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## **AUTO ITALIA HOLDINGS LIMITED**

**意達利控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 720)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of AUTO ITALIA HOLDINGS LIMITED (the “**Company**”) will be held at Function Room 4, 11/F, L’hotel Nina et Convention Centre, 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong on Thursday, May 30, 2013 at 3:30 p.m. or any adjournment thereof, for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions:

1. To receive and consider the audited consolidated accounts and the reports of directors and auditors of the Company for the year ended December 31, 2012.
2. (A) To re-elect Mr. Ying Kwan CHEUNG as a director of the Company (“**Director(s)**”).  
  
(B) To re-elect Mr. Peter Pi Tak YIN as a Director.  
  
(C) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-elect Mr. Boon Seng TAN as a Director who has served the Company as an independent non-executive Director for more than nine (9) years and to authorise the Board to fix his remuneration.
4. To authorise the Board to appoint auditors of the Company and to fix their remuneration.

5. As special business, to consider and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions:–

(A) **“THAT**

- (a) subject to paragraph (b) of this resolution, the Directors be and are hereby generally and unconditionally authorised to exercise during the Relevant Period (as that term is defined below) all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements, and options (including warrants, bonds and debentures, notes and any securities which carry rights to subscribe for or are convertible into ordinary shares of the Company) which would or might require the exercise of any of such powers during or after the end of the Relevant Period;
- (b) the aggregate nominal amount of the shares allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, other than pursuant to (i) a Rights Issue (as that term is defined below); or (ii) an issue of ordinary shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into ordinary shares of the Company; or (iii) an issue of ordinary shares of the Company by way of script dividend pursuant to the bye-laws of the Company from time to time; or (iv) the exercise of any option granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or its subsidiaries, of options to subscribe for, or rights to acquire, shares of the Company, shall not in total exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution;
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting; or
  - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, or any applicable laws, to be held; and

- (d) for the purpose of this resolution, “Rights Issue” means an offer of shares for subscription open for a fixed period by the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then 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 any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

(B) **“THAT**

- (a) subject to paragraph (b) of this resolution, the Directors be and are hereby generally and unconditionally authorised to exercise during the Relevant Period (as that term is defined below) all the powers of the Company to purchase its shares in the share capital of the Company, subject to and in accordance with the applicable laws and regulations of Bermuda, the bye-laws of the Company and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time;
- (b) the aggregate nominal amount of the shares which may be purchased pursuant to the approval in paragraph (a) above shall not in total exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting; or
  - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, or any applicable laws, to be held.”

- (C) “**THAT** conditional upon the resolutions number 5(A) and 5(B) contained in the notice convening this meeting being approved, the aggregate nominal amount of the shares in the capital of the Company which are to be repurchased by the Company pursuant to and in accordance with the resolution number 5(B) shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution number 5(A).”

By order of the Board  
**AUTO ITALIA HOLDINGS LIMITED**  
**Tik Tung WONG**  
*Company Secretary*

Hong Kong, April 23, 2013

*Registered office:*  
Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Principal office in Hong Kong:*  
Room 901, Island Place Tower  
510 King's Road  
North Point, Hong Kong

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the meeting may appoint another person as his proxy to attend and vote in his stead. A proxy need not be a shareholder of the Company but must attend the meeting in person to represent him. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share of the Company as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the Company's share registrar and transfer office in Hong Kong, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be).
4. Completion and return of the form of proxy will not preclude shareholders from attending the meeting and voting in person if you so wish. In the event that you attend the meeting after having lodged the proxy form, it will be deemed to have been revoked.
5. Pursuant to Rule 13.39(4) of the Listing Rules, the resolutions set out in this notice will be decided by poll at the meeting.
6. The Chinese version of this notice is for reference only. Should there be any discrepancies, the English version shall prevail.

*At the date of this notice, the Board comprises of Dr. Richard Man Fai LEE (Executive Chairman and Chief Executive Officer), Mr. Jeff Man Bun LEE, Mr. Tik Tung WONG and Mr. William Keith JACOBSEN, all of whom are Executive Directors, Mr. Boon Seng TAN, Mr. Ying Kwan CHEUNG, Mr. Peter Pi Tak YIN and Dr. Antonio Maria SANTOS, all of whom are Independent Non-executive Directors.*

*\* for identification purposes only*