



**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)**

**RESULTS ANNOUNCEMENT**  
**FOR THE THREE MONTHS ENDED 31 MARCH 2011**

**CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (THE “GEM”) OF THE  
STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

**GEM has been positioned as a market designed to accommodate companies to which a high investment risk may be attached than other companies listed on the Stock Exchange. Prospective investor should be aware of the potential risk 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.**

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*This announcement, for which the directors (the “Directors”) of G.A. Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on basis and assumptions that are fair and reasonable.*

The board (the “Board”) of directors (the “Directors”) of G.A. Holdings Limited (the “Company”) is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the three months ended 31 March 2011.

## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

*For the three months ended 31 March 2011*

		<b>(Unaudited)</b> <b>three months ended</b> <b>31 March</b>	
	<i>Notes</i>	<b>2011</b> <b>S\$'000</b>	<b>2010</b> <b>S\$'000</b>
<b>Revenue</b>	2	<b>12,887</b>	11,249
Other income	2	<b>825</b>	1,014
		<b>13,712</b>	12,263
Cost of sales		<b>(8,905)</b>	(7,790)
Employee benefit expenses		<b>(1,000)</b>	(796)
Depreciation and amortisation		<b>(469)</b>	(445)
Operating lease charges		<b>(265)</b>	(277)
Exchange differences, net		<b>(272)</b>	14
Other operating expenses		<b>(1,097)</b>	(690)
<b>Profit from operating activities</b>		<b>1,704</b>	2,279
Finance costs		<b>(469)</b>	(346)
<b>Profit before income tax</b>		<b>1,235</b>	1,933
Income tax expense	3	<b>(320)</b>	(233)
<b>Profit for the period</b>		<b>915</b>	1,700
<b>Other comprehensive income, including reclassification adjustments for the period</b>			
Exchange (loss)/gain on translation of financial statements of foreign operations		<b>(184)</b>	68
<b>Total comprehensive income for the period</b>		<b>731</b>	1,768
<b>Profit for the period attributed to:</b>			
Owners of the Company		<b>918</b>	1,703
Non-controlling interests		<b>(3)</b>	(3)
		<b>915</b>	1,700
<b>Total comprehensive income attributed to:</b>			
Owners of the Company		<b>739</b>	1,773
Non-controlling interests		<b>(8)</b>	(5)
		<b>731</b>	1,768
Earnings per share attributable to the owners of the Company for the period			
– Basic (Singapore cents)	4	<b>0.193</b>	0.393

# CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (UNAUDITED)

For the three months ended 31 March 2011 and 2010

	Equity attributable to equity holders of the Company						Non-	
	Equity Issued capital S\$'000	Share premium S\$'000	Capital reserve S\$'000	Translation reserve S\$'000	Retained profits S\$'000	Total S\$'000	controlling interests S\$'000	Total equity S\$'000
As at 1 January 2010	9,637	5,179	1,689	(2,049)	23,275	37,731	356	38,087
Profit/(loss) for the period	-	-	-	-	1,703	1,703	(3)	1,700
Other comprehensive income, including reclassification adjustments								
Translation difference	-	-	-	70	-	70	(2)	68
Total comprehensive income for the period	-	-	-	70	1,703	1,773	(5)	1,768
As at 31 March 2010	<u>9,637</u>	<u>5,179</u>	<u>1,689</u>	<u>(1,979)</u>	<u>24,978</u>	<u>39,504</u>	<u>351</u>	<u>39,855</u>
As at 1 January 2011	10,417	6,136	1,689	(2,851)	26,914	42,305	329	42,634
Profit/(loss) for the period	-	-	-	-	918	918	(3)	915
Other comprehensive income, including reclassification adjustments								
Translation difference	-	-	-	(179)	-	(179)	(5)	(184)
Total comprehensive income for the period	-	-	-	(179)	918	739	(8)	731
As at 31 March 2011	<u>10,417</u>	<u>6,136</u>	<u>1,689</u>	<u>(3,030)</u>	<u>27,832</u>	<u>43,044</u>	<u>321</u>	<u>43,365</u>

Notes:

## 1. BASIS OF PREPARATION

The Company and its subsidiaries (the “Group”) are principally engaged in the sales of motor vehicles and provision of car-related technical services, servicing of motor vehicles and sales of auto parts.

