



# 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 use at the Annual General Meeting to be held  
on Wednesday, 25 May 2022 at 2:00 p.m. or any adjournment thereof

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being holder(s) of \_\_\_\_\_ <sup>(note 2)</sup> shares of  
HK\$0.02 each in the share capital of AUTO ITALIA HOLDINGS LIMITED (the "Company"), HEREBY APPOINT the Chairman of the meeting <sup>(note 3)</sup>  
or \_\_\_\_\_  
of \_\_\_\_\_  
with the email address of <sup>(note 10)</sup> \_\_\_\_\_  
as my/our proxy to act for me/us at the annual general meeting of the Company, to be held with the combination of a physical meeting at 49th Floor, One Exchange  
Square, 8 Connaught Place Central, Hong Kong and an online virtual meeting via the e-Meeting System on Wednesday, 25 May 2022 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 said meeting as indicated below, or, if no such indication  
is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2021 and the reports of the directors and independent auditor of the Company.		
2.	(A) To re-elect Mr KONG Kai Chuen Frankie as a director of the Company ("Director(s)").		
	(B) To re-elect Mr LEE Ben Tiong Leong as a Director.		
	(C) To re-elect Mr LIN Chun Ho Simon as a Director.		
	(D) To authorise the board of Directors (the "Board") to fix the Directors' remuneration.		
3.	To re-appoint Messrs. Deloitte Touche Tohmatsu, Certified Public Accountants, as the independent auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix its remuneration.		
4.	To grant a general mandate to the Directors to allot, issue and deal with new additional shares of the Company not exceeding 20% of the aggregate number of shares of the Company in issue.		
5.	To grant a general mandate to the Directors to buy back shares of the Company not exceeding 10% of the aggregate number of shares of the Company in issue.		
6.	To extend the general mandate granted to the Directors to allot, issue and deal with new additional shares in the capital of the Company by the aggregate number of shares bought back by the Company.		
7.	To adopt the New Share Option Scheme and terminate the existing share option scheme of the Company.		
	<b>SPECIAL RESOLUTION</b>		
8.	To approve the amendments to the Bye-laws of the Company and adopt the Amended and Restated Bye-laws of the Company.		

Full text of the above resolutions is set out in the notice of the annual general meeting of the Company dated 22 April 2022.

Dated the \_\_\_\_\_ day of \_\_\_\_\_ of 2022 Signature(s) <sup>(note 5)</sup> \_\_\_\_\_

**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).
- Given the special arrangements adopted by the Company as set out in the section headed "Special Arrangements for the AGM" of the Company's circular dated 22 April 2022 (the "Circular"), all shareholders (other than those who are required to attend the meeting physically to form a quorate meeting) who wish to appoint a proxy to attend and vote at the meeting are strongly encouraged to appoint the Chairman of the meeting as their proxy; for shareholders who are required to attend the meeting physically to form a quorate meeting, a senior management member and/or senior staff member of the Company shall be appointed as their proxy. If any proxy other than the Chairman of the meeting is preferred, strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM 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 discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
- 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 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 meeting, 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 meeting 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 meeting 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 meeting 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 at the meeting via the e-Meeting System or at any adjourned meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
- Registered shareholders are requested to provide a valid email address of his or her proxy (except appointment of "the Chairman of the meeting") for the proxy to receive the login details of the Online Platform.

In light of the continuing risks posed by the COVID-19 pandemic, the Company is adopting special arrangements in respect of the meeting (details of which are set out in the Circular). In particular, other than the minimum number of persons required under the Bye-laws of the Company to form a quorate meeting, together with a limited number of other attendees to ensure the proper conduct of the meeting, other shareholders, proxies or corporate representatives will not be able to attend the meeting in person. Any person who attempts to do so will be excluded and will not be permitted entry to the venue of the meeting. Shareholders may attend, participate and vote at the meeting via the e-Meeting System.

**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 authorised 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