



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 THURSDAY, 18 MARCH 2021 (OR ANY ADJOURNMENT THEREOF)

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

	ORDINARY RESOLUTION	FOR ^(note 4)	AGAINST ^(note 4)
1.	<p>"THAT:</p> <p>(a) the sale and purchase agreement Acquisition Agreement (the "Acquisition Agreement") 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</p> <p>(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."</p>		

Dated the _____ day of _____ 2021

Signature(s) ^(note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. If any proxy other than the Chairman of the SGM is preferred, strike out the words "the Chairman of the special general meeting (the "SGM") of the Company 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 INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED "FOR" THE RELEVANT RESOLUTION. IF YOU WISH TO VOTE AGAINST THE 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.
5. 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.
6. 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 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).
7. 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 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.
8. 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.
9. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof if you so wish. In such event, this form of proxy shall be deemed to be revoked.

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 fulfill 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