The unaudited condensed consolidated financial results have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”) as issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), the disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”)

The accounting policies adopted for the preparation of these unaudited consolidated results of the Group are consistent with those adopted by the Group in the preparation of annual audited financial statements for the year ended 31 December 2010.

## 2. REVENUE

Revenue of the Group is recognised by category is as follows:

	<b>(Unaudited)</b> <b>three months ended</b> <b>31 March</b>	
	<b>2011</b>	<b>2010</b>
	<b>S\$'000</b>	<b>S\$'000</b>
Sales of motor vehicles	<b>3,363</b>	3,694
Servicing of motor vehicles and sales of auto parts	<b>7,985</b>	6,463
Technical fee income	<b>1,539</b>	1,092
	<b><u>12,887</u></b>	<b><u>11,249</u></b>

Other income

	<b>(Unaudited)</b> <b>three months ended</b> <b>31 March</b>	
	<b>2011</b>	<b>2010</b>
	<b>S\$'000</b>	<b>S\$'000</b>
Rental income – sublease	<b>652</b>	578
Interest income on financial assets stated at amortised cost	<b>9</b>	9
Other income	<b>164</b>	427
	<b><u>825</u></b>	<b><u>1,014</u></b>

### 3. INCOME TAX EXPENSE

The charge comprises:

	<b>(Unaudited)</b> <b>three months ended</b> <b>31 March</b>	
	<b>2011</b>	<b>2010</b>
	<i>S\$'000</i>	<i>S\$'000</i>
Hong Kong profits tax	<b>72</b>	113
Overseas taxation	<b>248</b>	120
	<hr/>	<hr/>
	<b>320</b>	233
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Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profits. Taxation on overseas profits has been calculated on the estimated assessable profit for the period at the rate of tax prevailing in the countries in which the Group operates.

The income tax provision in respect of operations in the PRC is calculated at the applicable rates on the estimated assessable profits for the year based on the unification of the income tax rates for domestic-invested and foreign invested enterprises at 25%.

The Group has no material unprovided deferred taxation for the period. (2010: Nil)

### 4. EARNINGS PER SHARE

The calculation of basic earnings per share for the three months ended 31 March 2011 was based on the unaudited profit attributable to owners of the Company for the period S\$918,000 (2010: S\$1,703,000) and on the 476,300,000 (2010: 433,000,000) ordinary shares in issue during the period.

Diluted earnings per share was not presented as there were no dilutive potential ordinary shares in existence during the three months ended 31 March 2011 and 2010.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **BUSINESS REVIEW**

For the three months ended 31 March 2011, revenue of the group recorded an increase of 14.6%, while gross profit margin for the Group maintained steadily at 30.9%. The increase servicing of motor vehicles and the technical fee income attributed to the overall increase in total revenue though the sales of motor vehicles recorded as slight decrease. However, the profit after tax recorded a decrease of 46.2% owing to the increase in operating expenses. The employee benefits expenses had increased by 25.6% that is attributable to the staff bonus for outstanding performance of the Group in 2010. Increase of 59% in other operating expenses is attributable from various promotional events held in China in 2011.

#### **1. Sales of motor vehicles**

For the three months ended 31 March 2011, the revenue generated from sales of motor vehicles was approximately S\$3,363,000, representing a decrease of approximately 9.0% as compared to the corresponding period in 2010. The decrease was mainly due to the change in fiscal policy for the tax incentive in purchasing imported automobiles, as well as the seasonal upheld of purchase incentive after Chinese New Year. The aforesaid cut-down of incentive has adversely affected imported passenger cars market during the period.

#### **2. Servicing of motor vehicles and sales of auto parts**

Revenue generated from servicing of motor vehicles and sales of auto parts increased by approximately 23.5% to approximately S\$7,985,000 as compared to the corresponding period in 2010. The increase was due to the continuous demand of after sales support for luxurious vehicles.

#### **3. Technical fee income**

Technical fee income was received from Zhong Bao Group for providing management consulting and technical assistance for the locally assembled BMW vehicles. Technical fee income for the three months ended 31 March 2011 was approximately S\$1,539,000, increased by approximately 40.9% compared to the corresponding period in 2010. This increase was due to the corresponding increase in car sales of locally assembled BMW sold by Zhong Bao Group during the period.

