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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional adviser.

**If you have sold or transferred** all your shares in G.A. Holdings Limited (the “**Company**”), you should at once hand this circular to the purchaser(s) or transferee(s) to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors of the Company (“**Directors**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (1) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and; (2) there are no other matters the omission of which would make any statement herein or this circular misleading.

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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)**

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company (the “**AGM**”) to be held at Unit 1203, 12th Floor, Eton Tower, 8 Hysan Avenue, Causeway Bay, Hong Kong on Tuesday, 9 May 2017 at 4:00 p.m. is set out on pages 16 to 20 of this circular.

Whether or not you are able to attend the AGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event, not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

This circular will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) and at [www.hkexnews.hk](http://www.hkexnews.hk) on the “Latest Company Announcements” page for 7 days from the date of its posting and on the Company’s website at [www.ga-holdings.com.hk](http://www.ga-holdings.com.hk).

30 March 2017

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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*In this circular, unless the context requires otherwise, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at Unit 1203, 12th Floor, Eton Tower, 8 Hysan Avenue, Causeway Bay, Hong Kong on Tuesday, 9 May 2017 at 4:00 p.m.;
“Annual Report”	the annual report of the Company for the year ended 31 December 2016;
“Articles”	the articles of association of the Company adopted on 11 May 2012;
“associate(s)”	the same meaning as defined in the GEM Listing Rules;
“Board”	the board of Directors;
“Company”	G.A. Holdings Limited, a company incorporated in the Cayman Islands with limited liability and whose Shares are listed on GEM;
“Director(s)”	directors (s) of the Company;
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administration Region of the PRC;
“Issue Mandate”	the general and unconditional mandate proposed to be granted to Directors to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM, which is extended by the addition of the number of Shares purchased under the Repurchase Mandate;
“Latest Practicable Date”	24 March 2017, being the latest practicable date prior to the printing of this circular;
“PRC”	the People’s Republic of China;
“RMB”	Renminbi, the lawful currency of the PRC;

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## DEFINITIONS

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“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM;
“SFO”	the Securities and Future Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share (s)”	share (s) of nominal value of HK\$0.10 each in the share capital of the Company;
“Shareholder (s)”	holder (s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Code on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission in Hong Kong; and
“%”	per cent.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Luo Wan Ju (*Chairman*)  
Mr. Choy Choong Yew (*Managing Director*)  
Mr. Zhang Xi  
Mr. Ma Hang Kon, Louis  
Mr. Xue Guo Qiang

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Non-Executive Director:*

Mr. Lin Ju Zheng

*Principal place of business in Hong Kong:*

Unit 1203, 12th Floor, Eton Tower  
8 Hysan Avenue,  
Causeway Bay, Hong Kong

*Independent Non-executive Directors:*

Mr. Zhou Ming  
Mr. Yuen Kin Pheng  
Mr. Yin Bin  
Ms. Guan Xin

*Head office in Singapore:*

51 Goldhill Plaza  
#15-05  
Singapore 308900

30 March 2017

*To the Shareholders*

Dear Sir and Madam,

### **PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to, *inter alia*; provide you with information regarding (i) the Issue Mandate; (ii) the Repurchase Mandate; and (iii) the re-election of the Directors, and to seek your approval of the ordinary resolutions relating to these matters at the AGM.

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## LETTER FROM THE BOARD

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### ISSUE MANDATE

Ordinary resolutions will be proposed at the AGM to grant to the Directors the Issue Mandate, and authorise the extension of the Issue Mandate to issue and allot the Shares repurchased by the Company under the Repurchase Mandate, details of which are set out in ordinary resolutions Nos. 4A and 4C of the notice of AGM. The new Shares which may be allotted and issued and allotted pursuant to the Issue Mandate are limited to a maximum of 20% of the issued share capital of the Company at the date of passing of the resolution approving the Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 476,300,000 Shares. Assuming there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Issue Mandate, the maximum number of Shares which may be allotted and issued pursuant to the Issue Mandate on the date of passing the resolution approving the Issue Mandate will be 95,260,000 Shares.

The Issue Mandate will continue to be in force until the earlier of: (1) the conclusion of the next annual general meeting of the Company; (2) the date by which the next annual general meeting of the Company is required to be held by the Articles, or any other applicable laws; or (3) the date upon which such authority is revoked or varied by ordinary resolution of the Company in a general meeting.

