an initial term of three years commencing from September 2, 2025, subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules, until terminated in accordance with the terms and conditions of the letter of appointment. According to the letter of appointment signed with the Company, Mr. Xiang is entitled to a Director's fee in the sum of RMB100,000 per annum, which is determined with reference to his skills, knowledge and experience as well as his duties and responsibilities to the Company.

As of the Latest Practicable Date, Mr. Xiang is not interested in any Shares, underlying Shares, or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Dr. JING Xian (荊嫻), aged 63, has been serving as a Director since October 2024 and was re-designated as an independent non-executive Director in January 2025. Dr. Jing has also been serving as an independent director of Ningbo AUX Electric since September 2018. She is mainly responsible for providing independent advice and judgment to our Board.

From August 1985 to March 1989, Dr. Jing served as a staff member (科員) of Shenyang Finance Bureau (瀋陽市財政局). From April 1989 to September 1993, Dr. Jing served as a deputy principal staff member (副主任科員) of the Foreign Economic and Trade Commission of Shenyang Municipality (瀋陽市對外經濟貿易委員會). From December 1994 to August 2002, Dr. Jing successively served as the section chief (正科級幹部) and assistant researcher fellow (助理研究員) of the Bureau of Foreign Trade and Economic Cooperation of Shenyang Municipality (瀋陽市對外貿易經濟合作局). From January 2003 to January 2023, Dr. Jing successively served as a lecture, a deputy professor and a professor at the business school of NingboTech University (浙江大學寧波理工學院商學院).

Dr. Jing has served or is serving as independent directors of several public companies, where she provided valued independent advice, including: (i) Ningbo Gaofa Automobile Control System Co., Ltd. (寧波高發汽車控制系統股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 603788), from April 2016 to May 2020; (ii) Ningbo Xianfeng New Materials Co., Ltd. (寧波先鋒新材料股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300163), from February 2017 to March 2023; and (iii) Junhe Pumps Holding Co., Ltd. (君禾泵業股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 603617), since November 2023. Since February 2023, Dr. Jing has been serving as a supervisor of Zhejiang Originalstars Film Industry Development Co., Ltd. (浙江一合星航影業發展有限公司).

Dr. Jing obtained a bachelor's degree in economics from Dongbei University of Finance and Economics (東北財經大學) in China in July 1985. She obtained a master's degree in management from Northeastern University (東北大學) in China in September 1999 and a master's degree in business administration from Roosevelt University in the United States in November 2002. Dr. Jing obtained a doctor's degree in management science and engineering from Donghua University (東華大學) in China in December 2011.

Dr. Jing is a senior accountant (高級會計師) and an non-executive member of the Society of Certified Accountants of the PRC (中國註冊會計師協會非執行會員).

Dr. Jing as an independent non-executive Director has entered into a letter of appointment with the Company for an initial term of three years commencing from September 2, 2025, subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules, until terminated in accordance with the terms and conditions of the letter of appointment. According to the letter of appointment signed with the Company, Dr. Jing is entitled to a Director's fee in the sum of RMB100,000 per annum, which is determined with reference to her skills, knowledge and experience as well as her duties and responsibilities to the Company.

As of the Latest Practicable Date, Dr. Jing is not interested in any Shares, underlying Shares, or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

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

The biographical details, as at the Latest Practicable Date, of Ms. TANG Mei Shan is set out below:

Ms. TANG Mei Shan (鄧美珊), aged 64, Ms. Tang currently serves as an Independent Non-executive Director of Shenzhen Longsys Electronics Co., Ltd. (SZSE: 301308) since January 2025.

Ms. Tang holds a Postgraduate Diploma in Laws and Bachelor of Laws from the University of London, United Kingdom. She also earned a Master of Arts in International Accounting from the City University of Hong Kong.

She is a Fellow Member of the Association of Chartered Certified Accountants (ACCA), a Fellow Member of the Hong Kong Institute of Certified Public Accountants (HKICPA), and a Fellow Member of The Chartered Governance Institute in both Hong Kong and the United Kingdom. Furthermore, she holds an Independent Director Pre-appointment Training Certificate issued by the Shenzhen Stock Exchange.

Ms. Tang has extensive experience in finance, taxation, compliance, and corporate restructuring. She served as a Tax Manager at PricewaterhouseCoopers, providing comprehensive tax advisory, compliance, and due diligence services for multinational corporations. Subsequently, Ms. Tang spent over 30 years with the CITIC Limited group. Until her retirement on June 30, 2025, her last position was Assistant Director – Tax of CITIC Pacific Limited.

Subject to Ms. Tang being elected as an independent non-executive Director by the Shareholders at the Annual General Meeting, Ms. Tang 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 her by giving not less than three months' written notice expiring at the end of the initial term of her appointment or any time thereafter to the Company, or by the Company by giving not less than three months' written notice expiring at the first anniversary of the initial term of her appointment or any time thereafter to her. Ms. Tang is entitled to receive annual remuneration of RMB100,000 per annum during the term of her appointment as an independent non-executive Director pursuant to the letter of appointment entered into by her with the Company.

As at the Latest Practicable Date, Ms. Tang was not interested or deemed to be interested in any Shares, underlying Shares, or debentures of the Company or its associated corporation pursuant to Part XV of the SFO.

Save as disclosed herein, there is no other information relating to the proposed election of a director that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

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 1,588,235,200 Shares of nominal value of US$0.000005 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 158,823,520 Shares, which represent 10 per cent of the number of issued Shares (excluding treasury shares, if any) as at the date of passing the relevant resolutions, during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the Articles of Association or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

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

SOURCE OF FUNDS

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

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

REASONS FOR REPURCHASES

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

FUNDING OF REPURCHASES

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

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

GENERAL

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

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

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

As at the Latest Practicable Date, according to the register kept by the Company pursuant to Section 336 of the SFO, Mr. Zheng Jianjiang, being the chairman of the Board, an executive Director and one of our Controlling Shareholders of the Company is interested in 1,300,921,250 Shares representing approximately 81.91% of the issued share capital of the Company by virtue of the SFO.

