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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)

**PROPOSED TRANSFER OF LISTING
FROM GEM TO THE MAIN BOARD OF
THE STOCK EXCHANGE OF HONG KONG LIMITED**

Sponsor to the Company



This announcement is made pursuant to Rules 9.26 and 17.10(2)(a) of the GEM Listing Rules and the Inside Information Provisions.

The Board is pleased to announce that on 18 September 2018, the Company submitted a formal application to the Stock Exchange for the Proposed Transfer of Listing of (i) all the Shares in issue; and (ii) the new Shares which may fall to be issued pursuant to the exercise of the share options which may be granted under the Share Option Scheme, from GEM to the Main Board of the Stock Exchange pursuant to Chapter 9A and Appendix 28 of the Main Board Listing Rules and Chapter 9 of the GEM Listing Rules.

There is no assurance that permission will be obtained from the Stock Exchange for the Proposed Transfer of Listing. Shareholders and potential investors should be aware that the implementation of the Proposed Transfer of Listing is subject to, among others, the fulfillment of all the conditions for the Proposed Transfer of Listing as set out in this announcement. Accordingly, the Proposed Transfer of Listing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

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REASONS FOR THE PROPOSED TRANSFER OF LISTING

The Company has been listed on GEM since June 2002. The Company is an investment holding company and its subsidiaries are principally engaged in the sales of motor vehicles, provision of car-related technical services, servicing of motor vehicles, sales of auto parts and provision of car rental services.

The Board believes that the Proposed Transfer of Listing will improve the liquidity of the Shares and enhance the profile of the Group. The Board considers that the Proposed Transfer of Listing will be beneficial to the future growth and business development of the Group and will also enhance its financing resourcefulness. As at the date of this announcement, there is no intention of the Board to change the nature of business of the Group following the Proposed Transfer of Listing. The Proposed Transfer of Listing will not involve the issue of any new Shares by the Company.

CONDITIONS OF THE PROPOSED TRANSFER OF LISTING

The Proposed Transfer of Listing is conditional upon, among other things:

- (a) the Company's fulfillment of all the applicable listing requirements on the Main Board as stipulated in the Main Board Listing Rules;
- (b) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in on the Main Board (i) all the Shares in issue; and (ii) the new Shares which may fall to be issued pursuant to the exercise of share options that may be granted under the Share Option Scheme; and
- (c) all other relevant consents required or in connection with the implementation of the Proposed Transfer of Listing having been obtained, and the fulfillment of all conditions which may be attached to such consents, if any.

As at the date of this announcement, the Company has 476,300,000 Shares in issue.

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GENERAL

In connection with the Proposed Transfer of Listing, the Company has appointed Fortune Financial Capital as its sole sponsor in accordance with the Main Board Listing Rules.

The Board would like to emphasise that the definitive timetable for the Proposed Transfer of Listing has yet to be finalised. The Company will make further announcement(s) in relation to the progress of the Proposed Transfer of Listing as and when appropriate.

DEFINITIONS

In this announcement, the following terms shall have the following meanings unless the context otherwise requires:

“Board”	the board of Directors
“Company”	G.A. Holdings Limited, a company incorporated in the Cayman Islands with limited liability and carrying on business in Hong Kong under the trading name of German Automobiles International Limited
“Director(s)”	the director(s) of the Company
“Fortune Financial Capital”	Fortune Financial Capital Limited, a corporation licensed by the Securities and Futures Commission to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, and is the sole sponsor for the Proposed Transfer of Listing
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company together with its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“Inside Information Provisions”	the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the SFO
“Listing Committee”	the listing committee of the board of directors of the Stock Exchange
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) which stock market continues to be operated by the Stock Exchange in parallel with GEM, and for avoidance of doubt, the Main Board excludes GEM
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Main Board
“Proposed Transfer of Listing”	the proposed transfer of listing of (i) all the Shares in issue; and (ii) the new Shares which may fall to be issued pursuant to the exercise of the share options which may be granted under the Share Option Scheme from GEM to the Main Board
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Share Option Scheme”	the share option scheme adopted by the Company pursuant to a resolution passed by the Shareholders on 10 October 2014
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By Order of the Board
G.A. Holdings Limited
Luo Wan Ju
Chairman

Hong Kong, 18 September 2018

As at the date hereof, the executive Directors are Mr. Luo Wan Ju, Mr. Choy Choong Yew, Mr. Zhang Xi, Mr. Ma Hang Kon, Louis and Mr. Xue Guo Qiang; the non-executive Director is Mr. Lin Ju Zheng; and the independent non-executive Directors are Mr. Zhou Ming, Mr. Yuen Kin Pheng, Mr. Yin Bin and Ms. Guan Xin.

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 enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and 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 with the domain name of www.hkgem.com for at least 7 days from the date of its posting and on the website of the Company at www.ga-holdings.com.hk.