



**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 THE EXTRAORDINARY GENERAL MEETING**

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (Note 2) \_\_\_\_\_  
shares of HK\$0.10 each in the capital of G.A. Holdings Limited (the "Company"), HEREBY APPOINT THE  
CHAIRMAN OF THE MEETING or (Note 3) \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy/proxies at the extraordinary general meeting (and at any adjournment thereof) of  
the Company to be held at Unit 1203, Eton Tower, No.8 Hysan Avenue, Causeway Bay on Wednesday,  
22 December 2010, at 11:00 a.m., for the purpose of considering and, if thought fit, passing the resolution as  
set out in the notice convening the said meeting (and at any adjournment thereof) to vote for me/us and in my/  
our name(s) in respect of the resolution 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 cast on a poll. Should this form  
be returned duly signed but without a specific direction, the proxy will vote or abstain at his/her discretion.

ORDINARY RESOLUTION	FOR (Note 4)	AGAINST (Note 4)
To appoint BDO Limited as the auditors of the Company to fill the vacancy following the resignation of Grant Thornton Hong Kong and to authorize the board of directors of the Company to fix the remuneration of the auditors of the Company.	<input type="checkbox"/>	<input type="checkbox"/>

Shareholder's Signature \_\_\_\_\_ (Note 5 and 6) Dated \_\_\_\_\_

*Notes:*

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in the space provided in **BLOCK CAPITAL**. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast his/her votes at his/her discretion.
- This form of proxy must be signed 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 sign the same.**
- 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 Share Register in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong net less than 48 hours before the time for the holding of the meeting or any adjournment thereof.
- 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.**
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.**
- 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.
- Any alteration made in this form of proxy must be initialed by the person who signs it.