



# 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 Special General Meeting to be held on Wednesday, 11 December 2013 at 11:30 a.m. (or any adjournment thereof)

I/We <sup>(Note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ shares <sup>(Note 2)</sup> of HK\$0.02 each in the share capital of Auto Italia Holdings Limited ("Company"), HEREBY APPOINT(S) THE CHAIRMAN OF THE MEETING ("Chairman") <sup>(Note 3)</sup> or \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to attend the special general meeting ("Meeting") (and at any adjournment thereof) of the Company to be held at 3/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Wednesday, 11 December 2013 at 11:30 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting ("Notice") and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

Please indicate with a "✓" in the boxes provided how you wish the proxy to vote on your behalf <sup>(Note 4)</sup>.

	ORDINARY RESOLUTIONS <sup>(Note 5)</sup>	FOR	AGAINST
1.	To approve, confirm and ratify the Disposal Agreement and the transactions contemplated thereunder.		
2.	(a) To re-elect Mr. Benny Tin Lung CHONG as an executive Director;		
	(b) to re-elect Mr. Chi Yan LAM as an executive Director;		
	(c) to re-elect Mr. Frankie To Yeung KONG as an independent non-executive Director; and		
	(d) to authorise the Board to fix the remuneration of the Directors.		

Dated this \_\_\_\_\_ day \_\_\_\_\_ of 2013.

Signature <sup>(Note 6)</sup>: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number of shares is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is desired, please delete the words "the Chairman of the meeting or" and insert the full name and address of the proxy desired in the space provided. A proxy needs not be a member of the Company, but one must attend the meeting in person to represent you. **IF NO NAME IS INSERTED, THE CHAIRMAN WILL ACT AS PROXY.** Completion and return of this form of proxy will not preclude you from attending and voting at the meeting. In that event, this form of proxy will be deemed to have been revoked.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST".** Failure to complete any or all boxes will entitle your proxy to cast your votes or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
- Full text of the resolutions appear in the notice of special general meeting of the Company dated 22 November 2013.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation must be either executed under its common seal or under the hand of an officer or attorney duly authorised.
- If you are the holder of two (2) or more shares entitled to attend and vote at the meeting, you are entitled to appoint more than one (1) proxy to attend and vote on your behalf. If more than one (1) proxy are appointed, the appointment shall specify the number and class of shares in respect of each such proxy.
- In the case of joint holders of a share, any one of such joint holders may vote at the meeting either in person or by proxy in respect of such share, but if more than one of such joint holders are present at the meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the other joint holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holders.
- To be valid, this form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be deposited with 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 for holding the meeting or any adjournment thereof.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE SHAREHOLDER WHO SIGNS IT.**

\* For identification purposes only