Subject to the passing of the following ordinary resolution regarding the Repurchase Mandate, an ordinary resolution will also be proposed at the AGM to authorise the Directors to issue new Shares in an amount not exceeding the aggregate nominal amount of the Shares repurchased pursuant to the Repurchase Mandate.

### REPURCHASE MANDATE

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in ordinary resolution No. 4B of the notice of AGM. The Shares which may be repurchased pursuant to the Repurchase Mandate are limited to a maximum of 10% of the issued share capital of the Company at the date of passing the resolution approving the Repurchase Mandate.

The Repurchase Mandate will continue in force until the earlier of: (1) the conclusion of the next annual general meeting of the Company; (2) the date by the next annual general meeting of the Company is required to be held by the Articles, or any other applicable laws; or (3) the date upon which such authority is revoked or varied by ordinary resolution of the Company in a general meeting.

As at the Latest Practicable Date, the issued share capital of the Company comprised 476,300,000 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate on the date of passing the resolution approving the Repurchase Mandate will be 47,630,000 Shares.

An explanatory statement as required under the GEM Listing Rules, in particular Rule 13.08, giving certain information regarding the Repurchase Mandate, is set out in the **Appendix I** to this circular.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

Mr. Luo Wan Ju and Mr. Xue Guo Qiang were appointed as executive Directors, Mr. Yuen Kin Pheng and Ms. Guan Xin were appointed as independent non-executive Directors to fill casual vacancy on the Board or as an addition to the existing Board after the last AGM of the Company held on 6 May 2016. Pursuant to Article 83 of the Articles, each of Mr. Luo Wan Ju, Mr. Xue Guo Qiang, Mr. Yuen Kin Pheng and Ms. Guan Xin shall hold office only until the AGM and shall be eligible for re-election at the AGM.

In accordance with Article 84(1) of the Articles, at each AGM, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. At the AGM, Mr. Zhang Xi (an executive Director), Mr. Lin Ju Zheng (a non-executive Director) and Mr. Zhou Ming (an independent non-executive Director) will retire by rotation and, being eligible, offer themselves for re-election thereat.

The details of the retiring Directors who are proposed to be re-elected at the AGM are set out in **Appendix II** to this circular.

Each of Mr. Yuen Kin Pheng, Mr. Zhou Ming and Ms. Guan Xin, being an independent non-executive Director eligible for re-election at the AGM, has provided his/her annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company is of the view that all the independent non-executive Directors meet the independence guidelines set out in Rule 5.09 of the GEM Listing Rules and are independent in accordance with the terms of the guidelines.

### AGM

A notice convening the AGM to be held at Unit 1203, 12th Floor, Eton Tower, 8 Hysan Avenue, Causeway Bay, Hong Kong on Tuesday, 9 May 2017 at 4:00 p.m. is set out on pages 16 to 20 of this circular.

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting (as the case may be) should you so wish.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all the resolutions put to the vote at any general meeting shall be decided by poll. An announcement of the results of the poll will be made after the AGM.

To the best of the Directors' knowledge information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.



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## LETTER FROM THE BOARD

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### RECOMMENDATION

Shareholders should draw their attention to the information as set out in the appendices to this circular. The Directors are of the opinion that the proposed resolutions referred to in this circular are in the best interests of the Company and its Shareholders as a whole and, accordingly, recommend you to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,  
By order of the Board  
**G.A. Holdings Limited**  
**Luo Wan Ju**  
*Chairman*

The GEM Listing Rules permit companies with a primary listing on GEM to repurchase their fully-paid shares subject to certain restrictions. This appendix serves as an explanatory statement, as required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules, to provide you with requisite information for your consideration of the Repurchase Mandate.

## **1. EXERCISE OF THE REPURCHASE MANDATE**

As at the Latest Practicable Date, there were 476,300,000 Shares in issue. Assuming that no further Shares are issued or repurchased between the Latest Practicable Date and the date of passing the resolution approving the Repurchase Mandate, the exercise of the Repurchase Mandate in full could result in up to a maximum of 47,630,000 Shares being repurchased by the Company during the period up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company, the Companies Law (Revised) of the Cayman Islands or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

## **2. REASONS FOR REPURCHASES**

Although the Directors have no present intention of repurchasing the Shares, they believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

## **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles and the applicable laws and regulations of the Cayman Islands.

