

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 AN INDEPENDENT NON-EXECUTIVE DIRECTOR,
CHANGE IN COMPOSITION OF BOARD COMMITTEES AND NON-
COMPLIANCE OF RULES 5.05(1), 5.28, 5.34 AND 5.36A OF THE GEM
LISTING RULES**

The board (the “**Board**”) of directors (the “**Directors**”) of G.A. Holdings Limited (the “**Company**”) announces that Mr. Zhou Ming (“**Mr. Zhou**”) has tendered his resignation as an independent non-executive Director, chairman of the audit committee and remuneration committee of the Company and a member of nomination committee of the Company, with effect from 15 July 2024 due to his health issues.

Mr. Zhou has confirmed that he 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 (the “**Stock Exchange**”) in relation to his resignation.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board further announce that, with effect from 15 July 2024, Ms. Guan Xin (“**Ms. Guan**”), members of the audit committee and remuneration committee of the Company, has been re-designated as the chairman of the audit committee and remuneration committee of the Company. Ms. Guan will continue to be an independent non-executive Director and a member of the nomination committee of the Company.

NON-COMPLIANCE OF RULES 5.05(1), 5.28, 5.34 AND 5.36A OF THE GEM LISTING RULES

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

- (i) Rule 5.05(1) of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) , which stipulates that the Board must include at least three independent non-executive directors;
- (ii) Rule 5.28 of the GEM Listing Rules, which stipulates that the audit committee must comprise a minimum of three members;
- (iii) Rule 5.34 of the GEM Listing Rules, which stipulates that the remuneration committee must comprise a majority of independent non-executive directors; and
- (iv) Rule 5.36A of the GEM Listing Rules, which stipulates that the nomination committee must comprise a majority of independent non-executive directors.

The Board will appoint appropriate persons to fill the vacancies as soon as possible within three months from 15 July 2024, pursuant to Rules 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 Mr. Zhou for his invaluable contribution to the development of the Company during his tenure.

By order of the Board
G.A. Holdings Limited
Yuen Kin Pheng
Chairman

Hong Kong, 15 July 2024

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

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 Listed Company Information” page on the GEM website at <http://www.hkgem.com> for at least 7 days from the day of its posting and on the website of the Company at <http://www.ga-holdings.com.hk>.