



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 THE SPECIAL GENERAL MEETING TO BE HELD ON WEDNESDAY, 7 OCTOBER 2020 (OR ANY ADJOURNMENT THEREOF)

I/We ^(note 1) _____
of _____
being holder(s) of _____ ^(note 2) shares of HK\$0.02 each in the share capital of AUTO ITALIA HOLDINGS LIMITED (the "Company")
HEREBY APPOINT the Chairman of the meeting ^(note 3) or _____
of _____
as my/our proxy to act for me/us at the special general meeting of the Company, to 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. 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 SGM as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(note 4)	AGAINST ^(note 4)
1.	To approve, confirm and ratify 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") as a specific mandate and that the board of directors of the Company (the "Board") or a duly authorised committee of the Board ("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.	To approve, confirm and ratify 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 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.	To approve, confirm and ratify 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 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.		

Dated the _____ day of _____ 2020. Signature(s) ^(note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.02 each in the issued share capital of the Company 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).
- If any proxy other than the Chairman of the SGM is preferred, strike out the words "the Chairman of the SGM or" and insert the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE SGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- 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/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the SGM other than that referred to in the notice convening the SGM.
- 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.
- 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 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 meeting or any adjournment thereof (as the case may be).
- 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 as if he/she was solely entitled thereto; but if more than one of such joint holders are 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 shares shall alone be entitled to vote in respect thereof.
- A shareholder of the Company entitled to attend and vote at the SGM may appoint another person as his/her proxy and vote in his/her stead. The proxy need not be a shareholder of the Company but must attend the SGM 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.
- Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM 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.
- Unless otherwise stated, capitalised terms used above shall have the meanings ascribed to them in the Circular.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and, to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Standard Limited at the above address.

* For identification purpose only