

TO BE VALID, THE WHOLE OF THIS DOCUMENT MUST BE RETURNED

本文件必須整份交回方為有效

Application Form No.
申請表格編號

IMPORTANT
重要提示

THIS APPLICATION FORM (THE "APPLICATION FORM") IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON MONDAY, 1 SEPTEMBER 2014.

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS APPLICATION FORM, YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER LICENSED SECURITIES DEALER, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

REFERENCE IS MADE TO THE PROSPECTUS (THE "PROSPECTUS") OF AUTO ITALIA HOLDINGS LIMITED (THE "COMPANY") DATED 18 AUGUST 2014 IN RELATION TO THE OPEN OFFER. TERMS USED HEREIN SHALL HAVE THE SAME MEANINGS AS DEFINED IN THE PROSPECTUS UNLESS THE CONTEXT OTHERWISE REQUIRES.

DEALINGS IN THE SHARES OF THE COMPANY MAY BE SETTLED THROUGH CCASS AND YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER LICENSED SECURITIES DEALER, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER FOR DETAILS OF THESE SETTLEMENT ARRANGEMENTS AND HOW SUCH ARRANGEMENTS MAY AFFECT YOUR RIGHTS AND INTERESTS.

A COPY OF EACH OF THE PROSPECTUS DOCUMENT, TOGETHER WITH THE DOCUMENTS MENTIONED IN THE PARAGRAPH HEADED "DOCUMENTS REGISTERED BY THE REGISTRAR OF COMPANIES" IN APPENDIX III TO THE PROSPECTUS HAVE BEEN REGISTERED WITH THE REGISTRAR OF COMPANIES IN HONG KONG PURSUANT TO SECTION 342C OF THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE.

HONG KONG EXCHANGES AND CLEARING LIMITED, THE STOCK EXCHANGE AND HKSCC TAKE NO RESPONSIBILITY FOR THE CONTENTS OF THIS APPLICATION FORM, MAKE NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS AND EXPRESSLY DISCLAIM ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWSOEVER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS APPLICATION FORM.

SUBJECT TO THE GRANTING OF LISTING OF, AND PERMISSION TO DEAL IN, THE OFFER SHARES ON THE STOCK EXCHANGE AND COMPLIANCE WITH THE STOCK ADMISSION REQUIREMENTS OF HKSCC, THE OFFER SHARES WILL BE ACCEPTED AS ELIGIBLE SECURITIES BY HKSCC FOR DEPOSIT, CLEARANCE AND SETTLEMENT IN CCASS WITH EFFECT FROM THE COMMENCEMENT DATE OF DEALINGS IN THE OFFER SHARES ON THE STOCK EXCHANGE OR SUCH OTHER DATE AS MAY BE DETERMINED BY HKSCC.

FOR DETAILS OF THOSE SETTLEMENT ARRANGEMENTS AND HOW SUCH ARRANGEMENTS MAY AFFECT YOUR RIGHTS AND INTERESTS, PLEASE REFER TO THE PROSPECTUS AND THE ARRANGEMENTS AND HOW SUCH ARRANGEMENTS MAY AFFECT YOUR RIGHTS AND INTERESTS.

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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)
(於百慕達註冊成立之有限公司)
(股份代號: 720)

OPEN OFFER OF 1,729,726,130 OFFER SHARES
AT HK\$0.065 PER OFFER SHARE
ON THE BASIS OF ONE (1) OFFER SHARE
FOR EVERY TWO (2) EXISTING SHARES HELD ON THE RECORD DATE

以每股發售股份0.065港元公開發售1,729,726,130股發售股份
基準為於記錄日期每持有二(2)股現有股份獲發一(1)股發售股份

BY NOT LATER THAN 4:00 P.M. ON MONDAY,
1 SEPTEMBER 2014

不遲於二零一四年九月一日(星期一)下午四時正

APPLICATION FORM
申請表格

Head office and principal place of business in Hong Kong:

