THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in L & A International Holdings Limited ("**Company**"), 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.

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 REMOVAL AND APPOINTMENT OF DIRECTORS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting of the Company to be held at Room V1, 2/F, Block 1, The Zenith, 3 Wanchai Road, Wanchai, Hong Kong at 11:00 a.m. on Tuesday, 15 November 2016 is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use by the shareholders of the Company at the extraordinary general meeting of the Company is enclosed herein.

Whether or not you are able to attend such meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company 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 extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting or any adjournment thereof should you so wish.

This circular 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 websites of the Company at http://www.lna.com.hk.

25 October 2016

CONTENTS

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.

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

"Articles of Association"	the articles of association of the Company as amended and restated from time to time and "Article" shall mean an article of the Article of Association
"Board"	the board of Directors
"Company"	L & A International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and its shares are listed on GEM (stock code: 8195)
"Director(s)"	the director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be held at Room V1, 2/F, Block 1, The Zenith, 3 Wanchai Road, Wanchai, Hong Kong at 11:00 a.m. on Tuesday, 15 November 2016 for the Shareholders to consider and, if thought fit, approve, the ordinary resolutions set out in the Notice of EGM
"GEM"	the Growth Enterprise Market of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Notice of EGM"	The notice of the EGM as set out on pages EGM-1 to EGM-3 of this circular
"PRC"	the People's Republic of China
"Proposed Directors"	the individuals proposed to be appointed as Directors at the EGM, namely, Mr. Chen Guochang, Ms. Wei Min, Ms. Bian Meng, Mr. Tam Chak Chi, Mr. Li Zhongqi and Ms. Cai Huixin, details of whom are set out in Appendix to this circular

"Requisition Letter"	a letter of requisition from the Requisitionists to the Board dated 4 October 2016, requesting, *inter alia*, to convene an extraordinary general meeting of the Company to remove the current Directors of the Company, namely Mr. Yang Si Hang, Mr. Ng Ka Ho, Mr. Wong Chiu Po, Mr. Kwong Lun Kei Victor, Mr. Ma Chi Ming, Mr. Chan Ming Sun Jonathan and to appoint Mr. Chen Guochang, Ms. Wei Min and Ms. Bian Meng as executive Directors of the Company, Mr. Tam Chak Chi, Mr. Li Zhongqi and Ms. Cai Huixin as independent non-executive Directors of the Company
"Requisitionists"	Ge Qingfu, Li Quan and Liu Longcheng, holders of 2,565,324,000 Shares, 150,000,000 Shares and 150,000,000 Shares respectively, which in aggregate represented approximately 11.19% of the issued share capital of the Company at the date of the Requisition Letter on 4 October 2016
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong
"Share(s)"	ordinary share(s) of HK$0.002 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the share(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"%"	per cent

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. Ng Ka Ho *(Chairman)*
Mr. Yang Si Hang

Non-executive Director:
Mr. Wong Chiu Po

Independent non-executive Directors:
Mr. Kwong Lun Kei Victor
Mr. Ma Chi Ming
Mr. Chan Ming Sun Jonathan

Registered office:
P.O. Box 309
Ugland House
Grand Cayman
KY-1104
Cayman Islands

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

25 October 2016

To the Shareholders

Dear Sir or Madam,

PROPOSED REMOVAL AND APPOINTMENT OF DIRECTORS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 6 October 2016 in relation to the Requisition Letter.

The purpose of this circular is to (i) provide you with information relating to the resolutions proposed in the Requisition Letter; (ii) set out the recommendation of the Board, including all independent non-executive Directors, in relation to the resolutions proposed in the Requisition Letter; and (iii) issue the Notice of EGM at which the Shareholders shall be asked to consider and, if thought fit, approve the resolutions proposed in the Requisition Letter.

