



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)

TERMS OF REFERENCE OF NOMINATION COMMITTEE
(“THE COMMITTEE”)

COMPOSITION OF THE COMMITTEE

Mr. Loh Boon Cha *(Chairperson of the Committee)* Chairman of the Board of Directors
Mr. Yin Bin *Independent non-executive director*
Mr. Wong Jacob *Independent non-executive director (appointed on 30 March 2012)*

CONSTITUTION OF THE COMMITTEE

The Committee shall comprise a majority of independent non-executive directors.

The Chairperson of the Committee (“the Chairperson”) shall be appointed by the Board of Directors of the Company (“the Board”) and should either be the Chairman of the Board or an independent non-executive director.

The Board may from time to time appoint additional members to the Committee from among the non-executive directors, subject to the condition that the independent non-executive directors constitute the majority of the Committee.

MEETING AND QUORUM

The Committee shall meet with such frequency as it may consider appropriate, but in any event at least once a year. The quorum for meetings shall be two Committee members, one of whom should be the Chairperson, unless he is unable to attend due to exceptional circumstances.

Full minutes of the Committee meetings should be kept by a duly appointed secretary of the meetings.

Draft and final versions of minutes of the Committee meetings should be sent to all Committee members for their comment and records within a reasonable time after the meeting.

RESPONSIBILITIES AND AUTHORITIES OF THE COMMITTEE

The responsibilities and authorities of the Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the CG Code) as contained in of the GEM Listing Rules (as amended from time to time).

The Committee should be provided with sufficient resources to perform its duties and should seek independent professional advice where necessary, at the Company's expense, to perform its responsibilities.

Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, the Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider him to be independent.

FUNCTIONS OF THE COMMITTEE

1. To review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to implement the Company's corporate strategy;
2. To identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, especially to ensure that the independent non-executive directors comprise at least one-third of the Board;
3. To assess the independence of independent non-executive directors; and
4. To make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman of the Board and the Chief Executive.

30 March 2012