Unit C, 1st Floor
Yuen Shun Circuit
Shatin
New Territories
Hong Kong

香港總辦事處及主要營業地點:
香港新界
沙田
源順圍
1樓C室

Registered office:

Canon's Court 22
Victoria Street
Hamilton HM12
Bermuda

Branch Share Registrar in Hong Kong:

Tricor Standard Limited
Level 22
Hopewell Centre
183 Queen's Road East
Hong Kong

香港股份過戶登記分處:

卓佳標準有限公司
香港
皇后大道東183號
合和中心22樓

Name(s) and address of Qualifying Shareholder(s) 合資格股東姓名及地址

Form for Box A: Name(s) and address of Qualifying Shareholder(s)

Number of Shares registered in your name on Friday, 15 August 2014
於二零一四年八月十五日(星期五) 閣下名義登記之股份數目

Box A

甲欄

Form for Box A: Number of Shares registered in your name on Friday, 15 August 2014

Number of Offer Shares offered to you subject to payment in full on acceptance by not later than 4:00 p.m., on Monday, 1 September 2014
提呈發售予 閣下發售股份數目, 股款須於二零一四年九月一日(星期一)下午四時正前於接納時繳足

Box B

乙欄

Form for Box B: Number of Offer Shares offered to you subject to payment in full on acceptance by not later than 4:00 p.m., on Monday, 1 September 2014

Total subscription monies payable by the applicant
申請人應繳認購股款總額

Box C

丙欄

Form for Box C: Total subscription monies payable by the applicant

Application can only be made by the registered Qualifying Shareholder(s) named above. Please enter in Box D the number of Offer Shares applied for and the amount of remittance enclosed (calculated as number of Offer Shares applied for multiplied by HK\$0.065)

認購申請僅可由上述已登記之合資格股東作出。請於丁欄填妥所申請認購之發售股份數目及隨附之股款金額(以申請認購之發售股份數目乘以0.065港元計算)

Number of Offer Shares applied for
申請認購之發售股份數目

Box D

丁欄

Form for Box D: Number of Offer Shares applied for

Remittance enclosed
隨附股款
HK\$
港元

You are entitled to apply for any number of Offer Shares which is equal to or less than your assured entitlement shown in Box B above by filling in this Application Form. Subject to as mentioned in the Prospectus, such allotment is made to the Shareholders whose names were on the register of members of the Company and who were Qualifying Shareholders on the basis of one Offer Share for every two existing Shares held on Friday, 15 August 2014.

If you wish to apply for such number of Offer Shares which is more than your assured entitlement shown in Box B above, i.e. the excess Offer Shares, you should also fill in the separate Excess Application Form, and lodge it with a separate remittance for full amount payable in respect of the excess Offer Shares.

If you wish to apply for any Offer Shares and/or excess Offer Shares, you should complete and sign this Application Form and/or the Excess Application Form, and lodge the form(s) together with the appropriate remittance for the full amount payable in respect of the Offer Shares and/or the excess Offer Shares applied for with the Company's branch share registrar, Tricor Standard Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. All remittance(s) for application of Offer Shares must be in Hong Kong dollars and made payable to "AUTO ITALIA HOLDINGS LIMITED - OPEN OFFER ACCOUNT" for Offer Shares under assured entitlement and/or made payable to "AUTO ITALIA HOLDINGS LIMITED - EXCESS APPLICATION ACCOUNT" for excess Offer Shares and crossed "ACCOUNT PAYEE ONLY" and comply with the procedures set out overleaf. No application(s) of Offer Share and/or excess Offer Shares can be made by any person who were Non-qualifying Shareholders.

All dates or deadlines specified in this Application Form refer to Hong Kong local time.

