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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 stockbroker or other registered dealer 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, 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(s) or transferee(s).

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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)

PROPOSALS FOR GRANTING OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS, PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A notice convening the AGM to be held at 5/F, World Interests Building, 8 Tsun Yip Lane, Kwun Tong, Kowloon, Hong Kong on Friday, 30 July 2021 at 11:00 a.m. is set out on pages 19 to 24 of this circular. A form of proxy for use by the shareholders of the Company at the AGM is enclosed herein.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Share Registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's 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 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

This circular will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for a minimum seven (7) days from the date of its posting and on the Company's website at www.lna.com.hk.

PRECAUTIONARY MEASURES FOR THE AGM

To safeguard the health and safety of the attendees who will attend the AGM and to prevent the spreading of the coronavirus (COVID-19) pandemic, the following measures will be implemented at the AGM:

- mandatory body temperature check;
- seating at the AGM venue will be arranged so as to allow for appropriate social distancing;
- mandatory wearing of surgical face masks; and
- no refreshments nor corporate gift for attendees

The Company reserves the right to deny entry into the AGM venue if such person: (i) refuses to comply with any of the above precautionary measures; (ii) is subject to any Hong Kong Government prescribed quarantine; (iii) is having a body temperature of over 37.4 degree Celsius; and/or (iv) has any flu-like symptoms.

For the health and safety of shareholders of the Company, the Company would like to encourage shareholders of the Company to appoint the chairman of the AGM as their proxy to vote on the proposed resolution at the AGM, instead of attending the AGM in person.

Subject to the development of COVID-19, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the Company's website for further announcements and updates on the AGM arrangements.

30 June 2021

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CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, 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.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at 5/F, World Interests Building, 8 Tsun Yip Lane, Kwun Tong, Kowloon, Hong Kong on Friday, 30 July 2021 at 11:00 a.m. or any adjournment thereof
“AGM Notice”	the notice convening the AGM set out on pages 19 to 24 of this circular
“Articles of Association”	the articles of association of the Company
“associate(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Director(s)
“Change of Company Name”	the proposed change of the English name of the Company from “L & A International Holdings Limited” to “Epochal Freedom Group Limited” and the proposed change of the dual foreign name in Chinese of the Company from “樂亞國際控股有限公司” to “時間自由集團有限公司”
“Company”	L & A International Holdings Limited (樂亞國際控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by 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

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution for approving such issue mandate at the AGM
“Latest Practicable Date”	29 June 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution for approving such repurchase mandate at the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	ordinary share(s) with a par value of HK\$0.0001 each in the share capital of the Company
“Share Registrar”	Union Registrars Limited, the Company’s branch share registrar and transfer office in Hong Kong
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

LETTER FROM THE BOARD



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. Yuen Yu Sum (*Chairman*)

Mr. Lau Chun Kavan

Mr. Chan Lap Jin Kevin

Non-executive Director:

Mr. Law Wing Chung

Independent non-executive Directors:

Mr. Chung Chin Kwan

Mr. Ng Chi Ho Dennis

Mr. Chan Kim Fai Eddie

Mr. Chung Kwok Pan

Registered office:

Maples Corporate Services Limited

P.O. Box 309, Ugland House

Grand Cayman, KY1-1104

Cayman Islands

*Headquarter and principal place of
business in Hong Kong:*

Unit No. D, 5th Floor

Wing Hong Centre

No. 18 Wing Hong Street, Kowloon

Hong Kong

30 June 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GRANTING OF GENERAL MANDATES TO
ISSUE NEW SHARES AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you notice of the AGM and provide you with the information reasonably necessary to enable you to make a decision on whether to vote for or against the resolutions to be proposed at the AGM in relation to, among other matters, (i) the granting of the proposed Issue Mandate and the proposed Repurchase Mandate and the extension of Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) the re-election of retiring Directors; and (iii) the Change of Company Name.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

The Company's existing mandate to issue Shares was approved by its then Shareholders at the last annual general meeting held on 31 July 2020 and will be expired at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant to the Directors a new general and unconditional mandate to allot, issue and deal with additional Shares of not exceeding 20% of the total number of Shares in issue as at the date of the passing of the relevant resolution.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the total number of Shares permitted to be allotted and issued under the Issue Mandate by those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

The Issue Mandate allows the Company to allot, issue and otherwise deal with Shares only during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the laws of the Cayman Islands; or (iii) the date upon which such mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company (the "**Relevant Period**").

