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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of AUTO ITALIA HOLDINGS LIMITED (the "**Company**") will be held at United Conference Centre, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong, on Wednesday, 20 May 2026 at 3:30 p.m. or any adjournment thereof, for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2025 and the reports of the directors and independent auditor of the Company.

2. (A) To re-elect Mr. CHONG Tin Lung Benny as a director of the Company ("**Director(s)**").

   (B) To re-elect Mr. LIN Chun Ho Simon as a Director.

   (C) To re-elect Dr. SHAM Chung Ping Alain as a Director.

   (D) To re-elect Mr. ZHANG Kun as a Director.

   (E) To authorise the board of Directors (the "**Board**") to fix the Directors' remuneration.

* *For identification purpose only*

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;

and, by way of special business, to consider and, if thought fit, to pass each of the following resolutions numbered 4, 5 and 6, with or without modification, as ordinary resolutions:

ORDINARY RESOLUTIONS

4. "**THAT**:

(a) subject to paragraph (b) of this resolution, the Directors be and are hereby generally and unconditionally authorised to exercise during the Relevant Period (as that term is defined below) all the powers of the Company to allot, issue and deal with additional ordinary shares of the Company (the "**Shares**") (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules)), and to make or grant offers, agreements, and options (including warrants, bonds and debentures, notes and any securities which carry rights to subscribe for or are convertible into the Shares) which would or might require the exercise of any of such powers during or after the end of the Relevant Period;

(b) the aggregate number of the shares of the Company allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with (whether pursuant to an option or otherwise) (including the treasury shares to be resold or transferred) by the Directors pursuant to the approval in paragraph (a) of this resolution, other than pursuant to (i) a Rights Issue (as that term is defined below); or (ii) an issue of the Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into the Shares; or (iii) an issue of the Shares of the Company by way of script dividend pursuant to the memorandum of association and amended and restated bye-laws of the Company (the "**Bye-laws**") from time to time; or (iv) the exercise of any option granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or its subsidiaries, of options to subscribe for, or rights to acquire the Shares, shall not in total exceed 20% of the aggregate number of the shares of the Company in issue (excluding any treasury shares) as at the date of passing of this resolution;

(c) for the purpose of this resolution, "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting; or

(iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, or any applicable laws, to be held; and

(d) for the purpose of this resolution, "**Rights Issue**" means an offer of Shares for subscription open for a fixed period by the Company to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong)."

5. "**THAT**:

(a) subject to paragraph (b) of this Resolution, the Directors be and are hereby generally and unconditionally authorised to exercise during the Relevant Period (as that term is defined below) all the powers of the Company to buy back its shares in the share capital of the Company, subject to and in accordance with the applicable laws and regulations of Bermuda, the Bye-laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") as amended from time to time;

(b) the aggregate number of the shares of the Company which may be purchased pursuant to the approval in paragraph (a) above shall not in total exceed 10% of the aggregate number shares of the Company in issue (excluding any treasury shares) as at the date of passing of this resolution; and

(c) for the purpose of this resolution, "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting; or

(iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, or any applicable laws, to be held."

6. "**THAT** conditional upon the resolutions numbered 4 and 5 contained in the notice convening this meeting being approved, the aggregate number of the shares of the Company which are to be bought back by the Company pursuant to and in accordance with the resolution numbered 5 shall be added to the aggregate number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution numbered 4."

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

Hong Kong, 16 April 2026

Registered office:
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

Principal place of business in Hong Kong:
28/F, Viva Place
36 Heung Yip Road
Wong Chuk Hang, Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the meeting 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 meeting 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. 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 of the Company as if he/she was solely entitled thereto; but if more than one of such joint holders be 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 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 Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be).

4. Completion and return of the form of proxy will not preclude member from attending the meeting and voting in person if you so wish. In the event that you attend the meeting after having lodged the proxy form, it will be deemed to have been revoked.

5. The record date for determining the eligibility of the Shareholders to attend and vote at the AGM is Wednesday, 20 May 2026. The register of members will be closed from Friday, 15 May 2026 to Wednesday, 20 May 2026 (both dates inclusive), during which period no transfer of shares will be effected. In order to be entitled to attend and vote at this meeting, 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 Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Thursday, 14 May 2026.

6. Pursuant to Rule 13.39(4) of the Listing Rules, the resolutions set out in this notice will be decided by poll at the meeting.

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 AGM, the meeting 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. As at the date hereof, the Board comprises Mr. CHONG Tin Lung Benny (Executive Chairman and Chief Executive Officer), Mr. LI Shaofeng, Mr. LIN Chun Ho Simon and Mr. ZHANG Kun as executive Directors; Ms. HANG Qingli as a non-executive Director; and Mr. KONG Kai Chuen Frankie, Mr. TO Chun Wai and Dr. SHAM Chung Ping Alain as independent non-executive Directors.