閣下有權透過填寫本申請表格申請認購相等於或少於上文乙欄所列 閣下保證配額之發售股份數目。在章程所述者規限下, 上述配額乃向名列於本公司股東名冊並作為合資格股東作出, 基準為按於二零一四年八月十五日(星期五)所持每兩股現有股份獲發一股發售股份。

倘 閣下申請認購之發售股份數目多於上文乙欄所列 閣下保證配額之發售股份數目(即超額發售股份), 則 閣下須另行填寫超額申請表格, 並連同超額發售股份涉及之全數應繳款項之個別股款一併交回。

倘 閣下申請認購發售股份及/或超額發售股份, 請填妥及簽署本申請表格及/或超額申請表格, 並將表格連同申請認購發售股份及/或超額發售股份涉及之全數應繳款項之足額股款, 送達本公司之股份過戶登記處卓佳標準有限公司, 地址為香港皇后大道東183號合和中心22樓。所有申請認購發售股份之股款必須為港元款項, 並須註明抬頭人為「AUTO ITALIA HOLDINGS LIMITED - OPEN OFFER ACCOUNT」認購保證配額下之發售股份及/或以「AUTO ITALIA HOLDINGS LIMITED - EXCESS APPLICATION ACCOUNT」為抬頭人認購超額發售股份以及以「只准入抬頭人賬戶」方式劃線獨立開出, 以及須符合背頁所載手續。不合資格股東之人士不得申請認購發售股份及/或超額發售股份。

本申請表格所列之所有日期或截止時限均指香港本地時間。

\* for identification purpose only 僅供識別

**AUTO ITALIA HOLDINGS LIMITED****意達利控股有限公司\****(Incorporated in Bermuda with limited liability)***(Stock Code: 720)***(於百慕達註冊成立之有限公司)***(股份代號: 720)**To: **Auto Italia Holdings Limited**致: **意達利控股有限公司\***

Dear Sirs,

I/We, being the Qualifying Shareholder(s) of the Shares stated overleaf, enclose a remittance\*\* for the amount payable in full on application for the number of Offer Shares at a price of HK\$0.065 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We accept that number of Offer Shares on the terms and conditions of the Prospectus dated 18 August 2014 and subject to the memorandum of association and bye-laws of the Company and I/we hereby undertake and agree to apply for the same or any lesser number of such Offer Shares in respect of which this application may be made. I/We authorise the Company to place my/our name(s) on the register of members as the holder(s) of such Offer Shares or any lesser number of Offer Shares as aforesaid and to send share certificate(s) in respect thereof by ordinary post at my/our risk to the address specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby.

敬啟者:

本人/吾等為背頁所示股份之合資格股東，現申請認購乙欄(或倘已填妥丁欄，則丁欄)指定之發售股份數目，並附上按每股發售股份0.065港元之價格計算須於申請時繳足之全數股款\*\*。本人/吾等謹此依照日期為二零一四年八月十八日之章程所載之條款及條件，以及貴公司之組織章程大綱及公司細則，接納有關數目之發售股份，而本人/吾等謹此承諾並同意接納相等於或少於與本申請有關之發售股份數目。本人/吾等謹此授權貴公司將本人/吾等之姓名列入貴公司之股東名冊，作為有關數目或數目較少之發售股份之持有人，並請貴公司將有關股票按背頁地址以普通郵遞方式寄予本人/吾等，郵誤風險概由本人/吾等承擔。本人/吾等已詳閱背頁所載各項條件及申請手續，並同意全部遵守。

Please insert contact telephone number  
請填上聯絡電話號碼

Signature(s) of qualifying shareholder(s)

(all joint shareholder(s) must sign)

合資格股東簽署(所有聯名股東均須簽署)

(1) \_\_\_\_\_ (2) \_\_\_\_\_ (3) \_\_\_\_\_ (4) \_\_\_\_\_

Date: \_\_\_\_\_ 2014

日期: 二零一四年 \_\_\_\_\_ 月 \_\_\_\_\_ 日

Details to be filled in by qualifying shareholder(s):

請合資格股東填妥以下詳情:

