



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)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON THURSDAY, 6 JUNE 2019 AT 11:00 A.M. (OR ANY ADJOURNMENT THEREOF) (THE “EGM”)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary share(s) of HK\$0.04 each (the “Share(s)”) in the capital of L & A International Holdings Limited (the “Company”), hereby appoint the chairman of the EGM or ^(Note 3) _____

of _____ as my/our proxy to attend the EGM of the Company to be held at 2402 China Merchants Tower, Shun Tak Centre, 198–200 Connanght Road Central, Hong Kong on Thursday, 6 June 2019 at 11:00 a.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the ordinary resolutions set out in the notice dated 20 May 2019 convening the EGM (the “Notice”) and at the EGM (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the ordinary resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit and to vote on behalf of me/us and in my/our name(s) on any other resolutions duly proposed at the EGM as my/our proxy thinks fit.

Please make a “✓” mark in the appropriate boxes to indicate how you wish your vote(s) to be cast ^(note 4).

Ordinary Resolutions*		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To remove Mr. Li Kin Ping as an independent non-executive director of the Company with immediate effect from the date of the EGM.		
2.	To remove Ms. Guo Yan Xia as an independent non-executive director of the Company with immediate effect from the date of the EGM.		
3.	To remove Mr. Lau Chun Kavan as an executive director of the Company with immediate effect from the date of the EGM.		
4.	To remove Ms. Wang Tsz Yue as an executive director of the Company with immediate effect from the date of the EGM.		
5.	To appoint Mr. Chan Kim Fai Eddie as an independent non-executive director of the Company with immediate effect from the date of the EGM.		
6.	To appoint Mr. Ng Chi Ho, Dennis as an independent non-executive director of the Company with immediate effect from the date of the EGM.		
7.	To appoint Mr. Li Kin Ping as an independent non-executive director of the Company with immediate effect from the date of the EGM.		
8.	To appoint Ms. Guo Yan Xia as an independent non-executive director of the Company with immediate effect from the date of the EGM.		
9.	To appoint Mr. Lau Chun Kavan as an executive director of the company with immediate effect from the date of the EGM.		
10.	To appoint Ms. Wang Tsz Yue as an executive director of the Company with immediate effect from the date of the EGM.		

* Please refer to the Notice for the full text of the proposed resolutions.

Dated this _____ day of _____, 2019 Signature(s) ^(Note 5): _____

Notes:

- Please insert full name(s) and address in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- If any proxy other than the chairman of the EGM is preferred, strike out the words “the chairman of the EGM or” and insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the EGM will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- PLEASE INDICATE WITH a “✓” in the appropriate space beside each item how you wish the proxy to vote on your behalf.** If this form of proxy is returned duly signed, but without any such indication, the proxy will be entitled to vote or abstain at his discretion in respect of that resolution. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to the EGM other than that referred to in the Notice (including amendments to resolutions which may be by properly put to the EGM).
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer, attorney or other person duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy or by representative, will be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority is determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- To be valid, this form of proxy, together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be deposited with the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the EGM and at any adjournment thereof (as the case may be).
- Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or, if he holds two or more shares, more proxies to attend and vote on his behalf. A proxy need not be a Shareholder but must attend the meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjourned meeting thereof) if you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Shareholders or their proxies attending the EGM shall produce their identity documents.