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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 EXTRA ORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of the shareholders of L & A International Holdings Limited (the “**Company**”) will be held at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Friday, 6 October 2017 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. “**THAT:**

Subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval of the listing of, and the permission to deal in, the Consolidated Shares (as defined below):

- (a) with effect from the day immediately following the date on which this resolution is passed, being a day on which shares are traded on the Stock Exchange, every twenty (20) issued and unissued shares of HK\$0.002 each in the share capital of the Company be consolidated into one (1) share of HK\$0.04 each (the “**Consolidated Share**”); and
- (b) all of the Consolidated Shares resulting from the Share Consolidation shall rank pari passu in all respects with each other and have the same rights and privileges as regards dividend, capital, redemption, attendance at meetings, voting, etc. and be subject to the restrictions contained in the articles of association of the Company;
- (c) all fractional Consolidated Shares will be disregarded and will not be issued to the holders of the existing shares of HK\$0.002 each in the share capital of the Company but all fractional Consolidated Shares will be aggregated, sold and retained for the benefit of the Company, if possible and applicable; and

(d) any one director of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents, including under the seal of the Company, where applicable, as he may consider necessary or expedient to complete, implement and give effect to any and all the arrangements set out in this resolution.”

2. “**THAT:**

Subject to and conditional on the Share Consolidation becoming effective,

- (a) the authorised share capital of the Company be increased from HK\$100,000,000 divided into 2,500,000,000 Consolidated Shares to HK\$500,000,000 divided into 12,500,000,000 Consolidated Shares by the creation of an additional 10,000,000,000 Consolidated Shares (the “**Increase in Authorised Share Capital**”); and
- (b) any one director of the Company be and is hereby authorized to do all such acts and things, to sign and execute all such documents for and on behalf of the Company and to take such steps as he may in his absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Increase in Authorised Share Capital.”

Yours faithfully,  
By order of the Board  
**L & A International Holdings Limited**  
**Ng Ka Ho**  
*Chairman and Executive Director*

Hong Kong, 15 September 2017

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such person may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto. However, if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present being the most senior or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding. For this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
3. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be delivered 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 no less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

*As at the date of this announcement, the Board comprises one executive Director, namely, Mr. Ng Ka Ho and three independent non-executive Directors, namely, Mr. Ma Chi Ming, Mr. Ng Kai Shing and Mr. Li Kin Ping.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in 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>.*