Shares may only be repurchased out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose of repurchase. The premium, if any, payable on repurchases must have been provided for out of the profits of the Company or out of the share premium account of the Company before or at the time the Shares are repurchased. The Company may not repurchase Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

## **4. GENERAL**

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the Annual Report) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## 5. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same way be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Articles, the GEM Listing Rules and the applicable laws of the Cayman Islands.

## 6. DIRECTORS AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the GEM Listing Rules) has any present intention, to sell Shares to the Company in the event the Repurchase Mandate is approved by the Shareholders at the AGM.

No connected person (as defined in the GEM Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to sell the Shares to the Company, in the event of Repurchase Mandate is approved by the Shareholders at the AGM.

## 7. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the GEM during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2016</b>		
April	0.680	0.520
May	0.610	0.510
June	0.600	0.495
July	0.540	0.520
August	0.620	0.540
September	0.600	0.530
October	0.560	0.520
November	0.540	0.460
December	0.500	0.430
<b>2017</b>		
January	0.600	0.470
February	0.600	0.500
From 1 March to the Latest Practicable Date	0.510	0.470

## 8. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date and to the best of knowledge and belief of the Company, the following persons were directly or indirectly interested in 5% or more of the nominal value of the issued ordinary shares that carry a right to vote in all circumstances at general meetings of the Company:

Name	Number of Issued Share held/ Interested	Approximate Percentage of Shareholding	
		As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Loh Nee Peng ( <i>Note 1</i> )	77,960,320	16.37%	18.19%
Chan Hing Ka Anthony ( <i>Note 2</i> )	66,895,085	14.04%	15.60%
Tycoons Investment International Limited ( <i>Note 2</i> )	66,895,085	14.04%	15.60%
Loh & Loh Construction Group Ltd. ( <i>Note 1</i> )	45,284,000	9.51%	10.57%
Big Reap Investment Limited ( <i>Note 1</i> )	32,676,320	6.86%	7.62%

*Notes:*

- The 77,960,320 Shares are held as to 32,676,320 Shares by Big Reap Investment Limited and as to 45,284,000 Shares by Loh & Loh Construction Group Ltd. Big Reap Investment Limited is interested as to 100% by Mr. Loh Nee Peng and Loh & Loh Construction Group Ltd. is interested as to 64% by Mr. Loh Nee Peng. By virtue of Part XV of the SFO, Mr. Loh Nee Peng is deemed to be interested in the shares held by Big Reap Investment Limited and Loh & Loh Construction Group Ltd.
- The 66,895,085 Shares are held by Tycoons Investment International Limited which is interested as to 100% by Mr. Chan Hing Ka Anthony. By virtue of the SFO, Mr. Chan Hing Ka Anthony is deemed to be interested in the shares held by Tycoons Investment International Limited.

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the ordinary resolution No.4B to be proposed at the AGM, then (if the present shareholdings of the Company otherwise remain the same), the interests of each of the above Shareholders in the Company will be increased to approximately the percentages as set out opposite their respective names in the table above. The Directors believe that such increase will not give rise to an obligation on the part of each of the above Shareholders to make a mandatory offer in accordance with Rule 26 of the Takeovers Codes. To the best of the knowledge, information and belief of the Directors and on the basis of the shareholdings of the Company as at the Latest Practicable Date, the Directors are currently not aware of any consequences which will arise

under the Takeovers Codes as a result of any purchase of Shares made under the Repurchase Mandate, since none of the substantial Shareholders of the Company will hold 30% or more of the shareholding of the Company after the repurchase.

However, in any event, the Directors do not intend to exercise the power to repurchase Shares to an extent which will render the aforesaid Shareholders or any Shareholder or group of Shareholders become obliged to make a mandatory offer under Rule 26 of the Takeovers Codes. Moreover, the Directors have no intention to exercise the Repurchase Mandate to such extent that would result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

#### **9. SHARE PURCHASE MADE BY THE COMPANY**

No purchase of Shares have been made by the Company in the previous six months prior to the Latest Practicable Date, whether on the Stock Exchange or otherwise.

The details of the retiring Directors who will retire and being eligible, offer themselves for re-election at the AGM are set out as follows, the Company wishes to state that there are no changes required to be disclosed pursuant to Rule 17.50(2) (h) - (v) of the GEM Listing Rules:

**Mr. Luo Wan Ju**

Mr. Luo, aged 63, is 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 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 authorised 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.