As at the Latest Practicable Date, the issued Shares comprised 1,535,984,000 Shares. Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Directors would be authorised to allot, issue and deal with not exceeding of 307,196,800 new Shares under the Issue Mandate, representing 20% of the total number of issued Shares as at the date of the AGM.

GENERAL MANDATE TO REPURCHASE SHARES

The Company's existing mandate to repurchase Shares was approved by its then Shareholders at the last annual general meeting held on 31 July 2020 and will be expired at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant to the Directors a new general and unconditional mandate to repurchase Shares of not exceeding 10% of the total number of Shares in issue as at the date of the passing of the relevant resolution. The Repurchase Mandate allows the Company to make purchases only during the Relevant Period.

LETTER FROM THE BOARD

An explanatory statement required to be sent to the Shareholders under the GEM Listing Rules is set out in Appendix I to this circular to provide the requisite information regarding the Repurchase Mandate to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate.

RE-ELECTION OF RETIRING DIRECTORS

According to Article 16.2 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. As such, Mr. Law Wing Chung and Mr. Chung Kwok Pan shall retire from office and being eligible, offer themselves for re-election at the AGM.

According to Article 16.18 of the Articles of Association, at every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors. As such, Mr. Yuen Yu Sum and Mr. Chan Lap Jin Kevin shall retire from office by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM.

The nomination committee of the Board (the “**Nomination Committee**”) will review the structure, size and diversity (including gender, age, cultural and educational background, length of service, skills, knowledge and experience etc.) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy. The nominations were made in accordance with the nomination policy of the Company and the objective criteria (including without limitation, skills, knowledge and experience, and potential time commitment for the board and/or committee responsibilities), with due regard for the benefits of diversity as set out under the board diversity policy of the Company.

Mr. Chung Kwok Pan, the retiring independent non-executive Director, has confirmed his independence with reference to the factors set out in Rule 5.09 of the GEM Listing Rules. The Nomination Committee had considered and nominated the above retiring independent non-executive Director to the Board for it to propose to the Shareholders for re-election at the AGM.

LETTER FROM THE BOARD

Mr. Chung Kwok Pan possesses years of business management experiences in the garment industry and takes several social positions in numbers of garment and fashion societies and associations in Hong Kong. The Board is of the view that his broad exposure and fruitful experiences will contribute effectively to the diversity the Board.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that each of the above retiring Directors, namely Mr. Yuen Yu Sum, Mr. Chan Lap Jin Kevin, Mr. Law Wing Chung and stand for re-election as Directors by way of separate resolution at the AGM.

Details of all retiring Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the GEM Listing Rules.

PROPOSED CHANGE OF COMPANY NAME

Reference is made to the announcement of the Company dated 23 April 2021 in relation to the Change of Company Name.

The Board proposed to change the English name of the Company from “L & A International Holdings Limited” to “Epochal Freedom Group Limited” and to change the dual foreign name in Chinese of the Company from “樂亞國際控股有限公司” to “時間自由集團有限公司”.

Conditions of the Change of Company Name

The Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution to approve the Change of Company Name by the Shareholders at the AGM; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of entry of the new English name and the new dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands and issue a certificate of incorporation on change of name. Upon the Change of Company Name becoming effective, the Company will then comply with the necessary filing procedures with the Companies Registry in Hong Kong. The stock short name of the Company will be changed accordingly.

LETTER FROM THE BOARD

Reasons for the Change of Company Name

With further development and expansion of the business scope of the Group, the Board considers that the proposed Change of Company Name will better reflect the business nature of the Group. The Board believes that the new name will provide the Company with a fresh corporate image and identity which will benefit the Group's future business development and is in the interest of the Company and its Shareholders as a whole.

