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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)

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAGE IN COMPOSITION OF BOARD COMMITTEES AND NON-COMPLIANCE OF RULE 5.05(1) AND 5.28 OF THE GEM LISTING RULES

The board (the “**Board**”) of directors (the “**Directors**”) of G.A. Holdings Limited (the “**Company**”) announces that Ms. Pang Yuen Shan Christina (“**Ms. Pang**”) has tendered her resignation as an independent non-executive director of the Company, chairman of the nomination committee and members of each of the audit committee and remuneration committee of the Company, with effect from 31 March 2025 due to her other business commitment.

Ms. Pang has confirmed that she has no disagreement with the Company in any respect and there are no other matters which need to be brought to the attention of the shareholders of the Company and the Stock Exchange of Hong Kong Limited in relation to her resignation.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board further announce that, with effect from 31 March 2025, Mr. Lin Ju Zheng (“**Mr. Lin**”), has been appointed as the chairman of nomination committee and a member of the remuneration committee of the Company. Mr. Lin will continue to be an independent non-executive Director and a member of the audit committee of the Company.

NON-COMPLIANCE OF RULE 5.05(1) AND 5.28 OF THE GEM LISTING RULES

The Board noted that, upon the resignation of Ms. Pang, the Company, having only two independent non-executive Directors, is not in compliance with

- (i) Rule 5.05(1) of the GEM Listing Rules, which stipulates that the Board must include at least three independent non-executive Directors; and
- (ii) Rule 5.28 of the GEM Listing Rules, which stipulates that the Audit Committee must comprise a minimum of three members.

The Board will appoint appropriate persons to fill the vacancies as soon as possible within three months from 31 March 2025, pursuant to Rule 5.06 and 5.36 of the GEM Listing Rules. Further announcement will be made by the Company in relation to such appointment as and when appropriate.

The Board would like to express its gratitude to Ms. Pang for her invaluable contribution to the development of the Company during her tenure.

By order of the Board
G.A. Holdings Limited
Ma Hang Kon Louis
Executive Director and Company Secretary

Hong Kong, 31 March 2025

As at the date of this announcement, the Board comprises Mr. Choy Choong Yew and Mr. Ma Hang Kon, Louis, being the executive Directors; and Ms. Guan Xin and Mr. Lin Ju Zheng, being the independent non-executive Directors.