



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 ANNUAL GENERAL MEETING

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary shares of HK\$0.10 each in the capital of **G.A. Holdings Limited** (the “Company”), HEREBY APPOINT ^(Note 3) _____ the chairman (the “Chairman”) of the meeting, or failing him _____ of _____ as my/our proxy to vote and act for me/us at the annual general meeting (and at any adjournment thereof) (the “Meeting”) of the Company to be held at Unit 1203, 12th Floor, Eton Tower, 8 Hysan Avenue, Causeway Bay, Hong Kong on Tuesday, 9 May 2017, at 4:00 p.m., 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.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1	To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company and auditors for the year ended 31 December 2016.		
2(a)	To re-elect Mr. Luo Wan Ju as an executive director of the Company.		
2(b)	To re-elect Mr. Xue Guo Qiang as an executive director of the Company.		
2(c)	To re-elect Mr. Zhang Xi as an executive director of the Company.		
2(d)	To re-elect Mr. Lin Ju Zheng as a non-executive director of the Company.		
2(e)	To re-elect Mr. Zhou Ming as an independent non-executive director of the Company.		
2(f)	To re-elect Mr. Yuen Kin Pheng as an independent non-executive director of the Company.		
2(g)	To re-elect Ms. Guan Xin as an independent non-executive director of the Company.		
2(h)	To authorise the board of directors of the Company to fix the directors’ remuneration.		
3	To re-appoint Grant Thornton Hong Kong Limited as auditors of the Company and authorise the board of directors of the Company to fix their remuneration.		
4A	To grant a general mandate to the directors to allot, issue and deal with additional shares of the Company.		
4B	To grant a general mandate to the directors to repurchase shares of the Company.		
4C	To extend the general mandate granted under resolution no. 4A by including nominal amount of the shares of the Company repurchased by the Company pursuant to resolution no. 4B.		

Date: _____

Signature ^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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).
- 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 CAPITAL**. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- 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.
- This proxy form must be signed by you or your attorney duly authorised 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 authorised to sign the same.
- To be valid, this proxy form, 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 registrar 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 proxy form 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 to this proxy form must be initialled by the person who signs it.