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L & A International Holdings Limited

樂亞國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8195)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**Meeting**”) of L & A International Holdings Limited (“**Company**”) will be held at Flat 1, Block C, 11/F, Hong Kong Spinner Industrial Building, Phase 5, 762 Cheung Sha Wan Road, Kowloon, Hong Kong at 11:00 a.m. on Monday, 20 April 2015, for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting the listing of, and permission to deal in, the issued ordinary shares of the Company subdivided in the manner as set out in paragraph (a) of this resolution below (“**Share Subdivision**”):

- (a) with effect from the trading day immediately following the day on which this resolution is passed, being a day on which the Stock Exchange is open for the business of dealing in securities, every one (1) issued and unissued ordinary share with a par value of HK\$0.10 each in the share capital of the Company be subdivided into ten (10) ordinary shares with a par value of HK\$0.01 each (“**Subdivided Share(s)**”), such that the authorised share capital of the Company is HK\$100,000,000 divided into 10,000,000,000 shares with a par value of HK\$0.01 each, the Subdivided Shares shall rank pari passu in all respects with each other in accordance with the memorandum and articles of association of the Company; and
- (b) the directors of the Company (“**Directors**”) be and are generally authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary, desirable or expedient to give effect to the foregoing arrangements for the Share Subdivision.”

SPECIAL RESOLUTION

“THAT,

- (a) conditional upon the passing of the Ordinary Resolution set out in this notice, the proposed amendments to the existing memorandum and articles of association of the Company be and are hereby approved. The details of the proposed amendments are as follows:

(1) Paragraph 6 of the memorandum of association

Paragraph 6 be amended by replacing the following:

“The share capital of the Company is HK\$100,000,000 divided into 1,000,000,000 shares of a nominal or par value of HK\$0.10 each with power for the Company insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies Law (2013 Revision) and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained.”

with:

“The share capital of the Company is HK\$100,000,000 divided into 10,000,000,000 shares of a nominal or par value of HK\$0.01 each with power for the Company insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies Law (2013 Revision) and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained.”

(2) Article 3.1 of the articles of association

Article 3.1 be amended by replacing the following:

“The authorised share capital of the Company at the date of the adoption of these Articles is HK\$100,000,000 divided into 1,000,000,000 shares of a nominal or par value of HK\$0.10 each.”

with:

“The authorised share capital of the Company at the date of the adoption of these Articles is HK\$100,000,000 divided into 10,000,000,000 shares of a nominal or par value of HK\$0.01 each.”

- (b) any Director be and is hereby authorised to do all such acts and things and to execute all documents as he considers necessary, desirable or expedient to give effect to the Share Subdivision and the transactions contemplated thereunder.”

By order of the Board
L & A International Holdings Limited
樂亞國際控股有限公司
Yang Wan Ho
Chairman and Executive Director

Hong Kong, 27 March 2015

Registered office:
Maples Corporate Services Limited
P.O. Box 309, Umland House
Grand Cayman, KY-1104
Cayman Islands

*Head office and principal place of business
in Hong Kong:*
Flat 1, Block C, 11/F
Hong Kong Spinner Industrial Building, Phase 5
762 Cheung Sha Wan Road, Kowloon
Hong Kong

Notes:

- (1) Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the Meeting. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at the Meeting.
- (2) A form of proxy for use at the Meeting is enclosed. To be valid, the form of proxy must be duly completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, at the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 31/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or adjourned meeting.
- (3) Completion and delivery of the form of proxy will not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment thereof should such member so wishes, and in such event, the instrument appointing a proxy shall be deemed revoked.
- (4) Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled to vote, but if more than one of such joint holders are present at the meeting, the most senior holder shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand first on the register of members of the Company in respect of the joint holding.
- (5) In compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market on the Stock Exchange (“**GEM Listing Rules**”), the resolutions to be proposed at the Meeting convened by this notice will be voted on by way of poll.
- (6) If typhoon signal no. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the websites of the Company at <http://www.lna.com.hk/> and the Stock Exchange at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled extraordinary general meeting.

As at the date hereof, the board comprises three executive Directors, namely, Mr. Yang Wan Ho, Mr. Yang Si Hang and Mr. Yang Si Kit Kenny, one non-executive Director, namely, Ms. Rubby Chau and three independent non-executive Directors namely Mr. Chan Chi Keung Alan, Ms. Cheung Marn Kay and Mr. Chan Ming Sun Jonathan.

This notice, 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 notice 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 notice misleading.