REQUISITION LETTER FROM SHAREHOLDERS

The Company received the Requisition Letter dated 4 October 2016 under cover of a letter from Anthony Siu & Co. Solicitors & Notaries, the legal advisor of the Requisitionists, requesting the Board to convene an extraordinary general meeting in accordance with the Article 12.3 of the Articles of Association for considering and, if thought fit, passing the following ordinary resolutions of the Company:

1. THAT Mr. YANG Si Hang be removed as an executive Director of the Company with effect from the date of the EGM.

2. THAT Mr. NG Ka Ho be removed as an executive Director of the Company with effect from the date of the EGM.

3. THAT Mr. WONG Chiu Po be removed as a non-executive Director of the Company with effect from the date of the EGM.

4. THAT Mr. KWONG Lun Kei Victor be removed as an independent non-executive Director of the Company with effect from the date of the EGM.

5. THAT Mr. MA Chi Ming be removed as an independent non-executive Director of the Company with effect from the date of the EGM.

6. THAT Mr. CHAN Ming Sun Jonathan be removed as an independent non-executive Director of the Company with effect from the date of the EGM.

7. THAT Mr. CHEN Guochang (陳果暢) be appointed as an executive Director of the Company with effect from the date of the EGM.

8. THAT Ms. WEI Min (魏敏) be appointed as an executive Director of the Company with effect from the date of the EGM.

9. THAT Ms. BIAN Meng (邊夢) be appointed as an executive Director of the Company with effect from the date of the EGM.

10. THAT Mr. TAM Chak Chi (譚澤之) be appointed as an independent non-executive Director of the Company with effect from the date of the EGM.

11. THAT Mr. LI Zhongqi (李忠琦) be appointed as an independent non-executive Director of the Company with effect from the date of the EGM.

12. THAT Ms. CAI Huixin (蔡慧欣) be appointed as an independent non-executive Director of the Company with effect from the date of the EGM.

13. THAT the Board shall make any public announcements regarding the results of the EGM and any reports to the Stock Exchange as deemed necessary in compliance with the GEM Listing Rules.

As at the date of the Requisition Letter, the Requisitionists were purportedly holding, in aggregate, 2,865,324,000 Shares representing approximately 11.19% of the issued share capital of the Company.

REASONS FOR THE PROPOSED REMOVAL OF DIRECTORS FROM REQUISITION LETTER

Regarding the Requisition Letter, the Requisitionists alleged that members of the Board lack sufficient skills and experience in risk management of the Group's business. The Requisitionists wish to replace the current members of the Board with the directors proposed by whom the Requisitionists believe to be more suitable candidates for the Board.

THE ARTICLES

Pursuant to Article 12.3 of the Articles of Association, the Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members of the Company deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than on tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

Pursuant to Article 16.6 of the Articles of Association, the Company may by ordinary resolution at any time remove any Director (including a managing Director or other executive Director) before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead.

Pursuant to Article 16.3 of the Articles of Association, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors.

The Board having considered the details of the requisition as contained in the Requisition Letter has resolved to hold the EGM.

THE EGM

The notice convening the EGM is set out on page EGM-1 to EGM-3 of this circular. A form of proxy for use at the EGM is herein enclosed and such form of proxy is also published on the GEM website (http://www.hkgem.com) and the Company's website (http://www.lna.com.hk) respectively. To be valid, the form of proxy for use at the EGM must be completed in accordance with the instruction printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney at Boardroom Share Registrars (HK) Limited, the branch share registrar and transfer office of the Company, 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 fixed for holding the EGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM or at any adjournment thereof should you so wish and in such event, that proxy form shall be deemed to be revoked.

Any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, pursuant to Rule 17.47(4) of the GEM Listing Rules. Therefore, the resolutions put to vote at the EGM shall be taken by poll.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, save for the names and details of the Proposed Directors as set out in the Appendix to this circular, collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

RECOMMENDATION

Resolutions numbered (1) to (6)

(To remove each of Mr. YANG Si Hang, Mr. NG Ka Ho, Mr. WONG Chiu Po, Mr. KWONG Lun Kei Victor, Mr. MA Chi Ming and Mr. CHAN Ming Sun Jonathan from the office as a Director)

The Requisitionists proposed to remove all the current Directors of the Board alleging that (1) the Group has recorded losses for the years ended 31 March 2015 and 2016 due to the poor management by the Board; and (2) the Board intended to develop the money lending business and failed to perceive the long-term gains from investing in the Company's principal business.

