



**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)**

**PROXY FORM FOR EXTRAORDINARY GENERAL MEETING**

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares<sup>2</sup> of HK\$0.10 each in the capital of G.A. Holdings Limited (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to vote and act for me/us at the extraordinary general meeting (and at any adjournment thereof) (the “Meeting”) of the Company to be held at 4:00 p.m., on Friday, 14 March 2014, at Unit 1203, Eton Tower, 8 Hysan Avenue, Causeway Bay, Hong Kong for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

Please indicate with a “✓” in the spaces provided how you wish your votes to be casted on a poll. Should this form be returned duly signed but without a specific direction, the proxy will vote or abstain at his/her own discretion.

ORDINARY RESOLUTIONS	FOR <sup>4</sup>	AGAINST <sup>4</sup>
To (a) approve, confirm and ratify the Facilities Guarantee Agreements, the terms of the Facilities Guarantee Agreements and the Transaction contemplated thereunder; (b) grant the Directors of the Company a mandate and authorise them on behalf of the Company to do all such things and to sign, seal, execute, perfect and deliver all such documents as they may in their discretion consider necessary, desirable or expedient, for the purposes of or in connection with the implementation and/or give effect to any matters relating to the Facilities Guarantee Agreements and the Transaction contemplated thereunder.		

Dated \_\_\_\_\_

Signature(s)<sup>5</sup> \_\_\_\_\_

*Notes:*

- 1 Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 2 Please insert the number of shares of HK\$0.10 each in the Company to which this form of proxy relates registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- 3 If any proxy other than the Chairman is preferred, strike out the words “the Chairman of the Meeting or” herein stated and insert the name and address of the proxy desired in the space provided in **BLOCK CAPITALS**. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- 4 **IMPORTANT:** If you wish to vote for any resolution, please tick in the appropriate box marked “For”. If you wish to vote against any resolution, please tick in the appropriate box marked “Against”. Failure to tick a box will entitle your proxy to cast your vote in respect of such resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice of Meeting.
- 5 This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, either under its common seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
- 6 Unless stated otherwise, capitalized terms stated herein shall have the meanings ascribed to them in the circular of the Company dated 26 February 2014.
- 7 **To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time for the holding of the meeting or any adjournment thereof.**
- 8 In the case of joint holders of a share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he/she was **solely entitled thereto, but if more than one of such joint holders is present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.**
- 9 **The proxy need not be a member of the Company but must attend the Meeting in person to represent you.**
- 10 Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting in person if you so wish, but the authority of your proxy will become invalid forthwith.
- 11 Any alteration made in this form of proxy must be initialed by the person who signs it.