Number of Offer Shares applied for (being the total specified in Box D, or failing which, the total specified in Box B) 申請認購發售股份數目 (丁欄或(如未有填妥)乙欄所列明之發售股份總數)	Total amount of remittance (being the total specified in Box D, or failing which, the total specified in Box C) 股款總額 (丁欄或(如未有填妥)丙欄所列明之股款總額)	Name of bank on which cheque/banker's cashier order is drawn 支票/銀行本票之付款銀行名稱	Cheque/banker's cashier order number 支票/銀行本票號碼
	HK\$ 港元		

\*\* Cheque or banker's cashier order should be crossed "**ACCOUNT PAYEE ONLY**" and made payable to "**AUTO ITALIA HOLDINGS LIMITED – OPEN OFFER ACCOUNT**" (see the section headed "Procedures for Application" on the reverse side of this form).\*\* 支票或銀行本票須以「只准入抬頭人賬戶」方式並以「**AUTO ITALIA HOLDINGS LIMITED – OPEN OFFER ACCOUNT**」為抬頭人劃線開出(詳情請參閱本表格背頁「申請手續」一節)。

Valid application for a number of Offer Shares which is less than or equal to an applicant's assured entitlement will be accepted in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes above, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares. No receipt will be given for the remittance.

假設公開發售之條件獲達成，認購發售股份數目少於或相等於申請人保證配額股份數目之有效申請將獲全數接納。倘上欄內並無填上數目，則閣下將被視作申請認購已收款項所代表之發售股份數目。倘股款少於認購上欄所填數目之發售股份所需股款，則閣下將被視作申請認購已收到款項所代表之發售股份數目。申請將被視作為申請認購完整之發售股份數目而作出。該等股款不會獲發收據。

\* for identification purpose only 僅供識別



**AUTO ITALIA HOLDINGS LIMITED**  
**意達利控股有限公司\***  
(Incorporated in Bermuda with limited liability)  
(Stock Code: 720)

#### CONDITIONS

1. No Non-Qualifying Shareholder is permitted to apply for any Offer Shares and/or excess Offer Shares.
2. No receipt will be issued for sums received on application(s) but it is expected that share certificate(s) for any Offer Shares and/or excess Offer Shares in respect of which the application(s) is/are accepted in full or in part will be sent to the allottee(s) or, in the case of joint allottees, to the first named allottee by ordinary post, at his/her/their own risk, at the address(es) stated on the form(s).
3. Completion of this Application Form and/or the Excess Application Form will constitute an instruction and authority by the applicant(s) to the Company and/or Tricor Standard Limited or some person nominated by them for the purpose, on behalf of the subscriber(s), to execute any registration of this Application Form and/or the Excess Application Form or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in the name of the subscriber(s) of the Offer Shares and/or excess Offer Shares applied for or any lesser number in accordance with the arrangements described in the Prospectus.
4. The subscribers of the Offer Shares and/or the excess Offer Shares undertake to sign all documents and to do all other acts necessary to enable them to be registered as the holders of the Offer Shares and/or the excess Offer Shares which they have applied for subject to the memorandum of association and bye-laws of the Company.
5. Remittance(s) will be presented for payment upon receipt by the Company and all interest earned (if any) will be retained for the benefit of the Company. Application(s) in respect of which cheques are dishonoured upon first presentation are liable to be rejected.
6. Your right to apply for the Offer Shares and/or the excess Offer Shares is not transferable or renounceable.
7. The Company reserves the right to accept or refuse any application(s) for the Offer Shares and/or the excess Offer Shares which does/do not comply with the procedures set out herein and/ or in the Excess Application Form(s). Completion and return of this Application Form by any person outside Hong Kong will constitute a warranty and representation to the Company, by such person, that all registration, legal and regulatory requirements of the relevant jurisdiction, in connection with such acceptance have been duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, any of the above warranty and representation.
8. The Open Offer is conditional upon the Underwriting Agreement having become unconditional (see the section headed "Conditions of the Open Offer" as set out in the Prospectus).