The Company disagrees with the above statements from the Requisitionists, and the Company is of the view that:

(1) The loss was due to the global market condition. The Group principally derives its revenue from manufacturing and selling pure cashmere apparel and other apparel products under its two business arms: (i) original equipment manufacturer segment, which entails product design and development, raw material sourcing and procurement, manufacturing and product quality control management (the "**OEM Business**"); and (ii) apparel retail business segment, which entails designing, procuring, manufacturing, marketing and retailing of pure cashmere apparel and other apparel products as well as accessories through an established retail network in Hong Kong (the "**Retail Business**"). For the OEM Business, over the year ended 31 March 2016, the Company noted a tough retail environment globally and experienced an unexpected weakened consumer sentiment. Shopping trends in the United States of America ("**US**") have begun to shift from major branded apparels to large affordable fashion retailers, and spending patterns have begun to shift towards a higher willingness to spend on electronics products instead. This trend is particularly evident for mid-market brands which find it difficult to charge excessive premium for their products or lower their costs sufficiently to compete with the larger fashion retailers. Unfortunately, the Group's products rely on the performance of these mid-market retailers in the US and their poor performance has negatively impacted the Group. For the Retail Business, the decline of revenue is mainly attributable to the weak consumer market prolonged by the sluggish economy, low level of consumer sentiment and the rather unpleasant shopping atmosphere in Hong Kong. These factors have caused the number of Chinese tourists in Hong Kong to decline, which in turn adversely affected the financial performance of the Group.

(2) In light of the net loss suffered by the Group, the Group has to explore new revenue stream. Money lending is a relatively simple business, the operation of which does not require specialized skills. An independent non-executive Director, namely Ma Chi Ming, has prior experience in money lending business, so the Group is accessible to the knowhow to money lending business. The Group intends to continue to develop its garment business and the money lending business is only at an inception stage which serves as an ancillary business of the Group as at the date hereof. As the Group is new to the money lending business, it is logical and understandable that the Group's competitiveness in the business is low but this should not deter the Group from exploring the same as a new source of revenue for the Group and the interest of the Shareholders.

The Requisitionists also challenged the Company's financial position during the financial year of 2015/2016 regarding, *inter alia*, (1) the payment of the consideration under the disposal agreement (the "**Disposal Agreement**") dated 25 January 2016; and (2) the increases of allowance for inventions.

The Company is of the view that:

(1) Consideration under the Disposal Agreement

As disclosed in the announcement dated 25 January 2016, the consideration (the "**Consideration**") for disposal of the entire equity interest in a subsidiary (the "**Disposal**") under the Disposal Agreement is RMB11,800,000 which shall be put into an escrow account (the "**Escrow Account**") and be released to the Company in accordance with the schedule below:

Timeline		**Consideration payable**
1.	Completion of the registration (the "**Registration**") of changes made arising from the Disposal by the Administration for Industry and Commerce of the PRC	RMB5,900,000
2.	Release from Escrow Account and shall be paid to the Company on the completion date, being the date falling on the second business day immediately after the fulfilment of all the conditions precedent under the Disposal Agreement	RMB5,100,000
3.	Release from Escrow Account and shall be paid to the Company on the 180 calendar days after the completion of the Registration	RMB600,000
4.	Release from escrow account and shall be paid to the Company on the 300 Business days after the completion of the Registration	RMB200,000
Total:		RMB11,800,000

In the annual report of the Company for the financial year ended 31 March 2016 (the "**Annual Report**"), the full amount of the Consideration was booked as "Cash consideration receivable" because all the Consideration was held in escrow by the escrow agent pending release to the Company's account in Hong Kong as at 31 March 2016. Due to the time-consuming procedures for obtaining approval from the State Administration of Foreign Exchange and tax authorities in the PRC, there was delay in the release of funds to the Company and hence the Consideration was still outstanding as at 31 March 2016 as shown in the Annual Report. As at the date hereof, RMB11,000,000 has been received by the Company. The remaining RMB800,000 is currently in the Escrow Account and will be released to the Company upon maturity of the aforesaid timelines, subject to procedural approval from the relevant authorities in the PRC.

