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If you have sold or transferred all your shares in L & A International Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser, the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED SHARE SUBDIVISION
AND
PROPOSED AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM of the Company to 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 is set out on pages 11 to 14 of this circular. A form of proxy for use by the shareholders of the Company at the EGM is enclosed herein.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

27 March 2015

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CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Announcement”	the announcement of the Company dated 23 March 2015 in relation to the Share Subdivision
“Board”	the board of Directors
“Business Day(s)”	a day(s) on which the Stock Exchange is open for business of dealing in securities
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	L & A International Holdings Limited (樂亞國際控股有限公司), a company incorporated in the Cayman Islands on 5 June 2014 as an exempted company with limited liability
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to approve the Share Subdivision and the proposed amendments to the memorandum and articles of association of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23 March 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Committee”	the listing sub-committee of the Stock Exchange
“Share(s)”	ordinary share(s) with a par value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) or Subdivided Share(s), as the case may be
“Share Registrar”	Boardroom Share Registrars (HK) Limited, the Company’s branch share registrar and transfer office in Hong Kong

DEFINITIONS

“Share Subdivision”	the proposed subdivision of one (1) issued and unissued Share into ten (10) Subdivided Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	ordinary share(s) with a par value of HK\$0.01 each in the share capital of the Company upon the Share Subdivision becoming effective
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong

EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Subdivision is set out below:

2015

Latest date and time of lodgment of form
of proxy for the EGM 11:00 a.m. on Saturday, 18 April

Date and time of the EGM..... 11:00 a.m. on Monday, 20 April

Publication of the announcement of
the results of the EGM Monday, 20 April

The following events are conditional on the fulfilment of the conditions for the implementation of the Share Subdivision as set out in the section headed “Conditions of the Share Subdivision” above.

Effective date of the Share Subdivision..... Tuesday, 21 April

First day of free exchange of existing certificates
for the new certificates for the Subdivided Shares 9:00 a.m. on Tuesday, 21 April

Dealings in Subdivided Shares commence 9:00 a.m. on Tuesday, 21 April

Original counter for trading in Shares
in board lots of 8,000 Shares temporarily closes 9:00 a.m. on Tuesday, 21 April

Temporary counter for trading in Subdivided Shares
in board lot size of 80,000 Subdivided Shares
(in the form of existing certificates) opens 9:00 a.m. on Tuesday, 21 April

Original counter for trading in Subdivided Shares
in board lots of 8,000 Subdivided Shares
(only new share certificates for the Subdivided Shares
can be traded at this counter) reopens 9:00 a.m. on Wednesday, 6 May

Parallel trading in the Shares and Subdivided Shares
(in the form of existing share certificates
and new share certificates) commences 9:00 a.m. on Wednesday, 6 May

Temporary counter for trading in board lots of
80,000 Subdivided Shares (in the form of
existing share certificates) closes 4:00 p.m. on Wednesday, 27 May

Parallel trading in Subdivided Shares
(in the form of existing share certificates
and new share certificates) ends 4:00 p.m. on Wednesday, 27 May

EXPECTED TIMETABLE

Free exchange of existing certificates for
the Shares for new certificates for
the Subdivided Shares ends 4:30 p.m. on Friday, 29 May

Note: All times refer to Hong Kong local times and dates in this circular.

Date or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Yang Wan Ho
Mr. Yang Si Hang
Mr. Yang Si Kit Kenny

Registered office:

Maples Corporate Services Limited
P.O. Box 309, Ugland House
Grand Cayman, KY-1104
Cayman Islands

Non-executive Director:

Ms. Rubby Chau

*Head office and principal place of business
in Hong Kong:*

Independent non-executive Directors:

Mr. Chan Chi Keung Alan
Ms. Cheung Marn Kay
Mr. Chan Ming Sun Jonathan

Flat 1, Block C, 11/F
Hong Kong Spinner Industrial Building, Phase 5
762 Cheung Sha Wan Road, Kowloon
Hong Kong

27 March 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSED SHARE SUBDIVISION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement that the Company proposed to seek Shareholders' approval at the EGM to approve the Share Subdivision and the proposed amendments to the memorandum and articles of association of the Company.

