

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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

PRECAUTIONARY MEASURES FOR THE SPECIAL GENERAL MEETING

Please refer to page 1 of the circular of the Company dated 16 September 2020 for the measures to be implemented at the SGM by the Company against the epidemic to protect the attendees from the risk of infection of the Novel Coronavirus (“**COVID-19**”), including:

- compulsory body temperature check
- compulsory wearing of surgical face mask
- no distribution of corporate gifts and no serving of refreshments
- Any person who (a) has travelled outside Hong Kong within 14 days immediately before the SGM (“**Recent Travel History**”); (b) is subject to quarantine or self-quarantine in relation to COVID-19; or (c) has close contact with any person under quarantine or with **Recent Travel History** shall not attend the SGM

Any person who does not comply with the precautionary measures may be denied entry into the SGM venue. The Company wishes to advise Shareholders that you may appoint the Chairman of the meeting as your proxy to vote on the relevant resolutions at the SGM as an alternative to attending the Special General Meeting in person.

* *For identification purpose only*

NOTICE IS HEREBY GIVEN that the special general meeting (the “**SGM**”) of Auto Italia Holdings Limited (the “**Company**”) will be held at United Conference Centre, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 7 October 2020 at 2:00 p.m., for the purposes of considering and, if thought fit, passing the following ordinary resolutions with or without amendments:

ORDINARY RESOLUTIONS

1. “**THAT** subject to and conditional upon the granting by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the shares in the Company to be issued upon the exercise of the options granted under this resolution, the grant of share options (the “**Share Options**”) to Mr CHONG Tin Lung Benny under the share option scheme adopted by the Company on 28 May 2012 (the “**Share Option Scheme**”) to subscribe for up to 300,000,000 new shares of the Company (the “**Share(s)**”) at the exercise price of HK\$0.1754 per Share and on the terms and conditions as set out in the circular to the shareholders of the Company dated 16 September 2020 (the “**Circular**”) be and is hereby approved as a specific mandate and that the board of directors of the Company (the “**Board**”) or a duly authorised committee of the Board (the “**Board Committee**”) or the directors of the Company (the “**Director(s)**”), acting collectively and individually, be and are hereby authorised by the Board or the Board Committee to take all such steps, do all such acts and things and to sign, execute and deliver all such documents on behalf of the Company which he may in his absolute discretion, consider necessary, appropriate, desirable or expedient in connection with or to implement or give effect to the foregoing.”
2. “**THAT** subject to and conditional upon the granting by the Stock Exchange of the listing of, and permission to deal in, the Shares to be issued upon the exercise of the options granted under this resolution, the grant of Share Options to Mr HUANG Zuie-Chin under the Share Option Scheme to subscribe for up to 300,000,000 Shares at the exercise price of HK\$0.1754 per Share and on the terms and conditions as set out in the Circular be and is hereby approved as a specific mandate and that the Board or the Board Committee or the Directors, acting collectively and individually, be and are hereby authorised by the Board or the Board Committee to take all such steps, do all such acts and things and to sign, execute and deliver all such documents on behalf of the Company which he may in his absolute discretion, consider necessary, appropriate, desirable or expedient in connection with or to implement or give effect to the foregoing.”

3. “**THAT** subject to and conditional upon the granting by the Stock Exchange of the listing of, and permission to deal in, the Shares to be issued upon the exercise of the options granted under this resolution, the grant of Share Options to Mr NG Siu Wai under the Share Option Scheme to subscribe for up to 240,000,000 Shares at the exercise price of HK\$0.1754 per Share and on the terms and conditions as set out in the Circular be and is hereby approved as a specific mandate and that the Board or the Board Committee or the Directors, acting collectively and individually, be and are hereby authorised by the Board or the Board Committee to take all such steps, do all such acts and things and to sign, execute and deliver all such documents on behalf of the Company which he may in his absolute discretion, consider necessary, appropriate, desirable or expedient in connection with or to implement or give effect to the foregoing.”

By order of the Board
Auto Italia Holdings Limited
CHONG Tin Lung Benny
Executive Chairman and Chief Executive Officer

Hong Kong, 16 September 2020

Notes:

1. Any member of the Company entitled to attend and vote at the SGM may appoint another person as his/her proxy to attend and vote in his/her stead. A proxy need not be a member of the Company but must attend the SGM in person to represent him/her. A member 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 SGM, either personally or by proxy, in respect of such share of the Company as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the SGM 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 branch share registrar and transfer office in Hong Kong, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof (as the case may be).
4. Completion and return of the form of proxy will not preclude member from attending the SGM and voting in person at the SGM if you so wish. In the event that you attend the SGM after having lodged the proxy form, it will be deemed to have been revoked.

5. The register of members will be closed from Monday, 5 October 2020 to Wednesday, 7 October 2020 (both dates inclusive), during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the SGM, all transfer documents together with the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Wednesday, 30 September 2020.
6. Pursuant to Rule 13.39(4) of the Listing Rules, the resolutions set out in this notice will be decided by poll at the SGM.
7. The Chinese version of this notice is for reference only. Should there be any discrepancies, the English version shall prevail.
8. If typhoon signal No. 8 or above, or a "black" rainstorm warning is hoisted on the date of the SGM, the SGM will be postponed. The Company will post an announcement on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.autoitalia.com.hk to notify Shareholders of the date, time and place of the rescheduled meeting.

As at the date of this announcement, the Board comprises Mr CHONG Tin Lung Benny (Executive Chairman and Chief Executive Officer), Mr LAM Chi Yan, Mr HUANG Zuie-Chin and Mr NG Siu Wai, all of whom are executive Directors; and Mr KONG Kai Chuen Frankie, Mr LEE Ben Tiong Leong and Mr TO Chun Wai, all of whom are independent non-executive Directors.