As the remaining RMB800,000 of the Consideration is held in escrow for the Company and the Completion of Registration has taken place, the Company is of the view that the remaining Consideration is recoverable when the timelines mature.

As such, no concealed agreements had been entered into between the Company and the purchaser as alleged by the Requisitionists. The settlement terms of the Consideration had not been changed.

(2) Increases of allowance for inventories

The increase in allowance for inventories was mainly due to certain special type of relatively expensive yarns becoming obsolete over the years as per the internal ageing policy. The Company operates in the garment industry which is subject to the ever-changing fashion trend and consumers' preference. The aforesaid yarns were purchased by the Group few years ago for manufacturing garments specially required by the US customers of the Group. However, when the customers in the US shifted their preferences from branded apparels to affordable fashion, the demand for the Group's relevant products decreased and the drop in the Company's sales has caused the inventory to accumulate.

Also, the Company has assessed the net realisable value of the inventories and discovered that some of them are below the market price. In light of the above, the allowance for inventories inevitably increases. The inventories existed as the basis and assessment for "allowance for inventories" was reviewed by the auditor of the Company.

Based on the above reasons, the Board considered that the allegations made in the Requisition Letters regarding the unsatisfactory management of the Board are totally untrue. The current Directors have contributed to lead the Group to streamline the production facilities to save cost, raise funds and explore new business for the best interest of the Shareholders in light of the performance of the current business of the Group under the current global market condition. The removal of the current executive Directors and non-executive Director will pose significant adverse impact on the operation of the Group and the current plans of the Group may not be implemented which will cause uncertainty on the prospect of the Group. As for the current independent non-executive Directors, the Board considered that the performances of Mr. Kwong Lun Lei Victor, Mr. Ma Chi Ming and Mr. Chan Ming Sun Joanthan are commensurate with their duties.

Therefore, the Board unanimously recommends the Shareholders to vote against the resolutions (1) to (6) relating to the removal of all the current Directors.

Resolutions numbered (7) to (12)
(To appoint the Proposed Directors as the directors of the Company)

The Board would like to emphasize that particulars of the Proposed Directors as set out in Appendix to this circular has not been independently verified by the Company or the Directors. No reference letter nor academic certificates of the Proposed Directors has been provided to the Company. Attention is, in particular, drawn to the Shareholders regarding the following personal background of the Proposed Directors:

(1) Mr. CHEN Guochang

The previous work experience of Mr. Chen was not provided and hence the alleged 8 years of experience of Mr. Chen in sales and customer service, accounting and finance, and strategic planning and management was not substantiated. The Board could not assess the genuineness, relevance and level of experience of Mr. Chen.

(2) Ms. WEI Min

It was alleged that Ms. Wei has experience in human resources aspect. However, the Board is of the view that the human resources experience is not relevant to the business of the Group and the Group does not have any plan to develop any human resources-related business.

(3) Ms. BIAN Meng

It was alleged that Ms. Bian had several management positions in China Mobile Limited (a company listed on the Stock Exchange under stock code 941) but Ms. Bian was not named as a director or senior management in the annual reports of China Mobile Limited. Further, it was alleged that Ms. Bian is experience in, inter alia, business administration and human resources management, but the Board is of the view that such experience is not relevant to the business of the Group.

(4) Mr. LI Zhongqi

Mr. Li's academic background was not disclosed. It was uncertain as to the experience and specialty of Mr. Li which may assist him in performing the role of independent non-executive Director.

(5) Ms. CAI Huixin

Ms. Cai's academic background was only briefly disclosed without indicating the institution which she completed her studies, and hence her academic background is in doubt.

