



**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)**

**FORM OF PROXY**

**FORM OF PROXY FOR USE BY SHAREHOLDERS AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD AT UNIT 1203, 12TH FLOOR, ETON TOWER, 8 HYSAN AVENUE, CAUSEWAY BAY, HONG KONG AT 4:00 P.M. ON FRIDAY, 10 OCTOBER 2014 OR AT ANY ADJOURNMENT THEREOF.**

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note b)</sup> \_\_\_\_\_ shares of HK\$0.10 each in the share capital of **G.A. HOLDINGS LIMITED (“Company”)** HEREBY APPOINT the Chairman of the Meeting, or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy <sup>(notes c)</sup> at the extraordinary general meeting (“**Meeting**”) of the Company to be held at Unit 1203, 12th Floor, Eton Tower, 8 Hysan Avenue, Causeway Bay, Hong Kong at 4:00 p.m. on Friday, 10 October 2014 and at any adjournment thereof for the purpose of considering and, if thought fit, vote for me/us and in my/our name(s) in respect of the resolution set out in the notice convening the Meeting (“**Notice**”) as hereunder indicated <sup>(note d)</sup>, and, if no such indication is given, as my/our proxy thinks fit.

| <b>ORDINARY RESOLUTION</b>   | <b>FOR</b> <sup>(note d)</sup> | <b>AGAINST</b> <sup>(note d)</sup> |
|--|--------------------------------|------------------------------------|
| To approve the adoption of the Share Option Scheme (as defined in the circular of the Company dated 22 September 2014) |                                |                                    |

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2014 Shareholder’s signature <sup>(notes e, f, g, h and i)</sup> \_\_\_\_\_

*Notes:*

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- A proxy need not be a member of the Company. A member entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting, or” and insert the name and address of the person appointed as proxy in the space provided.
- If you wish to vote for the resolution set out above, please tick (“✓”) the appropriate box marked “FOR”. If you wish to vote against the resolution, please tick (“✓”) the appropriate box marked “AGAINST”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution(s) properly put to the Meeting other than that set out in the Notice.
- Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled to vote, but if more than one of such joint holders are present at the Meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding. Several executors or administrators of a deceased member of the Company in whose name any share stands shall be deemed joint holders thereof.
- This form of proxy must be signed in writing by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised.
- 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 certified copy of such power or authority must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
- Any alteration made to this form of proxy should be initialled by the person who signs it.
- Completion and return of this form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.