
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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).

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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)

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

A notice convening the annual general meeting of the Company (the “AGM”) to be held at Unit 1206, 12th Floor, 9 Queen’s Road Central, Hong Kong on Wednesday, 10 May 2006 at 4:00 p.m. is set out on pages 12 to 14 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 branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Service Limited at 46th 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, 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 of the Stock Exchange (“GEM”) for the purpose of giving information with regard to the Company. The Directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this circular is accurate and complete in all material aspects and not misleading; (ii) there are no other matters the omission of which would make any statement herein misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcement” page for 7 days from the date of its posting.

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM which neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks rising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. 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.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

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DEFINITIONS

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 1206, 12th Floor, 9 Queen’s Road Central, Central, Hong Kong on Wednesday, 10 May 2006 at 4:00 p.m.
“Annual Report”	the annual report of the Company for the year ended 31 December 2005;
“associate(s)”	the same meaning as defined in the GEM Listing Rules;
“Board”	the board of directors of the Company;
“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”	Rules Governing Enterprise Market of the Stock Exchange;
“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 People’s Republic of China;
“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”	11 April 2006, being the latest practicable date prior to the printing of this circular;
“Memorandum”	the existing memorandum of the Company adopted on 5 June 2002;

DEFINITIONS

“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;
“SFC”	The Securities and Future Commission of Hong Kong;
“SFO”	the Securities and Future Ordinance;
“Shareholder(s)”	Shareholders of the Company;
“Share(s)”	share(s) of nominal value of HK\$0.10 each in the share capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers.

LETTER FROM THE BOARD



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. Chan Hing Ka Anthony
(Chairman and Managing Director)
Mr. Loh Nee Peng
Mr. Xu Ming

Independent Non-executive Directors:

Mr. Lee Kwok Yung
Mr. Yin Bin
Mr. Zhang Lei

Registered Office:

Century Yard
Cricket Square
Hutchins Drive
P.O. Box 2681GT
George Town
Grand Cayman
British West Indies

*Principle place of business
in Hong Kong:*

Unit 1206, 12th Floor
9 Queen's Road Central,
Central, Hong Kong

Head office in Singapore:

#02-01 Atland House
200 Bukit Timah Road
Singapore 229862

18 April 2006

To the Shareholders

Dear Sirs and Madams,

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

INTRODUCTION

At the annual general meeting of the Company held on 30 June 2005, the Shareholders passed resolutions to give general unconditional mandates to the Directors to allot and issue Shares and to exercise the powers of the Company to repurchase its own Shares in accordance with the GEM Listing

LETTER FROM THE BOARD

Rules. No Shares have been issued or repurchased pursuant to these general mandates up to the Latest Practicable Date. These general mandates will lapse at the conclusion of the AGM, therefore, it is proposed to renew the general mandates to allot and issue Shares and to repurchase Shares at the AGM.

The purpose of this circular is to, inter alia, provide you with information regarding (i) the proposed renewal of the general mandates to allot and issue Shares and to repurchase Shares, and (ii) the proposed re-election of directors and to seek your approval of the ordinary resolutions relating to these matters at the AGM.

ISSUE MANDATE

Ordinary resolutions will be proposed at the AGM to grant to the Directors the New Issue Mandate, and authorize the extension of the New 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 No. 4A and 4C of the notice of AGM. The new Shares which may be issued and allotted pursuant to the New Issue Mandate is limited to a maximum of 20% of the issued share capital of the Company at the date of passing of the resolution approving the New Issue 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 repurchase pursuant to the Repurchase Mandate is 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.

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** hereto.

RE-ELECTION OF THE DIRECTORS

In accordance with Articles 87 and 116 of the articles of association of the Company, at each annual general meeting, one-third of the Directors for the time being shall retire from office by rotation, provided that the chairman of the Board and/or managing director of the Company shall not, whilst holding such office, be subject to retirement by rotation at the AGM and, being eligible, offer themselves for re-election.

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

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Unit 1206, 12th Floor, 9 Queen's Road Central, Central, Hong Kong on Wednesday, 10 May, 2006 at 4:00 p.m. is set out on pages 12 to 14 of this circular.

LETTER FROM THE BOARD

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 branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Service Limited at 46th 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 of the Annual General Meeting 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.

PROCEDURES BY WHICH A POLL MAY BE DEMANDED

Pursuant to the articles of association of the Company, a resolution put to the vote at any general meeting shall be decided on a show of hands unless a poll is required under the GEM Listing Rules or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded. A poll may be demanded by:

- (a) the chairman presiding at the meeting; or
- (b) at least five members present in person or by proxy and entitled to vote at the meeting; or
- (c) one or more members present in person or by proxy who are entitled to vote and who represent in aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or
- (d) any member or members present in person or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

RECOMMENDATION

Shareholders should draw their attention to the information as set out in the appendix of 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 related resolutions set out in the notices of the AGM.