Based on the above reasons, the Board considered that the Proposed Directors were not proved to have experience in the management of factory or garment industry, in particular, the proposed new independent non-executive Directors, i.e. Mr. LI Zhongqi and Ms. CAI Huixin are relatively young without professional qualifications which can help to perform the role of independent non-executive Directors.

Therefore, the Board unanimously recommends the Shareholders to vote against the resolutions (7) to (12) relating to the appointment of the Proposed Directors.

Resolution 13

The Board expresses no opinion on how Shareholders should vote in relation to the resolution (13) regarding the announcements and reports of the results of the EGM.

DOCUMENT FOR INSPECTION

A copy of the Requisition Letter mention herein would be available for inspection at Messrs. Hastings & Co., 5/F, Gloucester Tower, The Landmark, 11 Pedder Street, Central, Hong Kong during office hours from the date of this circular to the date of the EGM or any adjournment thereof.

Yours faithfully,
On behalf of the Board
L & A International Holdings Limited
Ng Ka Ho
Chairman and Executive Director

The following information on the Proposed Directors is reproduced from the Requisition Letter. Particulars of the Proposed Directors as set out below have not been independently verified by the Company or the Directors.

AS EXECUTIVE DIRECTORS:

Mr. Chen Guochang (陳果暢) ("Mr. Chen")

Mr. Chen, aged 30, is a member of the senior management of a Shenzhen company principally engaged in trading and investment businesses. He obtained a Higher Diploma in Commerce (major in Accounting and Finance) from the School of Business of the Macao Polytechnic Institute. He also holds a Bachelor of Business and Administration Degree from Sichuan University. Mr. Chen possesses 8 years of experience in sales and customer service, accounting and finance, and strategic planning and management.

Save as disclosed above and as at the date of the Requisition Letter, Mr. Chen had not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years and did not hold any other position within the Group.

As at the date of the Requisition Letter, Mr. Chen did not have any interests in the Shares within the meaning of Part XV of the SFO and did not have any relationship with any Directors, senior management of the Company, substantial shareholders of the Company or controlling shareholders of the Company.

Save as disclose above, the Requisitionists confirmed that, as at the date of the Requisition Letter, there is no other information in relation to the appointment of Mr. Chen that is required to be disclosed pursuant to any of the requirements under Rule 17.50(2) of the GEM Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders of the Company.

Ms. Wei Min (魏敏) ("Ms. Wei")

Ms. Wei, aged 33, is the head of human resources of Wan Ho Securities Limited (萬和證券股份有限公司), a securities firm approved by China Securities Regulatory Commission. Ms. Wei had over 10 years of experience in professional recruitment, employment relationship, human resources training, performance appraisal, staff planning and budget analysis and talent management. Prior to joining Wan Ho Securities Limited, Ms. Wei worked for another securities firm, China Fortune Securities Limited (華鑫證券有限責任公司). Ms. Wei graduated from Huazhong Agricultural University, obtaining her Bachelor of Human Resources Management Degree.

Save as disclosed above and as at the date of the Requisition Letter, Ms. Wei had not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years and did not hold any other position within the Group.

As at the date of the Requisition Letter, Ms. Wei did not have any interests in the Shares within the meaning of Part XV of the SFO and did not have any relationship with any Directors, senior management of the Company, substantial shareholders of the Company or controlling shareholders of the Company.

Save as disclose above, the Requisitionists confirmed that, as at the date of the Requisition Letter, there is no other information in relation to the appointment of Ms. Wei that is required to be disclosed pursuant to any of the requirements under Rule 17.50(2) of the GEM Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders of the Company.

Ms. Bian Meng (邊夢) ("Ms. Bian")

Ms. Bian, aged 34, is a member of the senior management in a Shenzhen urban development company. From 2004 to 2013, Ms. Bian held several management positions in China Mobile Limited (NYSE Stock Code: CHL and HKEx Stock Code: 0941) as a coordinating manager, human resources supervisor and customer service director. Ms. Bian is experienced in business administration, human resources management, sales and marketing, customer relationship, risk control and management. Ms. Bian received her Bachelor of Business Administrative Degree from the Hunan University of Commerce.

