*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*

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 Wednesday, 20 May 2026 at 4:00 p.m. or any adjournment thereof, for the purposes of considering and, if thought fit, passing, with or without modification, the following resolution:

ORDINARY RESOLUTION

1. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution of the Company:

   "**THAT**:

   (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") granting the approval for the listing of, and permission to deal in, the ordinary shares of the Company (or such shares as shall result from a capitalisation issue, rights issue, open offer, subdivision, consolidation, re-classification, reconstruction or reduction of share capital of the Company from time to time) (the "**Share(s)**") which may be issued and allotted (including any transfer of Shares out of treasury that are held as treasury Shares, if any) pursuant to the vesting and/or exercise of any share option(s) and/or share award(s) (the "**Award(s)**") that may be granted under the share scheme of the Company (the "**Share Scheme**"), a copy of which is tabled at the meeting and marked "A" and initialled by the chairman of the meeting for identification purpose,

the Share Scheme be and is hereby approved and adopted; and any director of the Company be and is hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Scheme, including but without limitation:

(i) administering the Share Scheme under which Awards will be granted to Eligible Participants (as defined in the Share Scheme) under the Share Scheme;

(ii) modifying and/or amending the Share Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Scheme relating to modification and/or amendment and subject to Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**");

(iii) issuing and allotting from time to time such number of Shares (including any transfer of Shares out of treasury that are held as treasury Shares, if any) as may be required to be issued or transferred pursuant to the vesting and/or exercise of Awards under the Share Scheme and subject to the Listing Rules;

(iv) making application at the appropriate time or times to the Stock Exchange, and any other stock exchanges upon which the issued Shares of the Company may for the time being be listed, for the listing of, and permission to deal in, any Shares that may hereafter from time to time be allotted and issued pursuant to the vesting and/or exercise of Awards under the Share Scheme and subject to the Listing Rules; and

(v) consenting, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Share Scheme and subject to the Listing Rules;

(b) the Scheme Mandate Limit (as defined in the Share Scheme) being 10% of the total number of Shares in issue (excluding any treasury Shares) as at the date of passing of this resolution) be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the directors of the Company may consider necessary, desirable or expedient to effect and implement the Scheme Mandate Limit."

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 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. Where there are joint registered holders of any share, 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 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 SGM (i.e. 4:00 p.m. on Monday, 18 May 2026) 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 SGM and voting in person if you so wish. In the event that you attend the SGM after having lodged the proxy form, it will be deemed to have been revoked.

5. 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 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 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. The record date for attendance and voting at the SGM is Wednesday, 20 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 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. As at the date hereof, the board of directors of the Company 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.