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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)

**RESIGNATION AND APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of Auto Italia Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that:

1. Mr. Lee Ben Tiong Leong tendered his resignation as an independent non-executive Director of the Company with effect from 27 May 2023 due to his other personal commitments. He will also cease to be a member of the audit committee of the Board (the “**Audit Committee**”), the nomination committee of the Board (the “**Nomination Committee**”) and the remuneration committee of the Board (the “**Remuneration Committee**”) with effect from 27 May 2023.
2. Dr. Sham Chung Ping Alain has been appointed as (i) an independent non-executive Director of the Company; and (ii) will serve as a member of the Audit committee, the Nomination Committee and Remuneration Committee with effect from 24 May 2023.

(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors of the Company hereby announces that Mr. Lee Ben Tiong Leong (“**Mr. Lee**”) tendered his resignation as an independent non-executive Director of the Company with effect from 27 May 2023 due to his other personal commitments. He will also cease to be a member of the Audit Committee, the Nomination Committee and the Remuneration Committee with effect from 27 May 2023.

Mr. Lee confirmed that he has no disagreement with the Board and that there are no other matters in relation to his resignation that need to be brought to the attention of the shareholders of the Company.

The Board would like to extend its sincere gratitude to Mr. Lee for his valuable contributions towards the Company during his tenure of office.

(2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Dr. Sham Chung Ping Alain (“**Dr. Sham**”) has been appointed as an independent non-executive Director of the Company and will serve as a member of the Audit Committee, the Nomination Committee and the Remuneration Committee with effect from 24 May 2023.

The biographical details of Dr. Sham are set out below:

Dr. Sham, aged 68, is currently a practicing barrister in Hong Kong. He has been admitted as a barrister of High Court of Hong Kong in 1986, a barrister of High Court of Australia in 1991, and a barrister and solicitor of the Supreme Court of the Australian Capital Territory (ACT) in 1991. He was awarded the Bronze Bauhinia Star by the government of Hong Kong in 2016. He has been elected as a fellow of Society for Advanced Legal Studies (SALS), England in October 2002.

Between May 1978 and March 2016, Dr. Sham worked for the government of Hong Kong, including the Department of Justice, with his last position as deputy director of public prosecutions. He has been an honorary advisor of the Staff Training Institute of Correctional Services Department since 2018.

Dr. Sham obtained a bachelor degree of social science from The Hong Kong University in November 1978, a bachelor degree of laws from The University of Buckingham in February 1984, a postgraduate diploma in law and practice from The City University London in October 1985, a master degree of laws in Chinese law from The University of Hong Kong in December 2004 and a doctorate degree of laws* (法學博士) from China University of Political Science and Law in June 2005.

Dr. Sham was an independent non-executive director of SEM Holdings Limited (Stock Code: 9929), a company listed on The Stock Exchange of Hong Kong Limited, from 22 January 2020 to 5 May 2023. Dr. Sham is also a director of The China Social and Legal Research Fund Company Limited, a company incorporated in Hong Kong limited by guarantee.

Pursuant to the letter of appointment entered into between Dr. Sham and the Company, Dr. Sham has been appointed for a term of two years commencing from 24 May 2023 and is subject to retirement by rotation and re-election in accordance with the Amended and Restated Bye-Laws of the Company and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). Pursuant to the Amended and Restated Bye-Laws of the Company, Dr. Sham shall hold office until the next following annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting. Under the letter of appointment dated 24 May 2023 entered into with the Company, Dr. Sham is entitled to receive a fixed fee of HK\$240,000 per annum, which was determined by the Board on the recommendation of the remuneration committee of the Company with reference to various factors such as his qualifications, experience, duties and responsibilities and the remuneration policy of the Company.

As at the date of this announcement, Dr. Sham does not have any interests in the shares of the Company. Dr. Sham confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

As at the date of this announcement, save as disclosed above, Dr. Sham:

- (i) does not hold any directorship in other listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, or any other major appointment and professional qualifications;
- (ii) does not hold any other positions with the Company or other members of the Group;
- (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company;
- (iv) does not have any interests in and does not hold any short positions in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and
- (v) have not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Save as disclosed in this announcement, there is no other information that is required to be disclosed pursuant to the requirements as set out in Rule 13.51(2) of the Listing Rules and there are no other matters relating to the appointment of Dr. Sham that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to welcome Dr. Sham to join the Board as an independent non-executive Director, a member of the Audit Committee, the Nomination Committee and the Remuneration Committee.

By order of the Board
AUTO ITALIA HOLDINGS LIMITED
CHONG Tin Lung Benny
Executive Chairman and Chief Executive Officer

Hong Kong, 24 May 2023

As at the date of this announcement, the Board comprises Mr CHONG Tin Lung Benny (Executive Chairman and Chief Executive Officer), Mr HUANG Zuie-Chin, Mr NG Siu Wai, Mr LI Shaofeng and Mr LIN Chun Ho Simon, all of whom are executive Directors; and Mr KONG Kai Chuen Frankie, Mr LEE Ben Tiong Leong, Mr TO Chun Wai and Dr. Sham Chung Ping Alain, all of whom are independent non-executive Directors.

* *For identification purpose only*