Save as disclosed above and as at the date of the Requisition Letter, Ms. Bian had not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years and did not hold any other position within the Group.

As at the date of the Requisition Letter, Ms. Bian did not have any interests in the Shares within the meaning of Part XV of the SFO and did not have any relationship with any Directors, senior management of the Company, substantial shareholders of the Company or controlling shareholders of the Company.

Save as disclose above, the Requisitionists confirmed that, as at the date of the Requisition Letter, there is no other information in relation to the appointment of Ms. Bian that is required to be disclosed pursuant to any of the requirements under Rule 17.50(2) of the GEM Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders of the Company.

AS INDEPENDENT NON-EXECUTIVE DIRECTORS:

Mr. Tam Chak Chi (譚澤之) ("Mr. Tam")

Mr. Tam, aged 39, possesses over 15 years of extensive accounting, corporate finance and business management experience. Prior to joining Sunrise (China) Technology Group Limited (HKEx Stock Code: 8226) in 2012, where he currently serves as the chief financial officer, Mr. Tam worked for Deloitte Touche Tohmatsu as a senior accountant. Mr. Tam previously served as the financial controller, and company secretary of Mega Medical Technology Limited (formerly "Wing Lee Holdings Limited") (HKEx Stock Code: 876), and executive director of Seamless Green China (Holdings) Limited (HKEx Stock Code: 8150). He previously served as an independent non-executive director in several listed companies in Hong Kong including Capital Finance Holdings Limited (formerly "Ming Kei Energy Holdings Limited") (HKEx Stock Code: 8239), Sky Forever Supply Chain Management Group Limited (formerly "China Neng Xiao Technology (Group) Limited")(HKEx Stock Code: 8047), and Newtree Group Holdings Limited (HKEx Stock Code: 1323). He is also currently serving as an independent non-executive director of Wealth Glory Holdings Limited (HKEx Stock Code: 8269).

Mr. Tam is a fellow member at the Hong Kong Institute of Certified Public Accountants, a fellow member at the Taxation Institute of Hong Kong, a member of the American Institute of Certified Public Accountants, and a member of the Chartered Global Management Accountant. He obtained his Bachelor of Commerce Degree from the University of Toronto.

Save as disclosed above and as at the date of the Requisition Letter, Mr. Tam had not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years and did not hold any other position within the Group.

As at the date of the Requisition Letter, Mr. Tam did not have any interests in the Shares within the meaning of Part XV of the SFO and did not have any relationship with any Directors, senior management of the Company, substantial shareholders of the Company or controlling shareholders of the Company.

Save as disclose above, the Requisitionists confirmed that, as at the date of the Requisition Letter, there is no other information in relation to the appointment of Mr. Tam that is required to be disclosed pursuant to any of the requirements under Rule 17.50(2) of the GEM Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders of the Company.

Mr. Li Zhongqi (李忠琦) ("Mr. Li")

Mr. Li, aged 26, has worked as a project manager for a major Shenzhen corporation from 2011 to 2013. Since 2014, Mr. Li started an investment company with focus primarily on real estate, equities and funds. Mr. Li is currently the vice general manager of the investment company.

Save as disclosed above and as at the date of the Requisition Letter, Mr. Li had not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years and did not hold any other position within the Group.

As at the date of the Requisition Letter, Mr. Li did not have any interests in the Shares within the meaning of Part XV of the SFO and did not have any relationship with any Directors, senior management of the Company, substantial shareholders of the Company or controlling shareholders of the Company.

Save as disclose above, the Requisitionists confirmed that, as at the date of the Requisition Letter, there is no other information in relation to the appointment of Mr. Li that is required to be disclosed pursuant to any of the requirements under Rule 17.50(2) of the GEM Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders of the Company.