Yours faithfully,
By order of the Board
G.A. Holdings Limited
Chan Hing Ka Anthony
Chairman and Managing Director

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 400,000,000 Shares in issue. Assuming that no further Shares are issued or repurchased between the Latest Practicable Date and prior to the AGM, the exercise of the Repurchase Mandate in full could result in up to a maximum of 40,000,000 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 Association 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 general meeting, whichever occurs first.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its shareholders. 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 its shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association 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 of the Company for the year ended 31 December 2005) 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 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 memorandum and articles of association, 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.

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.

7. SHARE PRICES

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

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2005		
April	0.070	0.060
May	0.070	0.053
June	0.069	0.058
July	0.070	0.050
August	0.075	0.060
September	0.079	0.065
October	0.071	0.070
November	0.075	0.060
December	0.071	0.050
2006		
January	0.062	0.050
February	0.074	0.053
March	0.112	0.060
From 1 April to the Latest Practicable Date	0.145	0.117

8. THE TAKEOVERS CODE

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 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Chan Hing Ka Anthony and Mr. Loh Nee Peng, who are the controlling shareholders of the Company, each of them was deemed to be interested in an aggregate of 106,432,000 Shares, representing approximately 26.61% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the Resolution No. 4B to be proposed at the AGM, then (if the present shareholdings otherwise remained the same) the interest of each of Mr. Chan Hing Ka Anthony and Mr. Loh Nee Peng in the issued share capital of the Company would be increased to approximately 29.56% and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate. However, the Company undertakes not to repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

9. SHARE PURCHASE MADE BY THE COMPANY

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

The details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out as follows:

Executive Directors

Loh Nee Peng

Mr. Loh Nee Peng, aged 38, is an executive director of the Company and a co-founder of the Group, which was established in August 1993. Mr. Loh is responsible for the business development in the PRC. Mr. Loh gained more than 10 years experience in the PRC's auto industry. Mr. Loh graduated from the University of San Francisco in 1988 with a bachelor's degree in business administration.

Mr. Loh has interests in 106,432,000 shares of the Company by virtue of Part XV of SFO.

The 106,432,000 shares held as to 32,000,000 shares held by Big Reap Investment Limited and 74,432,000 shares held by Loh & Loh Construction Group Ltd., which are interested as to 100% and 15%, respectively by Mr. Loh Nee Peng. Loh & Loh Construction Group is held as to 49% by Mr. Chan Hing Ka Anthony, as to 15% by Mr. Loh Kim Her, as to 15% by Mr. Loh Nee Peng as to 21% by Mr. Loh Boon Cha. Mr. Loh Boon Cha is the brother of Mr. Loh Kim Her and the father of Mr. Loh Nee Peng.

Save as disclosed above, Mr. Loh does not have any relationship with any Directors, senior management, substantial shareholder, management shareholders or controlling shareholders of the Company with the meaning of Part XV of the SFO.

Mr. Loh has entered into a service contract with the Company for a term of three years, commencing from 1 January 2005, subject to early termination by the Company giving not less than three months notice of termination or payment in lieu of notice. Mr Loh entitles to a monthly salary of SG\$15,000 and a bonus which will be calculated as 1% of the audited consolidated net profit after taxation and minority interests but before extraordinary and exceptional items, of the Group for that year. His remuneration is determined by the Board and based on recommendation made by the respective Remuneration Committee by reference to his duties and experience.

On 29 March 2006, the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the "GEM Listing Committee") censures the Company and Mr Chan Hing Ka Anthony, Chairman and an executive director of the Company ("Mr Chan"); and criticises Mr Loh Nee Peng, an executive director of the Company ("Mr Loh") and Mr Xu Ming, an executive director of the Company ("Mr Xu") in relation to the delayed disclosure of relevant advances to entities under the GEM Listing Rules.

The GEM Listing Committee further criticises the Company, Mr Chan, Mr Loh and Mr Xu in relation to the late publication of financial results under the GEM Listing Rules.

The particulars of the censure and criticism are as follows:

Case A – Late Publication of Financial Results

The annual results and the annual report of the Company for the year ended 31 December 2003 should have been published and despatched on or before 31 March 2004. However, they were not published and despatched until 16 June 2004 and 23 June 2004 respectively. In addition, the quarterly results and the quarterly report for the three months ended 31 March 2004 should have been published and despatched on or before 15 May 2004. However, they were not published and despatched until 28 June 2004 and 5 July 2004 respectively.

Case B – Delayed Disclosure of Relevant Advances to Entities

The Company had failed to make the requisite announcements immediately the disclosure obligations arose on 31 March 2004, 30 June 2004 and 31 December 2004 in respect of the incidents below.

