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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)**

**SUPPLEMENTAL MEMORANDUM OF UNDERSTANDING  
IN RELATION TO THE PROPOSED ACQUISITION**

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

References are made to the announcements made by the Company on 3 February 2016 and 14 March 2016 (the “**Announcements**”) in relation to the MOU dated 3 February 2016 entered into between the Vendor and the Purchaser in respect of the Proposed Acquisition. Unless otherwise defined herein or the context requires otherwise, capitalised terms used herein shall have the same meanings as defined in the Announcements.

As additional time is required for, among other things, completing the due diligence works and negotiating the terms of the transaction documents for the Proposed Acquisition, the Vendor and the Purchaser have entered into a supplemental memorandum of understanding (the “**Supplemental MOU**”) on 28 July 2016 to extend the Exclusivity Period for an additional period of three months ending on 2 November 2016.

Save for the amendments contained in the Supplemental MOU as stated above, all other terms of the MOU shall remain in full force and effect.

The Board wishes to emphasise that the Proposed Acquisition is subject to, among other things, the signing of the Formal Agreement and the terms of the Proposed Acquisition are subject to further negotiation between the Company and the Vendor. As at the date of this announcement, no Formal Agreement in relation to the Proposed Acquisition has been entered into. Further announcement will be made by the Company in accordance with all applicable requirements of the GEM Listing Rules as and when appropriate.

**As the Proposed Acquisition may or may not proceed, Shareholders and investors are reminded to exercise caution when dealing in the Shares.**

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

Hong Kong, 28 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](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).*