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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)

**CHANGE IN EXECUTIVE DIRECTOR, COMPANY SECRETARY,
AUTHORISED REPRESENTATIVE AND
INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “Board”) of directors (the “Directors”) of G.A Holdings Limited (the “Company” together with its subsidiaries, the “Group”) announces that Mr. Yeung Chak Sang (“Mr. Yeung”) has resigned as an executive Director, the company secretary and the qualified accountant of the Company and the authorised representative of the Company under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) for the purpose of exploring other opportunities for career development with effect from 16 November 2015. Mr. Lee Kwok Yung (“Mr. Lee”) has also tendered his resignation as an independent non-executive Director, the chairman of each of the audit committee and remuneration committee due to his personal business development which requires more of his attention.

Each of Mr. Yeung and Mr. Lee confirmed that he has no disagreement with the Board and there are no matters relating to each of their resignation that need to be brought to the attention of the Board and shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Board further announces that Mr. Ma Hang Kon, Louis (“Mr. Ma”) has been appointed as an executive Director, the chief financial officer and the company secretary of the Company and the authorised representative of the Company under the GEM Listing Rules with effect from 16 November 2015. Mr. Ma, aged 52, has over 30 years of working experience, mainly in professional services in Hong Kong, petrochemical, electronics and resources industries in the United States and in the Asia Pacific region. He also has extensive experience in managing businesses in listed companies both in Hong Kong and in the United States.

Mr. Ma is a member of each of The Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants, the Montana Board of Public Accountants and the Institute of Chartered Secretaries and Administrators. He graduated from the Kellogg School of Business, Northwestern University in the United States, the Hong Kong University of Science and Technology and the Hong Kong Polytechnic (the predecessor of The Hong Kong Polytechnic University).

Mr. Ma was an executive director and the chief executive officer of Merdeka Financial Services Group Limited (previously known as CCT Resources Holdings Limited and Tradeeasy Holdings Limited) (stock code: 8163), a company listed on the Growth Enterprise Market of the Stock Exchange, from October 2008 to January 2010 and from November 2010 to October 2013. Mr. Ma is also a director of various private companies.

The Board also announces that Mr. Zhou Ming (“Mr. Zhou”) has been appointed as the independent non-executive Director, the chairman of Audit Committee and the Remuneration Committee of the Company in place with Mr. Lee with effect from 16 November 2015. Mr. Zhou, aged 42, graduated from China University of Political Science and Law (中國政法大學) and holds a master degree in law from Peking University Law School (北京大學法學院). Mr. Zhou joined Global Law Office (Beijing) in 2001 and was admitted as a partner in 2007.

Save as disclosed in this announcement, Mr. Ma and Mr. Zhou (i) do not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company for the purpose of the GEM Listing Rules; (ii) do not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) do not hold other positions with other members of the Group; and (iv) do not have any directorship in any public listed companies in the past three years. Saved as disclosed above, there are no other matters relation to the appointment that need to be brought to the attention of the shareholders of the Company and there is no other information that should be disclosed pursuant to paragraphs 17.50(2)(h) to (v) of the GEM Listing Rules.

The Company entered into a service agreement with Mr. Ma and a letter of appointment with Mr. Zhou respectively, both having a term of three years commencing on 16 November 2015. Mr. Ma’s emoluments from the Company comprise salaries and rental reimbursement in the total amount of HK\$1,800,000 per annum and discretionary bonuses which are determined with reference to his duties and responsibilities with the Group, the Group’s performance as well as the market benchmark. Mr. Zhou’s remuneration as an independent non-executive Director is HK\$220,000 per annum, which is determined by the Board with reference to his workload and responsibilities.

Mr. Ma and Mr. Zhou shall hold office until the next general meeting and shall be eligible for re-election pursuant to the Company’s Articles of Association. Thereafter they will be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Company’s Articles of Association.

The Board would like to take this opportunity to express its gratitude to Mr. Yeung and Mr. Lee for their valuable contribution to the Company during their tenure of office and also express its warm welcome to Mr. Ma and Mr. Zhou on their new appointments.

By Order of the Board
G.A. Holdings Limited
Loh Boon Cha
Chairman

Hong Kong, 16 November 2015

As at the date of this announcement, the executive Directors are Mr. Loh Boon Cha, Mr. Lin Ju Zheng, Mr. Choy Choong Yew, Mr. Tan Cheng Kim, Mr. Zhang Xi and Mr. Ma Hang Kon, Louis; and the independent non-executive Directors are Mr. Zhou Ming, Mr. Yin Bin and Ms. Song Qi Hong.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading. This announcement will remain on the "Latest Company Announcements" page on the GEM website at www.hkgem.com for at least 7 days from the day of its posting and on the website of the Company at www.ga-holdings.com.hk.