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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 SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (“**SGM**”) of AUTO ITALIA HOLDINGS LIMITED (the “**Company**”) will be held at 3/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong at 11:30 a.m. on Wednesday, 11 December 2013, for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

#### **ORDINARY RESOLUTIONS**

1. “**THAT**

- (a) the sale and purchase agreement dated 23 October 2013 (the “**Disposal Agreement**”) entered into between Victor Glory Holdings Limited as purchaser and Auto Italia Holdings Limited (the “**Company**”) as vendor in relation to the disposal of the entire issued share capital of Wo Kee Hong (B.V.I.) Limited by the Company, a copy of which has been produced to this meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company (the “**Director(s)**”) be and are hereby authorised to do all other acts and things and execute all documents which they consider necessary or expedient for the implementation of and giving effect to 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 of Directors to fix the remuneration of the Directors.

By Order of the Board  
**AUTO ITALIA HOLDINGS LIMITED**  
**Mr. Tik Tung WONG**  
*Company Secretary*

Hong Kong, 22 November 2013

*Registered office:*

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Principal office in Hong Kong:*

Unit C, 1/F  
2 Yuen Shun Circuit  
Shatin, New Territories  
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.

*As at the date of this notice, the Board comprises Mr. Benny Tin Lung CHONG (Executive Chairman and Chief Executive Officer), Mr. Tik Tung WONG, Mr. William Keith JACOBSEN and Mr. Chi Yan LAM, all of whom are executive Directors; and Mr. Boon Seng TAN, Dr. Antonio Maria SANTOS and Mr. Frankie To Yeung KONG, all of whom are independent non-executive Directors.*

\* *For identification purposes only*