#### PROCEDURES FOR APPLICATION

You may apply for such number of Offer Shares which is equal to or less than your assured allotment set out in Box B by filling in this Application Form.

To apply for such number of Offer Shares which is less than your assured allotment, enter in Box D of this Application Form the number of Offer Shares for which you wish to apply for and the total amount payable (calculated as number of Offer Shares applied for multiplied by HK\$0.065). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for such lesser number of Offer Shares for which full payment has been received.

If you wish to apply for the exact number of Offer Shares set out in Box B of this Application Form, this number should be inserted in Box D of this Application Form. If no number is inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received.

If you wish to apply for any number of Offer Shares which is more than your assured allotment set out in Box B of this Application Form, i.e. the excess Offer Shares, you should use the separate Excess Application Form and enter in the appropriate space provided in the Excess Application Form the number of excess Offer Shares for which you wish to apply for and the total amount payable (calculated as number of excess Offer Shares applied for multiplied by HK\$0.065). You may apply for any number of excess Offer Shares as you wish. If the amount of the corresponding remittance received is less than that required for the number of excess Offer Shares inserted, you will be deemed to have applied for such lesser number of excess Offer Shares for which full payment has been received.

This Application Form and/or the Excess Application Form, when duly completed, to which the appropriate remittance(s) should be stapled accordingly, should be folded once and must be lodged to the Company's branch share registrar in Hong Kong, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by no later than 4:00 p.m. on Monday, 1 September 2014 (or, under bad weather conditions, such Latest Acceptance Time as mentioned in the section headed "Expected timetable" in the Prospectus). All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "AUTO ITALIA HOLDINGS LIMITED – OPEN OFFER ACCOUNT" and crossed "ACCOUNT PAYEE ONLY". Unless this Application Form and/or the Excess Application Form, together with the appropriate remittance shown in Box C or Box D (as the case may be) of this Application Form and/or the appropriate remittance shown in the Excess Application Form has/have been received by 4:00 p.m. on Monday, 1 September 2014, your right to apply for the Offer Shares and/or the excess Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

Share certificate(s) is/are expected to be posted by ordinary post to you on or before Wednesday, 10 September 2014 at your own risk.

#### RESCISSION AND TERMINATION OF THE UNDERWRITING AGREEMENT

If any time prior to the Latest Time for Termination:

- (1) in the absolute opinion of the Underwriter, the success of the Open Offer would be materially and adversely affected by:
  - (a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offer; or
  - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement) of a political, military, financial, economic or other nature (whether or not ejusdem generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (2) any adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction or trading in securities) occurs which in the absolute opinion of the Underwriter are likely to materially or adversely affect the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (3) there is any change in the circumstances of the Company or any member of the Group which in the absolute opinion of the Underwriter will adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any of member of the Group or the destruction of any material asset of the Group; or
- (4) any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out; or
- (5) any other material adverse change in relation to the business or the financial or trading position or prospects of the Group as a whole whether or not ejusdem generis with any of the foregoing; or
- (6) any matter which, had it arisen or been discovered immediately before the date of the Prospectus and not having been disclosed in the Prospectus, would have constituted, in the absolute opinion of the Underwriter, a material omission in the context of the Open Offer; or
- (7) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than ten consecutive business days, excluding any suspension in connection with the clearance of the Announcement or the Prospectus Documents or other announcements or circulars in connection with the Open Offer; or
- (8) any moratorium, suspension or material restriction on trading of the Shares on the Stock Exchange due to exceptional financial circumstances or otherwise, the Underwriter shall be entitled, by notice in writing to the Company served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

The Underwriter shall be entitled, by notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

The Underwriter shall be entitled by notice in writing to rescind the Underwriting Agreement if prior to the Latest Time for Termination:

- (1) any material breach of any of the representations, warranties or undertakings by the Company contained in the Underwriting Agreement comes to the knowledge of the Underwriter; or
- (2) any event occurring or matter arising on or after the date of the Underwriting Agreement and prior to the Latest Time for Termination which if it had occurred or arisen before the date of the Underwriting Agreement would have rendered any of the warranties contained in the Underwriting Agreement untrue or incorrect in any material respect comes to the knowledge of the Underwriter,

any such notice shall be served by the Underwriter prior to the Latest Time for Termination.