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. and his 100% in Big Reap Investment Limited. Mr. Luo is also interested as to 15% of Loh & Loh Construction Group Ltd. As at the Latest Practicable Date, 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.

As at the Latest Practicable Date, save as disclosed above, Mr. Luo has confirmed to the Company that (i) he did not have any relationship with any of the Directors, senior management, substantial shareholders or controlling shareholders of the Company (which have the meanings ascribed to them respectively under the GEM Listing Rules) ; (ii) he did not have any other interest in the Shares within the meaning of Part XV of the SFO; (iii) he did not hold other positions in the Company or in other members of the Group; and (iv) he did not have any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years prior to the Latest Practicable Date.

Mr. Luo has entered into a service contract with the Company for a terms of three years commencing from 4 July 2016 subject to early termination by the Company giving not less than three months' notice of termination or payment in lieu. Mr. Luo will not receive any director's remuneration from his service period. He is subject to retirement by rotation and re-election in accordance with the Articles.

**Mr. Xue Guo Qiang**

Mr. Xue, aged 39, is an executive Director with effect from 4 July 2016. Mr. Xue, graduated from Yan Shan University (燕山大學) with a Bachelor degree in accounting in June 2013 and from Cheung Kong Graduate School of Business with an executive master in business administration in September 2016. Mr. Xue has over 20 years of experience with progressive responsibilities in the automotive sales and services industry in the PRC 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. He is currently a director of certain subsidiaries of the Company.

As at the Latest Practicable Date, Mr. Xue has personal interest in 13,292,000 Shares representing approximately 2.79% of the issued share capital of the Company.

As at the Latest Practicable Date, save as disclosed above, Mr. Xue has confirmed to the Company that (i) he did not have any relationship with any of the Directors, senior management, substantial shareholders or controlling shareholders of the Company (which have the meanings ascribed to them respectively under the GEM Listing Rules) ; (ii) he did not have any other interest in the Shares within the meaning of Part XV of the SFO; (iii) he did not hold other positions in the Company or in other members of the Group; and (iv) he did not have any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years prior to the Latest Practicable Date.

The Company entered into a service agreement with Mr. Xue with a term of three years commencing on 4 July 2016 subject to early termination by the Company giving not less than three months' notice of termination or payment in lieu. Mr. Xue is entitled to RMB192,000 per annum and 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. He is subject to retirement by rotation and re-election in accordance with the Articles.

**Mr. Zhang Xi**

Mr. Zhang, aged 34, He is currently a director of certain subsidiaries of the Company. Prior to joining the Group, Mr. Zhang has worked in international high-end automobiles companies as key management, mainly responsible for overseeing operational efficiency and strategic planning. Mr. Zhang holds a Bachelor's degree of Information Management System from Beihang University (北京航空航天大學) and a Master degree in International Relations from the University of International Relations (國際關係學院).

As at the Latest Practicable Date, Mr. Zhang has personal interest in 500,000 Shares, representing approximately 0.1% of the issued share capital of the Company.

As at the Latest Practicable Date, save as disclosed above, Mr. Zhang has confirmed to the Company that (i) he did not have any relationship with any of the Directors, senior management, substantial shareholders or controlling shareholders of the Company (which have the meanings ascribed to them respectively under the GEM Listing Rules) ; (ii) he did not have any other interest in the Shares within the meaning of Part XV of the SFO; (iii) he did not hold other positions in the Company or in other members

of the Group; and (iv) he did not have any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years prior to the Latest Practicable Date.

The Company entered into a letter of appointment with Mr. Zhang with a term of three years commencing on 23 September 2015 subject to early termination by the Company giving not less than three months' notice of termination of payment in lieu. He will not receive any director's fee or other emolument for his role as an executive director of the Company. He is subject to retirement by rotation and re-election in accordance with the Articles.

**Mr. Lin Ju Zheng**

Mr. Lin, aged 69, holds a bachelor's degree in foreign language majoring in English from Fujian No.2 Normal College (福建第二師範學院) (which merged with other colleges to become Fujian Normal University (福建師範大學)). He is a senior economist with extensive experience in banking operations and management. Before joining the Company, Mr. Lin occupied senior positions in one of the major banks in the PRC till December 2007. Mr. Lin was appointed as an Independent Non-Executive Director in June 2010 and was re-designated as an Executive Director of the Company in March 2012. He was again re-designated as a non-executive Director in March 2017.