#### **4. Car rental business**

The operation of car rental business in Hong Kong for the three months ended 31 March 2011 was approximately S\$652,000, representing an increase of 12.8% compared to the corresponding period in 2010.

## **FINANCIAL REVIEW**

### **Revenue**

The unaudited consolidated revenue for the three months ended 31 March 2011 increased to approximately S\$12,887,000 from approximately S\$11,249,000 for the corresponding period in 2010. This represented an increase of approximately 14.6%. The increase was mainly contributed by the increase in servicing of motor vehicles, sales of auto parts and technical fee income.

### **Gross profit**

The gross profit for the three months ended 31 March 2011 was approximately S\$3,982,000, an increase of approximately 15.1% as compared to the corresponding period in 2010. The increase in gross profit was mainly due to increased revenue generated from the segment of servicing of motor vehicles and technical fee income. The gross profit margin was approximately 30.9% for the three months ended 31 March 2011, similar to the corresponding period in 2010.

### **Operating lease charges**

During the three months ended 31 March 2011, the operating lease charges was approximately S\$265,000 as compared to the S\$277,000 of the corresponding period in 2010. The decrease was mainly due to the fluctuation of exchange currencies against RMB.

### **Exchange (loss)/gain**

During the three months ended 31 March 2011, the exchange loss was approximately S\$272,000. The exchange loss was mainly due to the fluctuation of other currencies against RMB, as the Group's main operation was conducted in RMB.

### **Other operating expenses**

For the three months ended 31 March 2011, other operating expenses were approximately S\$1,097,000 representing an increase of approximately 59.0% as compared to the corresponding period in 2010. This was mainly due to the increase in advertising, promotional and functional expenses for various marketing campaigns held in China during the first quarter in 2011.

### **Total comprehensive income attributable to owners of the Company**

The total comprehensive income attributable to owners of the Company for the three months ended 31 March 2011 was approximately S\$739,000, representing a decrease of approximately 58.3% compared to the corresponding period in 2010. The sharply decrease was mainly due to the increase in operating and finance expenses incurred as the business continue to grow in year 2011 and as a result of an improved performance recorded in year 2010. The decrease was also due to the fluctuation of other currencies against RMB.

## INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the three months ended 31 March 2011 (three months ended 31 March 2010: Nil).

## PROSPECTS

The year 2011 is a year of challenge. While the global economy sheds some light of steady recovery, many countries are managing the impact of inflation cautiously.

Prestigious car still plays an important role in the market of luxury commodities in China. Though measures to restrict the number of new automobiles in various regions of China have been implemented early this year, the demand of deluxe automotive China has not slowed down even rocketing inflation is imminent. Such huge demand of luxury cars also contributes to the related after sales services and supplementary auto parts. The Group is cautiously optimistic about the continuous growth of our market this year under such volatile market conditions.

Besides devoting our effort in the sales of automobiles in China, the Group will also explore further the car rental business with its customers so as to enhance the profitability and cashflow of the local business operations.

## DIRECTOR'S INTEREST AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2011, the interests or short position of Directors in the shares, underlying shares and debentures of the Company and its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which are notified to the Company and the Stock Exchange pursuant to SFO (including interests or short positions which they are taken or deemed to have under the provisions of the SFO), or which are required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required pursuant to the required standard of dealings by directors as referred to in Rule 5.46 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

### Long positions in shares

Name	Capacity	Number of ordinary shares held				Total	Approximate percentage of shareholding
		Personal Interest	Family Interest	Corporate Interest	Other Interests		
Loh Nee Peng	Interest of a controlled corporation	–	–	100,149,480 (Note 1)	–	100,149,480	21.03%
Loh Boon Cha	Deemed interest	–	54,865,480 (Note 2)	45,284,000 (Note 2)	–	100,149,480	21.03%



*Notes:*

1. The 100,149,480 shares are held as to 54,865,480 shares by Big Reap International Limited and as to 45,284,000 shares by Loh & Loh Construction Group Ltd., which are interested as to 100% and 15%, respectively by Mr. Loh Nee Peng. By virtue of the SFO, Mr. Loh Nee Peng is deemed to be interested in the shares held by Big Reap International Limited and Loh & Loh Construction Group Ltd.
2. The 100,149,480 shares are held as to 45,284,000 shares by Loh & Loh Construction Group Ltd., which is interested as to 21% by Mr. Loh Boon Cha; and as to 54,865,480 shares by Big Reap International Limited which is interested as to 100% by Mr. Loh Nee Peng. By virtue of the SFO, Mr. Loh Boon Cha is deemed to be interested in the shares held by Big Reap International Limited due to family ties as Mr. Loh Boon Cha is the father of Mr. Loh Nee Peng.

