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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 EXECUTIVE DIRECTOR AND  
CHANGE OF COMPLIANCE OFFICER AND  
AUTHORIZED REPRESENTATIVE**

The board (the “Board”) of directors (the “Directors”) of G.A. Holdings Limited (the “Company” and together with its subsidiaries, the “Group”) announces that Mr. Loh Kim Her (“Mr. Loh”) will resign from the positions of executive Director, compliance officer and authorized representative of the Company (the “Resignation”) effective from 9 July 2004 to spend more time to pursue his own business, which is neither related to nor competing against business of the Group. Mr. Loh Nee Peng, an existing Director, will be appointed as the compliance officer and the authorized representative of the Company.

As mentioned in the prospectus issued by the Company dated 10 June 2002 (the “Prospectus”), the Company’s annual report of 2002 dated 25 March 2003, annual report of 2003 dated 16 June 2004, interim report of 2002 dated 14 August 2002, interim report of 2003 dated 12 August 2003, third quarterly report of 2002 dated 13 November 2002, first quarterly report of 2003 dated 14 May 2003, third quarterly report of 2003 dated 13 November 2003 and first quarterly report of 2004 dated 28 June 2004, the Group is in the process of establishing showrooms, service centres and related facilities in Beijing, Xiamen and Fuzhou in the People’s Republic of China (the “PRC”) pursuant to various co-operation agreements, namely, (i) the showroom co-operation project, entered between the Group and China National Automotive Anhua Hertz Service Centre Co., Ltd. (“CNA Anhua Hertz”), which is a wholly owned subsidiary of North Anhua Group Corporation dated 23 March 2000 for the construction of showrooms, service centres and related facilities in Guangdong Province, Xiamen and Beijing. CNA Anhua (Hertz) is not a connected person (as defined in the GEM Listing Rules) of the Group; and (ii) the Fuzhou service centre co-operation project entered between the Group and Jin Tian Cheng Development Co., Ltd. (“Jin Tian Cheng”), which is an associated company of North Anhua Group Corporation, dated 10 August 2001 for the construction of a service and maintenance centre in Fuzhou. Jin Tian Cheng is not a connected person (as defined in the GEM Listing Rules) of the Group. The development project in Beijing was completed in December 2001 and the development project of Xiamen was completed in December 2003. As disclosed under the section headed

“Updated on Progress of the Co-operation projects” in the circular regarding “Update on Progress of the Co-operation projects with North Anhua Group Corporation and its Related Companies” issued by the Company dated 6 January 2004, Fuzhon service centre co-operation project of approximately RMB6,650,000 (equivalent to approximately HK\$6,262,000) is to be completed by 31 December 2004.

Pursuant to a deed of indemnity and guarantee dated 5 June 2002 (the “Deed of Indemnity and Guarantee”), as supplemented by a deed of confirmation (the “Deed of Confirmation”) dated 26 January 2004 as disclosed under the section headed “The Indemnity and Guarantee Agreement” in the circular regarding “Update on Progress of the co-operation projects with North Anhua Group and its Related Companies” issued by the Company dated 6 January 2004, Mr. Loh, as one of the indemnifiers (the “Indemnifiers”), has agreed to indemnify the Group in respect of any loss or liabilities arising out of or in connection with the failure to complete the co-operation projects in accordance with the terms of the respective co-operation agreements. As mention in Clause 4 of the Deed of Confirmation, the obligations of Mr. Loh under the Deed of Indemnity and Guarantee should continue until the earlier of, the completion of the co-operation projects in accordance with the terms of the respective co-operation agreements and the full performance of the obligations of Mr. Loh under the Deed of Indemnity and Guarantee. It is further provided in Clause 4(c) of the Deed of Confirmation that the Resignation as a Director is not a waiver of the obligation of Mr. Loh under the Deed of Indemnity and Guarantee.

After the Resignation, Mr. Loh will also undertake to continue to comply with the arrangement as set out under note 2 (“Note 2”) on page 16 of the Company’s prospectus dated 10 June 2002 (the “Prospectus”) for the purpose of monitoring the progress of the establishment of the showrooms, service centres and related facilities and will continue to provide the current securities to secure his obligations under the Deed of Indemnity and Guarantee unless the terms thereof are altered with the approval of independent shareholders (as described above). Should an extraordinary general meeting be held under the conditions set out in Note 2 mentioned above, he will abstain from voting at such meeting.

After the Resignation, Mr. Loh will continue to provide the Board with his asset statements certified by a certified public accountant on a semi-annual basis up to the time when the obligations outlined in Clause 4 of the Deed of Confirmation as mentioned above have been fulfilled.

Mr. Loh also confirms that after his Resignation, the deed of taxation indemnity dated 5 June 2002 given by him (being material contract (g) on p.239 of the Prospectus) will still be in force.

Saved as disclosed above, the Board and Mr. Loh are not aware of any personal obligations (including personal guarantees) that Mr. Loh has given to the Group and that may be affected as a result of the Resignation. Save as aforesaid, the Board and Mr. Loh are not aware of any circumstances which should be brought to the attention of the Company’s shareholders. The Board and Mr. Loh confirmed that there is no disagreement in all aspects between the Company and Mr. Loh which would have caused the Resignation.

The Board confirms that the Resignation will not have any adverse impact on the financial and operational aspects of the Group.

The Board would like to take this opportunity to thank Mr. Loh Kim Her for this contribution to the Group and believes that this Resignation will not have any material adverse effect on the operations and the business of the Group.

The Directors as at the date of this announcement are:

*Executive Directors*

Mr. Chan Hing Ka Anthony (*Chairman and Managing Director*)

Mr. Loh Kim Her

Mr. Loh Nee Peng

Mr. Xu Ming

*Independent non-executive Directors*

Mr. Yin Bin

Mr. Lee Kwok Yung

*HK\$1.00 = RMB1.062*

By order of the Board  
**G.A. Holdings Limited**  
**Chan Hing Ka Anthony**  
*Chairman and Managing Director*

Hong Kong, 9 July 2004

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

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