As at the Latest Practicable Date, save as disclosed above, Mr. Lin has confirmed to the Company that (i) he did not have any relationship with any of the Directors, senior management, substantial shareholders or controlling shareholders of the Company (which have the meanings ascribed to them respectively under the GEM Listing Rules); (ii) he did not have any other interest in the Shares within the meaning of Part XV of the SFO; (iii) he did not hold other positions in the Company or in other members of the Group; and (iv) he did not have any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years prior to the Latest Practicable Date.

The Company entered into a new service contract with Mr. Lin with a term of three years commencing on 23 March 2017 subject to early termination by the Company giving not less than three months' notice of termination or payment in lieu. He is entitled to a Director's remuneration of RMB180,000 per annum, which is determined by the Board with reference to his qualifications, experience, duties and responsibilities in the Group, and to prevailing market conditions. He is subject to retirement by rotation and re-election in accordance with the Articles.

**Mr. Yuen Kin Pheng**

Mr. Yuen Kin Pheng, aged 67, is an independent non-executive Director, member of each of the audit committee, the nomination committee and the remuneration committee with effect from 23 March 2017. Mr. Yuen currently serves as the Senior Advisor to Singapore Power International Pte. Ltd. Throughout his career, he held various senior executive leadership positions in Fortune 500 companies as well as major listed companies in Singapore, covering businesses in the Asia Pacific region. His executive titles included chief executive officer, president and vice president, spanning across various industries such as aerospace and aviation, HVAC (heating, ventilation and air conditioning), diesel engines, home appliances and



building materials. Mr. Yuen has a distinguished career with the Republic of Singapore Air force with a number of diverse positions in operations, planning and administration. He left the service to pursue a second career in business after 18 years with the rank of Lieutenant Colonel.

Mr. Yuen holds a bachelor's degree (First-Class Honors) in business administration and a master of business administration from the National University of Singapore and completed the advanced management program from the Wharton School of Business at the University of Pennsylvania, United States of America.

As at the Latest Practicable Date, save as disclosed above, Mr. Yuen has confirmed to the Company that (i) he did not have any relationship with any of the Directors, senior management, substantial shareholders or controlling shareholders of the Company (which have the meanings ascribed to them respectively under the GEM Listing Rules) ; (ii) he did not have any other interest in the Shares within the meaning of Part XV of the SFO; (iii) he did not hold other positions in the Company or in other members of the Group; and (iv) he did not have any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years prior to the Latest Practicable Date.

The Company entered into a letter of appointment with Mr. Yuen with a term of three years commencing on 23 March 2017 subject to early termination by the Company giving not less than three months' notice of termination or payment in lieu. Mr. Yuen's remuneration as an independent non-executive Director is Singapore dollars 54,000 per annum, which is determined with reference to his workload, duties and responsibilities. He is subject to retirement by rotation and re-election in accordance with the Articles.

#### **Mr. Zhou Ming**

Mr. Zhou, aged 44, graduated from China University of Political Science and Law (中國政法大學) and holds a master degree in law from Peking University Law School (北京大學法學院). Mr. Zhou joined Global Law Office (Beijing) in 2001 and was admitted as a partner in 2007. He was appointed as an independent non-executive Director of the Company since November 2015.

As at the Latest Practicable Date, save as disclosed above, Mr. Zhou has confirmed to the Company that (i) he did not have any relationship with any of the Directors, senior management, substantial shareholders or controlling shareholders of the Company (which have the meanings ascribed to them respectively under the GEM Listing Rules); (ii) he did not have any other interest in the Shares within the meaning of Part XV of the SFO; (iii) he did not hold other positions in the Company or in other members of the Group; and (iv) he did not have any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years prior to the Latest Practicable Date.

The Company entered into a letter of appointment with Mr. Zhou with a term of three years commencing on 16 November 2015 subject to early termination by the Company giving not less than three months' notice of termination or payment in lieu. Mr. Zhou's remuneration as an independent non-executive Director is HK\$220,000 per annum, which is determined by the Board with reference to his workload and responsibilities. He is subject to retirement by rotation and re-election in accordance with the Articles.

**Ms. Guan Xin**

Ms. Guan, aged 40, is currently the financial controller of a leading company in the PRC 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 the PRC. She was appointed as an independent non-executive Director of the Company in July 2016.

