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)

(1) RESIGNATION OF EXECUTIVE DIRECTOR AND CHAIRMAN OF THE BOARD, AUTHORISED REPRESENTATIVE, COMPLIANCE OFFICER, MEMBER OF NOMINATION COMMITTEE AND REMUNERATION COMMITTEE (2) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER OF AUDIT COMMITTEE (3) CHANGE IN COMPOSITION OF BOARD COMMITTEES (4) APPOINTMENT OF AUTHORISED REPRESENTATIVE AND (5) APPOINTMENT OF COMPLIANCE OFFICER

RESIGNATION OF DIRECTORS

The board (the "**Board**") of directors (the "**Directors**") of L & A International Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**"), announces that Mr. Ng Ka Ho ("**Mr. Ng**") resigned from his office as an executive director, authorised representative of the Company (the "**Authorised Representative**") under Rule 5.24 of the Rules Governing the Listing of Securities on GEM (the "**GEM Listing Rules**") of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), compliance officer of the Company under Rule 5.19 of the GEM Listing Rules (the "**Compliance Officer**"), the chairman of the Board, a member of the nomination committee (the "**Nomination Committee**") and a member of the remuneration committee (the "**Remuneration Committee**") of the Company with effect from 7 May 2019 in order to devote more time to his postgraduate programme.

The Board further announces that Mr. Ma Chi Ming ("**Mr. Ma**") resigned from his office as an independent non-executive Director (the "**INED**") and a member of the audit committee (the "**Audit Committee**") of the Company with effect from 7 May 2019 to devote more time to handle his personal affairs.

Both Mr. Ng and Mr. Ma confirmed that they have no disagreement with the Board and there is no other matter which needs to be brought to the attention of the shareholders of the Company and the Stock Exchange in relation to their resignations.

NON-COMPLIANCE WITH RULES 5.05(1) AND 5.28 OF THE GEM LISTING RULES

According to Rule 5.05(1) of the GEM Listing Rules, the Company is required to have at least three INEDs. According to Rule 5.28 of the GEM Listing Rules, the Audit Committee must, amongst other things, comprise a minimum of three members.

Following the resignation of Mr. Ma, the Board would have two INEDs only, as such the number of which falls below the minimum number of the three (3) INEDs pursuant to Rule 5.05(1) of the GEM Listing Rules.

The Company is in the process of identifying and shall appoint a suitable candidate to fill up the vacancy of an INED as a result of Mr. Ma's resignation as soon as possible and in any event within three (3) months from the date of Mr. Ma's resignation pursuant to Rule 5.06 of the GEM Listing Rules and will make further announcement(s) as and when appropriate.

Following the resignation of Mr. Ma, the Company is not in compliance with Rule 5.28 of the GEM Listing Rules, that the Audit Committee must comprise a minimum of three (3) members comprising non-executive directors only.

The Company will appoint an appropriate person to fill the vacancy in the Audit Committee as soon as practicable and in any event within three (3) months from the date of resignation pursuant to Rule 5.33 of the GEM Listing Rules, and will make further announcement(s) as and when appropriate.

An updated list of Directors and their role and function including the composition of each of the committees of the Board is also made available on the websites of the Stock Exchange and the Company on the date of this announcement.

CHANGE IN COMPOSITION OF BOARD COMMITTEES AND APPOINTMENT OF AUTHORISED REPRESENTATIVE AND COMPLIANCE OFFICER

The Board further announces the following changes in the composition of the Board committees, all with effect from 7 May 2019:

(1) Mr. Ng and Mr. Ma ceased to hold any position in the Company; and

(2) Mr. Lau Chun Kavan ("**Mr. Lau**"), an executive director, has been appointed as a member of the Nomination Committee and a member of the Remuneration Committee.

(3) Mr. Lau has been appointed as the Authorised Representative and the Compliance Officer in place of Mr. Ng with effect from 7 May 2019.

By Order of the Board
L & A International Holdings Limited
Lau Chun Kavan
Executive Director

Hong Kong, 8 May 2019

As at the date of this announcement, the Board comprises of two executive Directors, namely Mr. Lau Chun Kavan and Ms. Wang Tsz Yue and two independent non-executive Directors, namely, Mr. Li Kin Ping and Ms. Guo Yan Xia.