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**G.A. HOLDINGS LIMITED**  
**G.A. 控股有限公司**

*(Incorporated in the Cayman Islands with limited liability and carrying on business in Hong Kong under the trading name of German Automobiles International Limited)*

**(Stock Code: 8126)**

**(1) RESIGNATION OF THE CHAIRMAN AND AN EXECUTIVE DIRECTOR; (2) APPOINTMENT OF THE CHAIRMAN AND EXECUTIVE DIRECTORS; AND (3) CHANGE OF THE CHAIRMAN AND MEMBER OF NOMINATION COMMITTEE AND AN AUTHORISED REPRESENTATIVE**

The Board wishes to announce that with effect from 4 July 2016:

- (i) Mr. Loh has resigned as the chairman of the Group, an executive Director, the chairman and a member of the nomination committee of the Board and an authorised representative of the Company under the GEM Listing Rules;
- (ii) Mr. Luo has been appointed as the chairman of the Group, an executive Director, the chairman and a member of the nomination committee of the Board and an authorised representative of the Company under the GEM Listing Rules; and
- (iii) Mr. Xue has been appointed as an executive Director.

The board (the “**Board**”) of directors (the “**Directors**”) of G.A Holdings Limited (the “**Company**”) together with its subsidiaries, the “**Group**”) announces that Mr. Loh Boon Cha (“**Mr. Loh**”) has resigned as the chairman of the Group, an executive Director, the chairman and a member of the nomination committee of the Board and an authorised representative of the Company under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) with effect from 4 July 2016 for the purpose of spending more time on his business in Singapore. Mr. Loh has also resigned as a director of each of German Automobiles Limited, German Automobiles Pte Limited, 如虎汽車有限公司 (RUF Automobiles Limited)\*, 廈門寶馬汽車維修有限公司 (Xiamen BMW Automobiles Service Co. Ltd)\*, 福州寶馬汽車服務有限公司 (Fuzhou BMW Automobiles Service Co. Ltd)\*, 福州歐利行汽車銷售服務有限公

司 (Fuzhou Euro Motors Sales & Services Co. Ltd)\*, 上海通卓貿易有限公司 (Shanghai GA Auto Trading Co. Ltd)\* and 廈門寶碼自控設備有限公司 (Xiamen Baoma Auto Control Equipment Co. Ltd)\*, the subsidiaries of the Company.

Mr. Loh confirmed that he has no disagreement with the Board and there are no matters relating to each of his resignations that need to be brought to the attention of the Board and shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board further announces that Mr. Luo Wan Ju (formerly known as Mr. Loh Kim Her) (“**Mr. Luo**”) has been appointed as the chairman of the Group, an executive Director, the chairman and a member of the nomination committee of the Board and an authorised representative of the Company under the GEM Listing Rules with effect from 4 July 2016. Mr. Luo Wan Ju, aged 62, joined the Group in November 1993 and was an executive Director from 5 June 2002 to 9 July 2004 when he was responsible for the overall strategic planning of the business of the Group, as well as the establishment and operation of the Group’s authorized service centers in the PRC. Mr. Luo has over 20 years of experience in distribution and servicing of motor vehicles business in the Asia region. He is currently a director of certain subsidiaries of the Company, including 廈門寶馬汽車維修有限公司 (Xiamen BMW Automobiles Service Co. Ltd)\*, 福州寶馬汽車服務有限公司 (Fuzhou BMW Automobiles Service Co. Ltd)\*, 福州歐利行汽車銷售服務有限公司 (Fuzhou Euro Motors Sales & Services Co. Ltd)\*, 如虎中國汽車貿易有限公司 (RUF China Automobiles Trading Ltd)\* and 廈門寶碼自控設備有限公司 (Xiamen Baoma Auto Control Equipment Co. Ltd)\*. Mr. Luo is the uncle of Mr. Loh Nee Peng who is a substantial shareholder of the Company through his 64% interest in Loh & Loh Construction Ltd. Mr. Luo is also interested as to 15% of Loh & Loh Construction Group Ltd. As at the date of this announcement, Loh & Loh Construction Group Ltd. is interested in 45,284,000 shares of the Company, representing approximately 9.51% of the issued share capital of the Company.

The Board also announces that Mr. Xue Guo Qiang (“**Mr. Xue**”) joined the Company as an executive Director with effect from 4 July 2016. Mr. Xue, aged 39, graduated from Yan Shan University (燕山大學) with a Bachelor degree in accounting in June 2013. Mr. Xue has over 20 years of experience with progressive responsibilities in the automotive sales and services industry in China with a leading chain of dealership for high-end and luxury vehicles and is experienced in the area of accounting, auditing, finance & control, risk management and treasury. As at the date of this announcement, Mr. Xue is interested in 13,292,000 shares of the Company, representing approximately 2.79% of the issued share capital of the Company.

The Company entered into a service agreement with each of Mr. Luo and Mr. Xue, both having a term of three years commencing on 4 July 2016. Mr. Luo will not receive any director’s fee or other emolument for his roles in the Company. Mr. Xue will receive RMB192,000 per annum and will be entitled to discretionary bonuses as may be determined by and at the discretion of the Board from time to time, which are determined with reference to his duties and responsibilities with the Group, the Group’s performance as well as the market benchmark.

Save as disclosed above, as at the date of this announcement, each of Mr. Luo and Mr. Xue (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company for the purpose of the GEM Listing Rules; (ii) do not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) do not hold other positions with other members of the Group; and (iv) do not have any directorship or major appointment in any public listed companies in the past three years. Saved as disclosed above, there are no other matters relation to the appointment that need to be brought to the attention of the shareholders of the Company and the Stock Exchange and there is no other information that should be disclosed pursuant to paragraphs 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Luo and Mr. Xue shall hold office until the next general meeting and shall be eligible for re-election pursuant to the Company's Articles of Association. Thereafter they will be subject to retirement by rotation and re-election at general meetings of the Company in accordance with the Company's Articles of Association.

The Board would like to take this opportunity to express its gratitude to Mr. Loh for his valuable contribution to the Company during his tenure of office and also express its warm welcome to Mr. Luo and Mr. Xue on their new appointments.

By Order of the Board  
**G.A. Holdings Limited**  
**Luo Wan Ju**  
Chairman

Hong Kong, 4 July 2016

*As at the date of this announcement, the executive Directors are Mr. Luo Wan Ju, Mr. Lin Ju Zheng, Mr. Choy Choong Yew, Mr. Zhang Xi, Mr. Ma Hang Kon, Louis and Mr. Xue Guo Qiang; and the independent non-executive Directors are Mr. Zhou Ming, Mr. Yin Bin and Ms. Song Qi Hong.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading. This announcement will remain on the "Latest Company Announcements" page on the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the day of its posting and on the website of the Company at [www.ga-holdings.com.hk](http://www.ga-holdings.com.hk).*

\* for identification purpose only