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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)

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND
MEMBER OF AUDIT COMMITTEE, NOMINATION COMMITTEE AND
REMUNERATION COMMITTEE**

The board (the “**Board**”) of directors (the “**Directors**”) of G.A Holdings Limited (the “**Company**”) together with its subsidiaries, the “**Group**”) announces that Ms. Song Qi Hong (“**Ms. Song**”) has resigned as an independent non-executive Director and a member of each of the audit committee, the nomination committee and the remuneration committee of the Board with effect from 26 July 2016 for devoting more time to her personal and family matters.

Ms. Song confirmed that she has no disagreement with the Board and there are no matters relating to her resignation 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 Ms. Guan Xin (“**Ms. Guan**”) has been appointed as an independent non-executive Director and a member of each of the audit committee, the nomination committee and the remuneration committee of the Board with effect from 26 July 2016. Ms. Guan, aged 40, is currently the financial controller of a leading company in China specialising in outdoor monitoring equipment and solutions. She has extensive experience in other major industries including finance, renewable energy, telecommunication and public accounting. Ms. Guan graduated from the Guanhua School of Management of Peking University with a master degree in professional accounting and is a certified public accountant in China.

The Company entered into a letter of appointment with Ms. Guan with a term of three years commencing on 26 July 2016. Ms. Guan’s remuneration as an independent non-executive Director is RMB120,000 (approximately HK\$144,000) per annum, which is determined with reference to her workload, duties and responsibilities.

Save as disclosed above, as at the date of this announcement, Ms. Guan (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company for the purpose of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “**GEM Listing Rules**”); (ii) does 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) does not hold other positions with other members of the Group; and (iv) does not have any directorship in any public listed companies in the past three years. Ms. Guan has confirmed that she meets the independence criteria as set out in Rule 5.09 of the GEM Listing Rules. Saved as disclosed above, there are no other matters relation to Ms. Guan’s 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.

Ms. Guan shall hold office until the next general meeting and shall be eligible for re-election pursuant to the Company’s Articles of Association. Thereafter she 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 Ms. Song for her valuable contribution to the Company during her tenure of office and also express its warm welcome to Ms. Guan on her new appointment.

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

Hong Kong, 26 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. Guan Xin.

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 for at least 7 days from the day of its posting and on the website of the Company at www.ga-holdings.com.hk.