Save as disclosed above, as at 31 March 2011, none of the Directors or their associates, has any interests or short positions in the shares, underlying shares and debentures of the Company and its associated corporation (within the meaning of Part XV of the SFO) which are notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under the provisions of the SFO), or which are required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required pursuant to Rule 5.46 to 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

## **INTERESTS AND SHORT POSITION OF SHAREHOLDERS**

As at 31 March 2011, the persons or corporations (other than directors or chief executive of the Company) who have interests or short position in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO or have otherwise notified to the Company were as follows:

<b>Name</b>	<b>Capacity</b>	<b>Number of shares held</b>	<b>Approximate percentage of shareholding</b>
Loh & Loh Construction Group Ltd.	Beneficial owner (Note 1)	45,284,000	9.51%
Loh Kim Her	Interest of a controlled corporation (Note 2)	53,284,000	11.18%
Fang Zhen Chun	Beneficial owner	90,792,000	19.06%
Chan Hing Ka Anthony	Beneficial owner and interest of a controlled corporation (Note 3)	95,141,925	19.98%

*Notes:*

1. Loh & Loh Construction Group Ltd. 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 and as to 21% by Mr. Loh Boon Cha, Mr. Chan Hing Ka Anthony, Mr. Loh Kim Her and Mr. Loh Nee Peng are Directors and Mr. Loh Boon Cha is the brother of Mr. Loh Kim Her and the father of Mr. Loh Nee Peng.
2. The 53,284,000 shares held as to 8,000,000 shares by Affluence Investment International Limited, and as to 45,284,000 shares by Loh & Loh construction Group Ltd., which are interested as to 100% and 15% respectively by Mr. Loh Kim Her. By virtue of the SFO, Mr. Loh Kim Her is deemed to be interested in the shares held by Affluence Investment Limited and Loh & Loh Construction Group Ltd.
3. The 95,141,925 shares held as to 49,481,925 shares by Tycoons Investment International Limited and as to 45,284,000 shares by Loh & Loh Construction Group Ltd., which are interested as to 100% and 49% respectively by Mr. Chan Hing Ka Anthony, as well as 376,000 shares held directly by Mr. Chan Hing Ka Anthony. By virtue of the SFO, Mr. Chan Hing Ka Anthony is deemed to be interested in the shares held by Tycoons Investment International Limited and Loh & Loh Construction Group Ltd.

Save as disclosed above, as at 31 March 2011, the Directors are not aware of any other person or corporation having an interests or short positions in the shares and underlying shares of the Company representing 5% or more of the issued share capital of the Company.

## **DIRECTORS' AND CHIEF EXECUTIVES' RIGHT TO SUBSCRIBE FOR EQUITY OR DEBT SECURITIES**

None of the Directors or chief executives or their spouse or children under the age of 18 was granted by the Company or any of its subsidiaries any right to subscribe for equity or debt securities of the Company or any body corporate.

## **COMPETING INTERESTS**

During the three months ended 31 March 2011, none of the Directors or the management shareholders of the Company (as defined under the GEM Listing Rules) had any interest in a business which competes or may compete with the business of the Group.

## **SHARE OPTION SCHEME**

During the three months ended 31 March 2011, the Company did not adopt any share option schemes, nor did it have any options or securities in issue which are convertible or exchangeable into shares of the Company.

## ADVANCES TO ENTITIES

Pursuant to the Rules 17.16 and 17.17, a disclosure obligation arises where the increment of advanced amount to an entity from the Group exceeds 3% under the assets ratio as defined under Rule 19.07(i) of the GEM Listing Rules (the “Assets Ratio”). As at 31 March 2011, the Company’s total assets were approximately S\$85,517,000.