Ms. Cai Huixin (蔡慧欣) ("Ms. Cai")

Ms. Cai, aged 24, obtained her education in the Guangdong province with studies in apparel design and engineering. Since then, she has obtained extensive experience in the fashion industry. Ms. Cai has worked at a textile company as a product designer and technical general manager.

Save as disclosed above and as at the date of the Requisition Letter, Ms. Cai had not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years and did not hold any other position within the Group.

As at the date of the Requisition Letter, Ms. Cai did not have any interests in the Shares within the meaning of Part XV of the SFO and did not have any relationship with any Directors, senior management of the Company, substantial shareholders of the Company or controlling shareholders of the Company.

Save as disclose above, the Requisitionists confirmed that, as at the date of the Requisition Letter, there is no other information in relation to the appointment of Ms. Cai that is required to be disclosed pursuant to any of the requirements under Rule 17.50(2) of the GEM Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders of the Company.

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 (the "**EGM**") of L & A International Holdings Limited ("**Company**") will be held at Room V1, 2/F, Block 1, The Zenith, 3 Wanchai Road, Wanchai, Hong Kong at 11:00 a.m. on Tuesday, 15 November 2016, for the purpose of considering and, if thought fit, passing each of the following resolutions which will be proposed as ordinary resolution of the Company:

ORDINARY RESOLUTIONS

1. THAT Mr. YANG Si Hang be removed as an executive director of the Company with effect from the close of the EGM.

2. THAT Mr. NG Ka Ho be removed as an executive director of the Company with effect from the close of the EGM.

3. THAT Mr. WONG Chiu Po be removed as a non-executive director of the Company with effect from the close of the EGM.

4. THAT Mr. KWONG Lun Kei Victor be removed as an independent non-executive director of the Company with effect from the close of the EGM.

5. THAT Mr. MA Chi Ming be removed as an independent non-executive director of the Company with effect from the close of the EGM.

6. THAT Mr. CHAN Ming Sun Jonathan be removed as an independent non-executive director of the Company with effect from the close of the EGM.

7. THAT Mr. CHEN Guochang (陳果暢) be appointed as an executive director of the Company with effect from the close of the EGM.

8. THAT Ms. WEI Min (魏敏) be appointed as an executive director of the Company with effect from the close of the EGM.

9. THAT Ms. BIAN Meng (邊夢) be appointed as an executive director of the Company with effect from the close of the EGM.

10. THAT Mr. TAM Chak Chi (譚澤之) be appointed as an independent non-executive director of the Company with effect from the close of the EGM.

11. THAT Mr. LI Zhongqi (李忠琦) be appointed as an independent non-executive director of the Company with effect from the close of the EGM.

12. THAT Ms. CAI Huixin (蔡慧欣) be appointed as an independent non-executive director of the Company with effect from the close of the EGM.

13. THAT the Board shall make any public announcements regarding the results of the EGM and any reports to the Stock Exchange as deemed necessary in compliance with the Rules Governing the Listing of Securities on Growth Enterprise Market of the Stock Exchange of Hong Kong Limited.

By Order of the Board
L & A International Holdings Limited
Ng Ka Ho
Chairman and Executive Director

Hong Kong, 25 October 2016

Registered office:
P.O. Box 309
Ugland House
Grand Cayman
KY-1104
Cayman Islands

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. The transfer books and register of members of the Company will be closed from 14 November 2016 (Monday) to 15 November 2016 (Tuesday), (both days inclusive) to facilitate the processing of proxy voting. To be entitled to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited at 31/F, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on 11 November 2016 (Friday).

2. A form of proxy for use at the EGM is being despatched to the shareholders of the Company together with a copy of this notice.

3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under is seal or under the hand of an officer or attorney duly authorised. Any shareholder of the Company entitled to attend and vote at the EGM convened by the above notice shall be entitled to appoint one proxy or, if he is the holder of two or more shares of the Company, more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.

4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at Boardroom Share Registrars (HK) Limited, the branch share registrar and transfer office of the Company, 31/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.

5. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the EGM convened or any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.

6. Where there are joint registered 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/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such shares shall alone be entitled to vote.