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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 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 Thursday, 18 March 2021 at 2:00 p.m., for the purposes of considering and, if thought fit, passing the following ordinary resolution with or without modifications:

ORDINARY RESOLUTION

1. **“THAT:**

- (a) the sale and purchase agreement (the “**Acquisition Agreement**”) (copy of each has been tabled at the meeting marked “A” and signed by the chairman of the meeting for identification purpose) dated 24 December 2020 entered into between Elite Jumbo Limited and Ever Bless Investments Limited in relation to the acquisition of certain shares representing 27.49% of the entire issued share capital of the of Dakota RE II Limited (the “**Acquisition**”) and the transactions contemplated thereunder, be and are hereby approved, ratified and confirmed; and

* *For identification purpose only*

- (b) any one director of the Company (“**Director(s)**”) be and is authorised to do all such things, to sign, execute and deliver (including under seal where applicable) all such documents and deeds, and take all such actions as he may consider necessary, appropriate, expedient or desirable to implement and/or give effect to the Acquisition Agreement and the transactions contemplated thereunder and all other matters incidental thereto and/or in connection with the Acquisition, including (without limitation), the approval of any variation, amendment or the granting of waiver in connection therewith which, are, in the opinion of the Directors, not fundamental to the transaction contemplated thereby and are in the interests of the Company and its shareholders as a whole.”

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

Hong Kong, 25 February 2021

Registered office:

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

Principal place of business in Hong Kong:

Unit C, Ground Floor
2 Yuen Shun Circuit
Siu Lek Yuen, Shatin
Hong Kong

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. In the case of joint holders of shares in the Company, 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 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 (i.e. not later than 4:30 p.m. on Monday, 15 March 2021 (Hong Kong time)) or any adjournment thereof (as the case may be).
4. Completion and return of the form of proxy will not preclude a member of the Company from attending the and voting in person at the SGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. The register of members will be closed from Tuesday, 16 March 2021 to Thursday, 18 March 2021 (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 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 Monday, 15 March 2021.
6. Pursuant to Rule 13.39(4) of the Listing Rules, the resolution set out in this notice will be determined by way of 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.
9. In view of the COVID-19 pandemic, the Company will implement precautionary measures at the SGM. Shareholders are advised to read page 1 of the circular of the Company dated 25 February 2021 for details of the precautionary measures. Subject to the development of COVID-19 pandemic, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate. In light of the continuing risks posed by the COVID-19 pandemic, Shareholders may consider to appoint the chairman of the SGM as their proxy to vote on the relevant resolution at the SGM instead of attending the SGM in person.

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.