	(Unaudited)			(Audited)		Increment as
	As at		Assets	As at		compared to
	31 March 2011		Ratio	31 December 2010		Assets Ratio
	S\$'000	HK\$'000	(%)	S\$'000	HK\$'000	(%)
NAGC Group:						
Prepaid rental expenses	6,368	39,309	7.5%	6,406	38,824	0.2%
Advances to NAGC	78	481	0.1%	870	5,273	N/A
Guarantee to NAGC	<u>3,528</u>	<u>21,778</u>	<u>4.1%</u>	<u>3,601</u>	<u>21,824</u>	N/A
	<u><u>9,974</u></u>	<u><u>61,568</u></u>	<u>11.7%</u>	<u><u>10,877</u></u>	<u><u>65,921</u></u>	
Zhong Bao Group*:						
Advances to Zhong Bao Group	15,578	96,160	18.2%	16,559	100,358	N/A
Guarantee to Zhong Bao Group	<u>28,416</u>	<u>175,407</u>	<u>33.2%</u>	<u>28,860</u>	<u>174,909</u>	0.3%
	<u><u>43,994</u></u>	<u><u>271,567</u></u>	<u>51.4%</u>	<u><u>45,419</u></u>	<u><u>275,267</u></u>	
	<u><u>53,968</u></u>	<u><u>333,135</u></u>	<u>63.1%</u>	<u><u>56,296</u></u>	<u><u>341,188</u></u>	

\* Being Xiamen Zhong Bao and certain of its subsidiaries and related companies (the “Zhong Bao Group”)

- 1) The details of transactions to NAGC which are of trading nature and remain outstanding as at 31 March 2011 are announced as follows:

### **Prepaid rental Expenses due from NAGC**

As at 31 March 2011, prepaid rental expenses of the amount of approximately S\$6,368,000 (equivalent to approximately HK\$39,309,000) (as at 31 December 2010: S\$6,406,000; equivalent to approximately HK\$38,824,000) were made in accordance with the co-operation agreement in March 2000 and entered between the Group and China National Automotive Anhua Hertz Services Centre Co., Ltd. (“CNA Anhua (Hertz)”), a wholly owned subsidiary of NAGC for the construction of three showrooms/service centres and related facilities in Guangdong Province, Xiamen and Beijing. CNA Anhua (Hertz) is not connected with the Company, the Directors, chief executive, substantial shareholders or management shareholders of the Company and its subsidiaries or any of their respective associates (as defined under the GEM Listing Rules). As further disclosed in the circular under the section headed “Update on the Progress of the Co-operation Projects with North Anhua Group Corporation and its Related Companies” issued by the Company dated 6 January 2004 (the “Circular”), according to the supplemental agreement entered between the Group and CNA Anhua (Hertz) dated 15 October 2002, the establishment of a showroom/service centre in Guangdong Province was not pursued. Therefore, the number of service centres was reduced to two. The Directors are of the view that the construction of showrooms/service centres and related facilities under these co-operation projects are important to the Group to achieve its business objectives as mentioned in the Prospectus and the prepaid rental expenses were made under normal commercial terms and in the ordinary course of business of the Group. The prepaid rental expenses entitled the Group to use such facilities for 50 years from the date of completion of the developments. The prepaid rental expense for the development project in Beijing was completed in December 2001. The development project in Haichang, Xiamen was completed in December 2003. The prepaid rental expenses were unsecured and interest free. The prepaid rental expenses for each of the said development project are amortized on a straight line basis over 50 years from the date of completion.

### **Advances to NAGC**

Approximately S\$78,000 (equivalent to approximately HK\$481,000) (as at 31 December 2010: S\$870,000; equivalent to approximately HK\$5,273,000) were advanced to NAGC Group, representing 0.1% of the Group’s Assets Ratio. The advances were for their purchase of automobiles and related import tax expenses so as to leverage the distribution network of NAGC Group for marketing and promotional purposes. As disclosed under the section headed “Risk Factors” of the Prospectus, the PRC imposes restrictions on the imports of motor vehicles. NAGC Group is one of the eligible entities in the PRC which are allowed to distribute imported automobiles in the PRC. The Directors considered that the Group’s reliance on NAGC Group in promoting sales of imported cars in the PRC and the provision of advances to NAGC Group by the Group in this regard are normal commercial practice. The advances were unsecured, interest free and repayable in or before June 2011.