In the event that the Repurchase Mandate is exercised in full, the interest of Mr. Zheng Jianjiang will increase to approximately 91.01%. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code but would reduce the number of Shares held by the public to less than 15%.

In respect of the public float, the Directors will not repurchase the Shares on the Stock Exchange if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 15%, being the relevant minimum prescribed percentage for the Company as required by 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 the period from September 2, 2025 (the date on which the Shares were listed on the Stock Exchange) to (and including) the Latest Practicable Date:

Month	**Highest**	**Lowest**
	HK$	*HK$*
2025		
September (from September 2, 2025)	16.79	14.15
October	16.70	13.03
November	16.62	14.71
December	16.36	13.06
2026		
January	13.79	13.00
February	13.67	11.68
March	11.93	9.02
April (up to the Latest Practicable Date)	10.08	9.25

AUX ELECTRIC CO., LTD.
奥克斯电气有限公司
(Incorporated under the laws of the Cayman Islands with limited liability)
(Stock Code: 2580)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (the "**AGM**") of Aux Electric Co., Ltd. (the "**Company**") will be held at No.1166 Mingguang North Road, Jiangshan Town, Yinzhou District, Ningbo, Zhejiang Province, PRC on Friday, June 5, 2026 at 2:00 p.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 December 31, 2025.

2. (a) To re-elect Mr. ZHENG Jianjiang as an executive Director;

   (b) To re-elect Mr. XIN Ning as an executive Director;

   (c) To re-elect Mr. ZHENG Jiang as a non-executive Director;

   (d) To re-elect Mr. HE Xiwan as a non-executive Director;

   (e) To re-elect Ms. LI Jian as a non-executive Director;

   (f) To re-elect Mr. XIANG Wei as an independent non-executive Director;

   (g) To re-elect Dr. JING Xian as an independent non-executive Director;

   (h) To authorise the board of Directors (the "**Board**") to fix their remuneration.

3 To elect Ms. TANG Mei Shan as an independent non-executive Director of the Company and authorise the Board to fix her remuneration.

4. To re-appoint Ernst & Young as the auditors of the Company and authorise the Board to fix their remuneration.

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

(A) "**THAT**:

(i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with (including any sale or transfer of treasury shares out of treasury) additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;

(iii) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the share option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20 per cent of the aggregate number of shares of the Company in issue (excluding treasury shares, if any) as at the date of passing this resolution and the said approval shall be limited accordingly;

(iv) for the purpose of this resolution:

(a) "Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(1) the conclusion of the next annual general meeting of the Company;

(2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and

(3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(b) "Rights Issue" means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the capital of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company)."

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

(B) "**THAT**:

(i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the shares of the Company (the "**Shares**") may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange and, if permitted under the Listing Rules, to determine whether such repurchased Shares shall be held as treasury shares by the Company or cancelled, subject to and in accordance with all applicable laws and the requirements of the Listing Rules on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to purchase its Shares at a price determined by the Directors;

(iii) the aggregate number of Shares of the Company which are authorised to be purchased by the Directors pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the aggregate number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing this resolution, and the said approval shall be limited accordingly;

(iv) subject to the passing of each of the paragraphs (i) to (iii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) to (iii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(v) for the purpose of this resolution:

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

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and

(c) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting."

(C) "**THAT** conditional upon the resolutions numbered 5(A) and 5(B) set out in the notice convening this meeting being passed, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with (including any sale or transfer of treasury shares out of treasury) additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 5(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 5(B) set out in the notice convening this meeting, provided that such amount shall not exceed 10 per cent of the number of shares of the Company in issue (excluding treasury shares, if any) at the date of passing of the ordinary resolution numbered 5(B)."

6. To declare a final dividend of RMB1.06 per share for the year ended December 31, 2025.

By Order of the Board
Aux Electric Co., Ltd.
ZHENG Jianjiang
Chairman of the Board and Executive Director

Hong Kong, April 29, 2026

As at the date of this notice, the executive Directors are Mr. Zheng Jianjiang and Mr. Xin Ning, the non-executive Directors are Mr. Zheng Jiang, Mr. He Xiwan and Ms. Li Jian, and the independent non-executive Directors are Mr. Xiang Wei, Dr. Jing Xian and Mr. Tao Shengwen.

Notes:

(i) All resolutions at the meeting will be taken by poll (except where the chairman of the AGM decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

(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 2:00 p.m. on Wednesday, June 3, 2026 (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, June 2, 2026 to Friday, June 5, 2026, both days inclusive, during which period no share transfers can be registered. The record date for determining the entitlement of the shareholders to attend and vote at the AGM will be Friday, June 5, 2026. 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 4:30 p.m. on Monday, June 1, 2026.

(viii) For determining the shareholders' entitlement to the proposed final dividend, the transfer books and register of members will be closed from Monday, August 17, 2026 to Tuesday, August 18, 2026, both days inclusive, during which period no share transfers can be registered. In order to qualify for the proposed final dividend, 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 4:30 p.m. on Friday, August 14, 2026.

(ix) Details of the Directors candidates proposed to be re-elected or elected under ordinary resolutions numbered 2(a) to 2(g) and (3)) above are set out in Appendix I to the accompanying circular dated April 29, 2026.

(x) In respect of the ordinary resolution numbered 5(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.

(xi) In respect of ordinary resolution numbered 5(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 April 29, 2026.