Incident 1

By an announcement dated 24 June 2004, the Company disclosed the following advances and trade receivables as at 31 March 2004: (a) the total advances, guarantees, and trade receivables (including certain financial assistance) provided to and due from North Anhua Group Corporation and its subsidiaries and its affiliated companies (“NAGC Group”) in the sum of about HK\$130 million which represented approximately 235 per cent of the Group's market capitalisation and approximately 34 per cent of the unaudited total assets value of the Group; and (b) the trade receivables from 10 other companies (none of them being an affiliated company of the Group as defined under the GEM Listing Rules, nor subsidiaries or substantial shareholders of the NAGC Group or its associates) ranging from 12 per cent to 30 per cent of the Group's market capitalisation.

Incident 2

By an announcement dated 16 August 2004, the Company disclosed advances and trade receivables from the Group to five entities ranging from 10 per cent up to 71 per cent of the Group's market capitalisation as at 30 June 2004, and in aggregate amounted to about HK\$52.8 million.

Incident 3

By an announcement dated 28 February 2005, the Company disclosed that the Group's advance to Xiamen Zhongbao Auto Co., Ltd. as at 31 December 2004 had increased to approximately HK\$55.657 million from HK\$17.865 million as at 31 October 2004 as previously disclosed. The increment represented 134 per cent of the Group's market capitalisation.

The Company admitted breaching Rules 18.03, 18.48A, 18.49, 18.50C, 18.66, 18.67 and 18.79 of the GEM Listing Rules in Case A and Rules 17.15, 17.16, 17.17 and 17.18 of the GEM Listing Rules in respect of Incidents 1, 2 and 3 of Case B respectively.

Decision of the GEM Listing Committee

It was concluded that the Company breached the provisions under the GEM Listing Rules and each of Mr Chan, Mr Loh and Mr Xu breached the Director's Undertaking for failing to use his best endeavours to procure that the Company complied with the GEM Listing Rules in respect of Cases A and B.

A public statement dated 29 March 2006 which involves criticism on the Company, Mr Chan, Mr Loh and Mr Xu for their respective breaches was imposed; and a public censure on the Company and Mr Chan and a public statement which involves criticism on Mr Loh and Mr Xu for their respective breaches were made by the GEM Listing Committee.

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements set out in Rule 17.50(2)(i) to (v) of the GEM Listing Rules nor are there any other matters that need to be brought to the attention of the shareholders of the Company.

Independent non-executive Directors**Lee Kwok Yung**

Mr. Lee Kwok Yung, aged 50, has been appointed as an independent non-executive director of the Company since June 2002. Mr. Lee is a solicitor admitted to practice law in Hong Kong and a member of the Law Society of Hong Kong. He is currently a partner at Messrs Hau, Lau, Li & Yeung, Solicitor & Notaries in Hong Kong. Mr. Lee has over 14 years of experience in law practicing. Mr. Lee holds a diploma from the College of Radiographers and an honours degree in law from the University of London and a postgraduate certificate in laws from the University of Hong Kong. Mr. Lee is experienced in commercial law, litigation and conveyance.

Mr. Lee does not have any relationship with any Directors, senior management, substantial shareholders, management shareholders or controlling shareholders of the Company and does not have any interests in shares of the Company within the meaning of Part XV of the SFO.

Mr. Lee has entered into appointment letter with the Company for a term of three years commencing from 1 June 2005 and is entitled to a director's fee of HK\$120,000 per annum. His director's fee is determined by reference to his duties, experience and estimated time spent in the role. Mr. Lee does not hold any directorship in other listed companies in the past three years.

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements set out in Rule 17.50(2)(h) to (v) of the GEM Listing Rules nor are there any other matters that need to be brought to the attention of the shareholders of the Company.

NOTICE OF THE AGM



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 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 1206, 12th Floor, 9 Queens’ Road Central, Central on Wednesday, 10 May 2006, at 4:00 p.m., for the following purposes:–

1. to receive and consider the audited financial statements and the reports of the directors of the Company (“Directors”) and auditors for the year ended 31 December 2005;
2. to re-elect Directors, to authorize the Directors to fix their remuneration;
3. to appoint auditors and to authorize the board of Directors to fix their remuneration;
4. to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

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 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 authorize 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;

NOTICE OF THE AGM

- (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;
 - (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 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 recognized regulatory body or any stock exchange applicable to the Company).”

NOTICE OF THE AGM

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 GEM or any other stock exchange on which the shares of the Company may be listed and recognized by The Securities and Futures Commission of Hong Kong (“Securities and Futures Commission”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company authorized 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;
 - (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 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
Chan Hing Ka Anthony
Chairman and Managing Director

Hong Kong, 18 April 2006