The purpose of this circular is to provide you with (i) information regarding the proposed Share Subdivision and the proposed amendments to the memorandum and articles of association of the Company; and (ii) notice of the EGM.

PROPOSED SHARE SUBDIVISION

The Board proposes that one (1) issued and unissued Share of HK\$0.10 each in the share capital of the Company be subdivided into ten (10) Subdivided Shares of HK\$0.01 each.

LETTER FROM THE BOARD

Conditions of the Share Subdivision

The Share Subdivision is conditional upon:

- (i) the passing of the necessary ordinary resolution by the Shareholders to approve the Share Subdivision at the EGM; and
- (ii) the Listing Committee granting the listing of, and permission to deal in, the Subdivided Shares to be in issue upon the Share Subdivision becoming effective.

The Share Subdivision will become effective after the conditions of the Share Subdivision above are fulfilled.

Effects of the Share Subdivision

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$100,000,000 divided into 1,000,000,000 Shares of par value of HK\$0.10 each, of which 400,000,000 Shares had been allotted and issued as fully paid or credited as fully paid.

Upon the Share Subdivision becoming effective and on the basis that no further Shares will be allotted and issued or repurchased prior thereto, the authorised share capital of the Company will remain at HK\$100,000,000 but will be subdivided into 10,000,000,000 Subdivided Shares of par value of HK\$0.01 each, of which 4,000,000,000 Subdivided Shares will be in issue and fully paid or credited as fully paid, assuming that no further Shares are issued or repurchased prior to the Share Subdivision becoming effective.

Upon the Share Subdivision becoming effective, the Subdivided Shares shall rank *pari passu* with each other in all respects with the Shares in issue prior to the Share Subdivision and the rights attached to the Subdivided Shares will not be affected by the Share Subdivision.

Other than the expenses, including professional fees and printing charges, to be incurred in relation to the Share Subdivision, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or result in any change in the rights of the Shareholders.

The Shares are currently traded in board lots of 8,000 Shares. Upon the Share Subdivision becoming effective, the board lot size of the Subdivided Shares will remain unchanged and the Subdivided Shares will be traded in board lots of 8,000 Subdivided Shares.

Listing application

An application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Subdivided Shares to be in issue upon the Share Subdivision becoming effective. All necessary arrangements will be made for the Subdivided Shares to be admitted into CCASS established and operated by HKSCC.

Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement

LETTER FROM THE BOARD

date of dealings in the Subdivided Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the equity or debt securities of the Company is listed or dealt in on any other stock exchange other than the Stock Exchange and no such listing or permission to deal in is being currently proposed to be sought from any other stock exchange.

Reasons for the Share Subdivision

The trading price of the Shares has recently increased and resulted in the increase in the value of a board lot. On the initial listing of the Shares on 10 October 2014, the placing price per Share was HK\$0.60 and each board lot value was HK\$4,800. As at the date of the Announcement, the closing price per Share as quoted on the Stock Exchange is HK\$8.29 and each board lot value is HK\$66,320 which is approximately 1,282% increase compared to each board lot value on initial listing. The high board lot value sets a high entry fee for the investors and compromises the liquidity of the trading of the Shares. In order to keep a lower value of each board lot of the Shares for higher liquidity for trading of Shares, the Board proposes to subdivide one (1) existing issued and unissued Share with a par value of HK\$0.10 in the share capital of the Company into ten (10) Subdivided Shares with a par value of HK\$0.01 each.

The Share Subdivision will decrease the nominal value and increase the total number of Shares in issue, resulting in a downward adjustment of the trading price of the Shares. Based on the closing price per Share as quoted on the Stock Exchange of HK\$8.29 on the date of the Announcement, and assuming the price per Share remains unchanged, the Subdivided Shares would be priced approximately HK\$0.83. As a result, the estimated value of the new board lot, each having 8,000 Subdivided Shares, would be approximately HK\$6,640.