## **Guarantee to NAGC**

Guarantee in the amount of approximately S\$3,528,000 (equivalent to approximately HK\$21,778,000) (as at 31 December 2010: S\$3,601,000; equivalent to approximately HK\$21,824,000) were provided to a bank in respect of banking facilities granted to NAGC Group. The guarantees were for the banking facilities granted for the use in car rental business by the three sub-licensees. The Group is negotiating with the correspondent bank to release the above guarantees. The Group does not have any security or receive any considerations from NAGC Group by giving such guarantee.

- 2) The details of transactions to Zhong Bao Group which are of trading nature and remain outstanding as at 31 March 2011 are announced as follows:

### **Advances to Zhong Bao Group**

As at 31 March 2011, advances of approximately S\$15,578,000 (equivalent to approximately HK\$96,160,000) (as at 31 December 2010: S\$16,559,000; equivalent to approximately HK\$100,358,000) were advanced to Zhong Bao Group, representing 18.2% of the Group's Assets Ratio.

The advances were made for the marketing activities of the PRC manufactured BMW motor vehicles in accordance with a co-operation agreement entered between Xiamen Zhong Bao and the Group on 7 October 2008. There comprised a portion were the technical fee income derived from the provision of management consulting and technical assistance to Zhong Bao Group in relation to their sales of the PRC manufactured BMW motor vehicles. The amounts due from Xiamen Zhong Bao were unsecured, interest free and repayable in cash by the end of October 2011.

### **Guarantee to Zhong Bao Group**

Guarantees in the amount of approximately S\$28,416,000 (equivalent to approximately HK\$175,407,000) (as at 31 December 2010: S\$28,860,000; equivalent to approximately HK\$174,909,000) were provided to a bank in respect of banking facilities granted to Zhong Bao Group. The guarantees were for the bank facilities granted for the use in car trade business of Zhong Bao Group.

## **CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS**

During the three months ended 31 March 2011, the Company had adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings set out in Rules 5.46 to 5.67 of the GEM Listing Rules. The Company also had made specific enquiry of all directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by directors.

## **CORPORATE GOVERNANCE**

The Company has complied with the standards and requirements concerning board practices and procedures of the Board as set out in Rules 5.34 of the GEM Listing Rules. The Board also considers that the Company has complied with the Code on Corporate Governance Practices as set out in Appendix 15 of the GEM Listing Rules. Application of corporate governance policies are consistent with those adopted by the Group in the preparation of the annual report for the year ended 31 December 2010.

## **AUDIT COMMITTEE**

Pursuant to Rule 5.28 of the GEM Listing Rules, the Company's Audit Committee was formed on 5 June 2002 and is currently composed of namely, Mr. Lee Kwok Yung, Mr. Yin Bin, Mr. Lin Ju Zheng and Miss Song Qi Hong. The primary duties of the Audit Committee are (a) to review the Group's annual reports, financial statement, interim reports and quarterly reports, (b) to provide advice and comments thereon to the Board and (c) to review and supervise the financial reporting process and the internal control procedures of the Group. The audit committee has received the first quarterly results and provided comments.

These unaudited condensed consolidated financial results have been reviewed by the audit committee of the Company and were approved by the board of directors on 13 May 2011.

## **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the three months ended 31 March 2011.

## **DIRECTORS OF THE COMPANY**

Executive directors of the Company as at the date hereof are Mr. Loh Boon Cha, Mr. Loh Nee Peng and Mr. Xu Ming. Independent non-executive directors of the Company as at the date hereof are Mr. Yin Bin, Mr. Lee Kwok Yung, Mr. Lin Ju Zheng and Miss Song Qi Hong.

By Order of the Board  
**G.A. Holdings Limited**  
**Loh Nee Peng**  
*Managing Director*

Hong Kong, 13 May 2011

*This announcement will remain on the "Latest Company Announcements" page on the GEM website at [www.hkgem.com](http://www.hkgem.com), the HKEx website at [www.hkexnews.hk](http://www.hkexnews.hk) and the company's website at [www.ga-holdings.com.hk](http://www.ga-holdings.com.hk) for at least 7 days from the date of its posting.*