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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)**

### **CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR; CHANGE OF COMPOSITION OF COMMITTEES OF THE BOARD; AND BUSINESS UPDATE**

The Board announces the following changes with effect from 29 April 2016:

#### **CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

- (i) Ms. Cheung Marn Kay has resigned from her office as an independent non-executive Director, chairlady of the Remuneration Committee and the Nomination Committee, and a member of the Audit Committee; and
- (ii) Mr. Ma Chi Ming has been appointed as an independent non-executive Director and a member of the Audit Committee.

#### **CHANGE OF COMPOSITION OF COMMITTEES OF THE BOARD**

- (i) Mr. Yang Si Hang has ceased to be a member of the Nomination Committee;
- (ii) Mr. Ng Ka Ho has been appointed as a member of the Nomination Committee;
- (iii) Mr. Kwong Lun Kei Victor has been re-designated to be the chairman of the Remuneration Committee and the Nomination Committee respectively; and
- (iv) Mr. Chan Ming Sun Jonathan has been appointed as a member of each of the Remuneration Committee and Nomination Committee.

#### **BUSINESS UPDATE**

The Board is pleased to announce that the Group is in the course of applying for the money lenders licence to conduct money lending business.

## CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of L & A International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that with effect from 29 April 2016:

1. Ms. Cheung Marn Kay (“**Ms. Cheung**”) has resigned as an independent non-executive Director, chairlady of the remuneration committee (the “**Remuneration Committee**”) and the nomination committee (the “**Nomination Committee**”), and a member of the audit committee (the “**Audit Committee**”) of the Company in order to devote more time to her other business commitments; and
2. Mr. Ma Chi Ming (“**Mr. Ma**”) has been appointed as an independent non-executive Director and a member of the Audit Committee.

Ms. Cheung has confirmed that she has no disagreement with the Board and there is no other matter in respect of her resignation that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its sincere gratitude to Ms. Cheung for her valuable contribution to the Company during her tenure of office and wish her all the best in the future.

### **Biography of Mr. Ma Chi Ming**

Mr. Ma, aged 37, obtained Certificate III in information technology and Certificate in English for technical and further education from Sydney Institute of Technology in Australia in 1998 and 1997 respectively. He has over 12 years of experience in sales and business development, formulating marketing strategy as well as monitoring corporate strategy and administration. Prior to joining our Group, he was a director of Royal Mortgage Limited and Flying Mortgage Limited from August 2014 and May 2013 respectively, responsible for overseeing the operation of and developing money lending business, and ensuring the companies comply with regulatory requirements.

Mr. Ma has entered into a letter of appointment with the Company for a term of one year with effect from 29 April 2016. Mr. Ma is entitled to a director’s fee of HK\$240,000 per year which is determined after an arm’s length negotiation between Mr. Ma and the Company with reference to his duties, responsibilities, experience and the prevailing market conditions. The emoluments has been approved by the Board upon the recommendation of the Remuneration Committee and will be reviewed by the Board and the Remuneration Committee on an annual basis. He will hold office until the next following general meeting of the Company and will then be eligible for re-election at that meeting according to the articles of association of the Company.

As at the date of this announcement, Mr. Ma is personally interested in 15,304,000 shares in the Company, representing 0.38% of the entire issued share capital of the Company.

Save as disclosed above, (i) Mr. Ma does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange) of the Company; (ii) Mr. Ma has not held any directorship in any listed public companies in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications; and (iii) there is no further information to be disclosed pursuant to any of the requirements under Rule 17.50(2) of the GEM Listing Rules, nor are there any other matters that need to be brought to the attention of the shareholders of the Company.

The Board would like to express its warmest welcome to Mr. Ma for joining the Board.

### **CHANGE OF COMPOSITION OF COMMITTEES OF THE BOARD**

The Board further announces that, following Ms. Cheung’s resignation, with effect from 29 April 2016:

Mr. Yang Si Hang has ceased to be a member of the Nomination Committee;

Mr. Ng Ka Ho has been appointed as a member of the Nomination Committee;

Mr. Kwong Lun Kei Victor has been re-designated to be the chairman of the Remuneration Committee and the Nomination Committee respectively; and

Mr. Chan Ming Sun Jonathan has been appointed as a member for each of the Remuneration Committee and the Nomination Committee.

### **BUSINESS UPDATE**

The Board is pleased to announce that the Group is in the course of applying for the money lenders licence to conduct money lending business. The Board believes that, should it materialise, the money lending business would extend the scope of the Group’s existing business and diversify its business scope with a view to broaden the Group’s revenue basis to enhance its profitability and achieve better return of the shareholders, and thus, would be in the interest of the Group and the shareholders as a whole. As such, the Directors are of the view that Mr. Ma’s experience in money lending business would bring valuable contributions to the Group in the development of the money lending business.

**Shareholders and potential investors of the Company should note that the aforementioned money lending business may or may not materialise. Accordingly, shareholders and potential investors of the Company should exercise caution when dealing in the shares of the Company.**

By order of the Board  
**L & A International Holdings Limited**  
**Ng Ka Ho**  
*Chairman and executive Director*

Hong Kong, 29 April 2016

*As at the date of this announcement, the Board comprises two executive Directors, namely, Mr. Ng Ka Ho and Mr. Yang Si Hang, one non-executive Director, namely, Mr. Wong Chiu Po and three independent non-executive Directors, namely, Mr. Kwong Lun Kei Victor, Mr. Ma Chi Ming and Mr. Chan Ming Sun Jonathan.*

*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 Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting and on the website of the Company at <http://www.lna.com.hk>.*