If the Underwriter terminates the Underwriting Agreement, the Open Offer will not proceed.

#### CHEQUES AND BANKER'S CASHIER ORDERS

All cheques and banker's cashier orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgment of this Application Form and/or the Excess Application Form together with a cheque or banker's cashier order in payment for the Offer Shares and/or the excess Offer Shares accepted will constitute a warranty by you that the cheque or banker's cashier order will be honored on first presentation. Any acceptance in respect of which the accompanying cheque or banker's cashier order is dishonored on first presentation is liable to be rejected, and in this event the assured allotment and all rights thereunder will be deemed to have been declined and will be cancelled. In the event of overpaid application, a refund cheque will be made out to you only if the overpaid amount is HK\$100 or above.

#### STATUS OF THE OFFER SHARES

The Offer Shares when allotted, issued and fully paid, will rank *pari passu* in all respects with the then existing Shares in issue on the date of allotment and issue of the Offer Shares, including the right to receive all future dividends and distributions which are declared, made or paid on or after the date of allotment and issue of the Offer Shares.

#### SHARE CERTIFICATES

Subject to the fulfillment of the conditions of the Open Offer, share certificates for all fully paid Offer Shares are expected to be posted on or before Wednesday, 10 September 2014 to those Qualifying Shareholders entitled thereto by ordinary post at their own risks. You will receive one share certificate for all relevant Offer Shares registered under your name.

#### GENERAL

All documents will be sent by ordinary post at the risk of the persons entitled thereto to their registered addresses.

Lodgement of this Application Form and/or the Excess Application Form purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party(ies) lodging it to deal with the same and to receive relevant certificates of the Offer Shares.

This Application Form and/or the Excess Application Form and any acceptance of the Offer Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.

\* for identification purpose only



**AUTO ITALIA HOLDINGS LIMITED**  
**意達利控股有限公司\***  
(於百慕達註冊成立之有限公司)  
(股份代號：720)

#### 條件

1. 非合資格股東不得申請任何發售股份及／或超額發售股份。
2. 本公司概不會收到之申請款項發出收據，惟預期申請獲全數或部份接納之任何發售股份及／或超額發售股份股票將以普通郵遞方式按表格所列地址寄予承配人；如屬聯名承配人，則寄予名列首位之承配人，郵誤風險概由其自行承擔。
3. 填妥本申請表格及／或超額申請表格將構成申請人指示及授權本公司及／或卓佳標準有限公司或其就此提名之若干人士代表認購人辦理本申請表格及／或超額申請表格或其他文件之任何登記手續，以及作出有關公司或人士可能認為必需或合適之一切其他事情，以根據章程所述安排，將認購人所申請之數目或任何較少數目之發售股份及／或超額發售股份登記於認購人名下。
4. 發售股份及／或超額發售股份之認購人承諾簽署一切文件並採取一切其他必要行為，以便彼等登記為所申請發售股份及／或超額發售股份之持有人，惟須符合本公司組織章程大綱及公司細則之規定。
5. 申請款項將於本公司收訖後立即過戶，而其所賺取之利息(如有)將全數撥歸本公司所有。倘支票於首次過戶時未能兌現，則有關申請將可遭拒絕受理。
6. 閣下申請發售股份及／或超額發售股份之權利不得轉讓或放棄。
7. 本公司保留權利接受或拒絕任何不符合本申請表格及／或超額申請表格所載手續之發售股份及／或超額發售股份申請。任何香港境外人士填妥及交回本申請表格表示向本公司作出保證及聲明，已經妥為遵守有關接納之所有有關司法權區一切登記、法律及監管規定。為免生疑問，香港結算或香港中央結算(代理人)有限公司將不會作出任何上述保證及聲明，或受其限制。
8. 公開發售須待包銷協議成為無條件後方可作實(見章程所載「公開發售之條件」一節)。

