

## DEFINITIONS

*In this prospectus, unless the context otherwise requires, the following words and expressions have the following meanings:*

“Active Business Pursuit Period”	the two years ended 31st December, 2000 and 2001 and the period from 1st January, 2002 to the Latest Practicable Date
“Articles”	the articles of association of the Company
“associates”	has the meaning as ascribed thereto under the GEM Listing Rules
“business day”	any day (other than a Saturday or Sunday or public holiday) on which banks in Hong Kong are generally open for business
“BVI”	the British Virgin Islands
“Company”	G. A. Holdings Limited (carrying on business in Hong Kong under the trading name of German Automobiles International Limited), a company incorporated in the Cayman Islands with limited liability on 5th July, 2001
“Director(s)”	director(s) of the Company
“Forward Looking Period”	the period from the Latest Practicable Date to 31st December, 2004
“Group”	the Company and its subsidiaries or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries, such subsidiaries of the Company
“independent third party”	a person who is not connected with the Directors, chief executive, substantial shareholders or management shareholders of any member of the Group or any of their respective associates
“Initial Management Shareholders”	collectively, Loh & Loh, Mr. Loh Kim Her, Mr. Anthony Chan, Mr. Loh Nee Peng, L&B, Big Reap Investment, Tycoons Investment, Affluence Investment, Comfort (China), Comfort Group, Zhongqi Technology, Mr. Tan Cheng Kim and Mr. Lim Tee Peng
“Latest Practicable Date”	31st May, 2002, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus
“Listing Date”	the date on which dealings in the Shares commence on GEM

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“Lock-up Period”	a period of twelve months from the Listing Date
“management shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“New Shares”	the 80,000,000 Shares being offered for sale by the Company at the Placing Price pursuant to the Placing
“passenger vehicles”	motor vehicles designed to carry nine passengers or less and used for the transportation of persons
“Placing”	the conditional placing of the Placing Shares, in each case, for cash at the Placing Price with professional, institutional and other investors by the Underwriters on behalf of the Company as described in the section headed “Structure of the Placing” in this prospectus on and subject to the terms and conditions contained in the Underwriting Agreement as described in the section headed “Underwriting” in this prospectus and the placing letters relating thereto
“Placing Price”	the price per Placing Share (exclusive of brokerage costs, the SFC transaction levy and the Stock Exchange trading fee) at which the Shares are to be subscribed and issued pursuant to the Placing
“Placing Shares”	the New Shares and the Sale Shares being conditionally placed by the Underwriters under the Placing
“relevant securities”	has the same meaning ascribed thereto in Rule 13.15 of the GEM Listing Rules
“Reorganisation”	the reorganisation of the Group in preparation for the listing of the Shares on GEM, the details of which are set out in the section “Statutory and General Information” in appendix IV to this prospectus
“Sale Shares”	the 20,000,000 existing Shares offered for sale by Loh & Loh at the Placing Price pursuant to the Placing
“Share(s)”	fully paid ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Substantial Shareholders”	Mr. Anthony Chan, Mr. Loh Kim Her, Mr. Loh Nee Peng, Loh & Loh, Comfort Group and Comfort (China), the substantial shareholders of the Company having the meaning ascribed thereto in the GEM Listing Rules

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“Track Record Period”	the two years ended 31st December, 2000 and 2001
“Underwriters”	Cash, First Shanghai Securities Limited, Hooray Securities Limited, JS Cresvale, Shun Loong Securities Company Limited, UOB Kay Hian (Hong Kong) Limited and YF Securities Company Limited
“Underwriting Agreement”	the underwriting agreement relating to the Placing dated 10th June, 2002 entered into between, among others, the Company and the Underwriters, details of which are set out in the section headed “Underwriting” in this prospectus
“DEM”	Deutsche marks, the lawful currency of the Federal Republic of Germany
“euro”	the single currency of the participating member states from time to time of the European Union that adopt such currency in accordance with the Treaty on European Union signed on 7th February, 1992 as amended
“HK\$” and “cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“SGD”	Singapore dollars, the lawful currency of Singapore
“US\$”	United States dollars, the lawful currency of the US
“%”	per cent.
“sq.ft.”	square feet

*Note: For the purpose of this prospectus, unless otherwise indicated, conversion of SGD into HK\$ is calculated at the approximate exchange rate of SGD0.2223 to HK\$1 and SGD0.229 to HK\$1 in 2000 and 2001 respectively, conversion of RMB into SGD is calculated at the approximate exchange rate of SGD0.209 to RMB1 and SGD0.223 to RMB1 in 2000 and 2001 respectively.*