The Board believes that the Share Subdivision will decrease the trading spread as well as the volatility of the trading price of the Shares and thus result in the improved liquidity in trading of the Company's Subdivided Shares. Therefore, the Board considers that the Share Subdivision will enable the Company to attract more investors and broaden its Shareholder base.

Save for the expenses to be incurred by the Company in relation to the Share Subdivision, the implementation of the Share Subdivision will not, by itself, alter the underlying assets, business operations, management or the financial position of the Company or the proportionate interest of the Shareholders. The Board considers that the Share Subdivision is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes to amend the memorandum and articles of association of the Company to reflect the change to the authorised share capital of the Company from HK\$100,000,000 divided into 1,000,000,000 Shares of HK\$0.10 each to HK\$100,000,000 divided into 10,000,000,000 Shares of HK\$0.01 each upon the Share Subdivision becomes effective. The proposed amendments to the memorandum and articles of association of the Company are subject to approval by Shareholders at the EGM by way of special resolution. Details of the proposed amendments to the memorandum and articles of association of the Company 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.”

LETTER FROM THE BOARD

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.”

The legal advisers to the Company as to Hong Kong laws and the laws of the Cayman Islands laws have respectively confirmed that the proposals relating to amendments to the Memorandum and Articles of Association comply with the requirements of the Listing Rules and are not inconsistent with the laws of the Cayman Islands. The Company also confirms that there is nothing unusual in the proposed amendments to the memorandum and articles of association of the Company for a company listed in Hong Kong.

EXCHANGE OF SHARE CERTIFICATES

If the Share Subdivision becomes effective, Shareholders may submit existing share certificates in grey colour to the Share Registrar of 31/F, 148 Electric Road, North Point, Hong Kong in exchange for new share certificates for the Subdivided Shares, free of charge between 9:00 a.m. and 4:30 p.m. on any Business Day from 21 April 2015 to 29 May 2015 (both days inclusive). The new share certificates will be issued in purple in order to distinguish them from the existing share certificates which are in grey colour. It is expected that the new share certificates for the Subdivided Shares will be available for collection within 10 Business Days after the submission of the existing share certificates to the Share Registrar for exchange. Thereafter, existing share certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be allowed by the Stock Exchange) for each new share certificate for the Subdivided Shares issued or each existing share certificate for the Shares submitted for cancellation, whichever the number of share certificates involved is higher. Existing share certificates for the Shares will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m. on 27 May 2015 and thereafter will cease to be good for delivery, trading and settlement purposes. However, the existing share certificates will continue to be good evidence of legal title and may be exchanged for new share certificates for the Subdivided Shares at any time at the expense of the Shareholders.

EGM

The EGM will be convened to consider and, if thought fit, approve the Share Subdivision and the proposed amendments to the memorandum and articles of association of the Company. A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Share Registrar at 31/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

INTERESTS OF THE COMPLIANCE ADVISER

As notified by the compliance adviser of the Company, TC Capital Asia Limited ("TC Capital"), as at the Latest Practicable Date, except for (i) TC Capital's participation as the sponsor in relation to the Company's listing on GEM; (ii) the compliance adviser agreement entered into between the Company and TC Capital dated 17 July 2014, (iii) the financial adviser agreement entered into between the Company and TC Capital dated 5 March 2015 relating to the Share Subdivision neither TC Capital nor its directors, employees or associates had any interest in relation to the Group which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

COMPETITION AND CONFLICT OF INTEREST

None of the Directors or controlling Shareholders or any of its respective close associates competes or may compete with the businesses of the Group, as defined in the GEM Listing Rules, or has any other conflict of interests with the Group as at the Latest Practicable Date.

RECOMMENDATION

The Directors consider that the Share Subdivision and proposed amendments to the memorandum and articles of association of the Company are in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolutions approving the Share Subdivision and the proposed amendments to the memorandum and articles of association of the Company at the EGM.

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

NOTICE OF EGM



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.”

NOTICE OF EGM

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.”

NOTICE OF EGM

(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, Uglund 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.

NOTICE OF EGM

- (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.