#### 申請手續

閣下可透過填寫本申請表格申請相等於或少於乙欄所載 閣下獲保證配發之有關發售股份數目。

倘 閣下欲申請少於 閣下獲保證配發之發售股份數目，請在本申請表格丁欄內填上 閣下欲申請之發售股份數目及應繳款項總額(以申請之發售股份數目乘以0.065港元計算)。倘所收到之相應款項少於所填上發售股份數目之所需股款，則 閣下將被視作申請已收全數款項所涉及之有關較少發售股份數目。

倘 閣下欲申請本申請表格乙欄所列數目之發售股份，請在本申請表格丁欄內填上此數目。如無填上任何數目，則 閣下將被視作申請已收全數款項所代表數目之發售股份。

倘 閣下申請多於本申請表格乙欄所載 閣下獲保證配發之任何發售股份(即超額發售股份)數目，則 閣下應另行使用超額申請表格，並於超額申請表格之適當位置填上 閣下欲申請之超額發售股份數目及應繳款項總額(以申請之超額發售股份數目乘以0.065港元計算)。 閣下可申請任何超額發售股份數目。倘所收到之相應款項少於所填上之超額發售股份數目之所需股款，則 閣下將被視作申請已收全數款項所代表之較少超額發售股份數目。

填妥本申請表格及／或超額申請表格並將適當之股款相應地緊釘其上後，應將表格對摺並不遲於二零一四年九月一日(星期一)下午四時正(或在惡劣天氣情況下，章程「預期時間表」一節所述之有關最後接納時間)送達本公司之香港股份過戶登記處卓佳標準有限公司，地址為香港皇后大道東183號合和中心22樓。所有股款均須以港元繳付。支票或銀行本票須以香港之持牌銀行賬戶付款或由香港之持牌銀行開出，註明抬頭人為「AUTO ITALIA HOLDINGS LIMITED – OPEN OFFER ACCOUNT」，並以「只准入抬頭人賬戶」方式劃線開出。除非本公司於二零一四年九月一日(星期一)下午四時正前收到填妥之本申請表格及／或超額申請表格，連同本申請表格丙欄或丁欄(視情況而定)所示之適當股款及／或超額申請表格所示之適當股款送達，否則 閣下申請發售股份及／或超額發售股份之權利以及一切有關權利將當作已被放棄而註銷。

預期股票將於二零一四年九月十日(星期三)或之前以普通郵遞方式寄予 閣下，郵誤風險概由 閣下自行承擔。

#### 撤銷及終止包銷協議

倘於最後終止時間前任何時間：

(1) 包銷商全權認為，以下情況會對公開發售之成功進行構成重大及不利影響：

(a) 頒佈任何新法例或規例或現行法例或規例(或其司法詮釋)出現任何變動或發生任何其他事件(不論其性質為何)，而包銷商全權認為會對本集團整體業務或財務或經營狀況或前景構成重大及不利影響，或對公開發售造成重大及不利影響；或

(b) 發生有關政治、軍事、金融、經濟或其他性質(無論是否與前述任何一項同類)之任何本地、國家或國際事件或變動(無論是否構成於包銷協議日期之前及／或之後所發生或持續發生之一連串事件或變動之一部份)，或本地、國家或國際爆發敵對行為或武裝衝突或該等行為或衝突升級，或可影響本地證券市場之事件，而包銷商全權認為會對本集團整體業務或財務或經營狀況或前景構成重大及不利影響，或對公開發售之順利進行構成重大及不利影響或基於其他原因導致進行公開發售屬不宜或不智；或

