



# AUTO ITALIA HOLDINGS LIMITED

## 意達利控股有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 720)

### Form of proxy for use at the Annual General Meeting to be held on Thursday, May 30, 2013 at 3:30 p.m. or any adjournment thereof

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being holder(s) of \_\_\_\_\_<sup>2</sup>  
shares of HK\$0.02 each in the share capital of AUTO ITALIA HOLDINGS LIMITED (the "Company"), HEREBY APPOINT the Chairman of the meeting<sup>3</sup>  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to act for me/us at the Annual General Meeting of the Company, to 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, to vote for me/us and in my/our name(s) in respect of the resolutions set out in the notice convening the said meeting as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To receive and consider the audited consolidated accounts and the reports of the 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.	(A) THAT a general and unconditional mandate be granted to the Directors to exercise all the power to allot, issue and otherwise deal with the new shares in the Company not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the relevant resolution. (B) THAT a general and unconditional mandate be granted to the Directors to repurchase securities of the Company on The Stock Exchange of Hong Kong Limited of up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the relevant resolution. (C) THAT subject to the passing of resolutions number 5(A) and 5(B), the aggregate nominal amount of the shares to be allotted, issued and otherwise dealt with by the Directors pursuant to resolution number 5(A) be increased by the aggregate nominal amount of the share capital of the Company which are to be repurchased by the Company pursuant to the authority granted to the Directors under resolution number 5(B).		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2013. Signature(s)<sup>5</sup> \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all those shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED "FOR" THE RELEVANT RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST" THE RELEVANT RESOLUTION.** Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
5. This 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 under its common seal or under the hand of an officer or attorney duly authorised.
6. In order to be valid, this form of proxy duly completed and signed in accordance with the instructions printed hereon 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 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).
7. 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 as if he were solely entitled thereto; but if more than one of such joint holders are 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 shares shall alone be entitled to vote in respect thereof.
8. A shareholder of the Company entitled to attend and vote at the meeting may appoint another person as his proxy and vote in his stead. The proxy need not be a shareholder of the Company but must attend the meeting in person to represent you. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion.
9. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meeting or upon the poll concerned if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

\* for identification purposes only