As at the Latest Practicable Date, save as disclosed above, Ms. Guan has confirmed to the Company that (i) she did not have any relationship with any of the Directors, senior management, substantial shareholders or controlling shareholders of the Company (which have the meanings ascribed to them respectively under the GEM Listing Rules) ; (ii) she did not have any other interest in the Shares within the meaning of Part XV of the SFO; (iii) she did not hold other positions in the Company or in other members of the Group; and (iv) she did not have any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years prior to the Latest Practicable Date.

The Company entered into a letter of appointment with Ms. Guan with a term of three years commencing on 26 July 2016 subject to early termination by the Company giving not less than three months' notice of termination or payment in lieu. Ms. Guan's remuneration as an independent non-executive Director is RMB120,000 per annum, which is determined with reference to her workload, duties and responsibilities. She is subject to retirement by rotation and re-election in accordance with the Articles.

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## NOTICE OF THE AGM

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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)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “AGM”) of the shareholders of G.A. Holdings Limited (the “Company”) will be held at Unit 1203, 12th Floor, Eton Tower, 8 Hysan Avenue, Causeway Bay, Hong Kong on Tuesday, 9 May 2017, at 4:00 p.m., for the following purposes:

#### ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “Directors” and each a “Director”) and auditors for the year ended 31 December 2016;
2.
  - (a) To re-elect Mr. Luo Wan Ju as an executive Director;
  - (b) To re-elect Mr. Xue Guo Qiang as an executive Director;
  - (c) To re-elect Mr. Zhang Xi as an executive Director;
  - (d) To re-elect Mr. Lin Ju Zheng as a non-executive Director;
  - (e) To re-elect Mr. Zhou Ming as an independent non-executive Director;
  - (f) To re-elect Mr. Yuen Kin Pheng as an independent non-executive Director;
  - (g) To re-elect Ms. Guan Xin as an independent non-executive Director; and
  - (h) To authorise the board of Directors to fix the Directors’ remuneration.
3. To re-appoint Grant Thornton Hong Kong Limited as auditors of the Company and to authorise the board of Directors to fix their remuneration;

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## NOTICE OF THE AGM

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### SPECIAL BUSINESS

4. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions.

A. **“THAT:**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on The Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (“Stock Exchange”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval of paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any option under the share option scheme of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purpose of this resolution:

**“Relevant Period”** means the period from the date of the passing of this resolution until whichever is the earliest of:

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

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## NOTICE OF THE AGM

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in a general meeting revoking or varying the authority given to the Directors by this resolution.

“**Rights Issue**” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company). ”

**B. “THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its shares on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by The Securities and Futures Commission of Hong Kong (“**SFC**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws and regulations of Hong Kong and the Cayman Islands in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company authorised to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;
- (c) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

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

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## NOTICE OF THE AGM

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of association of the Company, or any applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in a general meeting revoking or varying the authority given to the Directors by this resolution.”

C. **“THAT:**

conditional upon resolutions no. 4A and no. 4B above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to resolution no. 4A above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 4B above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of the said resolution.”

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

Hong Kong, 30 March 2017

*Registered office:*

Cricket Square  
Hutchins Drive, P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal place of business in Hong Kong:*

Unit 1203, 12th Floor, Eton Tower  
8 Hysan Avenue  
Causeway Bay  
Hong Kong

*Head office in Singapore:*

51 Goldhill Plaza  
#15-05  
Singapore 308900

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## NOTICE OF THE AGM

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*Notes:*

1. The register of members of the Company will be closed from Friday, 5 May 2017 to Tuesday, 9 May 2017 (both dates inclusive), during which period no transfer of shares will be registered. In order to determine the identity of members who are entitled to attend and vote at the AGM to be held on Tuesday, 9 May 2017, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's share register in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, 4 May 2017.
2. Any member of the Company entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or, if he holds two or more Shares, more proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
3. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending and voting in person.
4. If two or more persons are joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s). For this purpose, seniority shall be determined by the order in which the names stand in the principal or branch register of members of the Company in respect of the joint holding.
5. An explanatory statement containing further details regarding resolution 4B above is set out in Appendix I to the circular of the Company dated 30 March 2017 (the "**Circular**"). Particulars of the retiring Directors subject to re-election at the AGM are set out in Appendix II to the Circular.