(2) 市場狀況出現任何不利變動(包括但不限於財政或金融政策或外匯或貨幣市場之任何變動、證券買賣暫停或受到嚴重限制)，而包銷商全權認為有可能對公開發售之順利進行構成重大或不利影響，或基於其他原因導致進行公開發售屬不宜或不智；或

(3) 本公司或本集團任何成員公司之情況出現任何變動，而包銷商全權認為將對本公司之前景構成不利影響，包括在不損害前述條文之一般性原則下，提出清盤呈請或通過決議案清盤或結業，或本集團任何成員公司發生類似事件，或本集團任何重大資產遭破壞；或

(4) 任何不可抗力事件，包括在不損害其一般性原則下，任何天災、戰爭、暴亂、擾亂公共秩序、內亂、火災、水災、爆炸、疫症、恐怖主義活動、罷工或停工；或

(5) 有關本集團整體業務或財務或經營狀況或前景之任何其他重大不利變動(無論是否與前述任何一項同類)；或

(6) 包銷商全權認為倘在緊接章程日期前出現或發現而並無於章程內披露之任何對公開發售構成重大遺漏之事宜；或

(7) 一般證券或本公司證券在聯交所暫停買賣超過十個連續營業日，不包括涉及核准公告、章程文件或與公開發售有關之其他公告或通函而暫停買賣；或

(8) 於聯交所買賣之股份因特殊金融情況或其他原因而遭任何禁售、暫停買賣或重大限制，

則包銷商有權於最後終止時間前向本公司發出書面通知終止包銷協議。

倘於最後終止時間前發生下列各項，包銷商有權發出書面通知撤銷包銷協議：

(1) 包銷商獲悉包銷協議所載本公司作出之任何聲明、保證或承諾遭嚴重違反；或

(2) 包銷商獲悉於包銷協議日期或之後及於最後終止時間前發生之事件或出現之事宜，而倘該事件或事宜於包銷協議日期前發生或出現，會導致包銷協議所載之任何保證在任何重大方面屬失實或不正確，

包銷商須於最後終止時間之前送達任何有關通知。

倘包銷商終止包銷協議，公開發售將不會進行。

#### 支票或銀行本票

所有支票及銀行本票將於收訖後立即過戶，而其所賺取之利息(如有)將全數撥歸本公司所有。填妥及交回本申請表格及／或超額申請表格，連同支付所接納發售股份及／或超額發售股份之支票或銀行本票，將構成 閣下向本公司保證該支票或銀行本票將於首次過戶時兌現。凡隨附支票或銀行本票於首次過戶時未能兌現所涉及之接納可遭拒絕受理，在此情況下，相關保證配額及其項下之一切權利將當作已被放棄而註銷。在多繳申請金額之情況下，僅多繳申請金額為100港元或以上， 閣下方會獲得退款支票。

#### 發售股份之地位

發售股份一經配發、發行及繳足，將在各方面與配發及發行發售股份日期之當時現有已發行股份享有同等權益，包括收取於配發及發行發售股份當日或之後所宣派、作出或派付之一切未來股息及分派之權利。

#### 股票

待公開發售之條件達成後，所有繳足股款發售股份之股票預期將於二零一四年九月十日(星期三)或之前以普通郵遞方式郵寄予該等有權收取股票之合資格股東，郵誤風險概由彼等自行承擔。 閣下將就 閣下名下登記之所有相關發售股份獲發一張股票。

#### 一般事項

所有文件將以普通郵遞方式寄往有權收取有關文件之人士之登記地址，郵誤風險由彼等承擔。

倘本申請表格及／或超額申請表格由獲發本申請表格及／或超額申請表格之人士簽署交回，即確實證明交回上述文件之人士有權處理有關文件及收取相關發售股份股票。

本申請表格及／或超額申請表格及據此之發售股份之任何接納均受香港法律管轄並據此解釋。

\* 僅供識別