Effect of the Change of Company Name

The Change of Company Name will not affect any rights of the Shareholders. All existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Change of Company Name becoming effective, continue to be effective and as documents of title to the Shares and will remain valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for the free exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company. Upon the Change of Company Name becoming effective, any new share certificates of the Company will be issued under the new name of the Company.

Further announcement(s) will be made by the Company in due course to inform the Shareholders the results of the AGM, the effective date of the Change of Company Name, the new stock short name of the Company for trading of the Shares on the Stock Exchange, the change of the website and logo of the Company.

AGM

A notice convening the AGM to be held at 5/F, World Interests Building, 8 Tsun Yip Lane, Kwun Tong, Kowloon, Hong Kong at 11:00 a.m. on Friday, 30 July 2021 is set out on pages 19 to 24 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the Issue Mandate and Repurchase Mandate and the extension of the Issue Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate, the proposed re-election of retiring Directors and the proposed Change of Company Name.

A form of proxy for use by Shareholders at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Share Registrar at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

GEM LISTING RULES REQUIREMENT

Pursuant to Rule 17.47(4) of the GEM Listing Rules, 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. An announcement on the results of the poll will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate, the extension of Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate, the proposed re-election of retiring Directors and the proposed Change of Company Name are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM and as set out in the AGM Notice.

FURTHER INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular. The English text of this circular shall prevail over the Chinese text in the event of any inconsistency.

By order of the Board
L & A International Holdings Limited
Yuen Yu Sum
Chairman and executive Director

This appendix serves as an explanatory statement as required under the GEM Listing Rules to provide the requisite information to Shareholders for consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued Shares comprised 1,535,984,000 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased between the Latest Practicable Date and the date of AGM, the Company will be allowed to repurchase a maximum of 153,598,400 Shares, representing 10% of the total number of Shares in issue as at the date of the AGM.

2. REASONS FOR SHARE REPURCHASE

Although the Directors have no present intention of exercising the Repurchase Mandate, the Directors believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that repurchase of Shares will benefit the Company and its Shareholders as a whole.

3. SOURCE OF FUNDS

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be funded entirely from the Company's available cash flow or working capital facilities.

In repurchasing the Shares, the Company may only apply funds which are legally available for such purposes in accordance with the Articles of Association, the GEM Listing Rules and the applicable laws of the Cayman Islands. The Company may not repurchase its own shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on GEM of each of the previous twelve months preceding and up to the Latest Practicable Date were as follows:

	Shares Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
June	0.200	0.176
July	0.355	0.190
August	0.370	0.270
September	0.400	0.265
October	0.380	0.265
November	0.400	0.335
December	0.500	0.345
2021		
January	0.390	0.310
February	0.375	0.325
March	0.345	0.305
April	0.340	0.285
May	0.310	0.270
June (up to the Latest Practicable Date)	0.345	0.295

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Articles of Association, the GEM Listing Rules and the applicable laws of the Cayman Islands.

6. THE TAKEOVERS CODE

If, as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors do not intend to exercise the Repurchase Mandate to such an extent as would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code and, accordingly, it is not anticipated that purchases of Shares under the Repurchase Mandate will give rise to any consequences under the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the Repurchase Mandate.

7. DISCLOSURE OF INTERESTS

As at the Latest Practicable Date, none of the Directors nor, to the best of their knowledge and belief and having made all reasonable enquiries, any of their respective close associates (as defined under the GEM Listing Rules), have any present intention, if the Repurchase Mandate is approved by the Shareholders and is exercised, to sell any Shares to the Company or any of its subsidiaries under the Repurchase Mandate.

As at the Latest Practicable Date, no core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she/it has any present intention to sell any Shares, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

8. MATERIAL ADVERSE CHANGE

As compared with the financial position of the Company as at 31 March 2021 (being the date to which the latest audited consolidated financial statement of the Company have been made up), the Directors consider that there would be material adverse impact on the working capital or gearing position of the Company in the event that the proposed repurchases were to be carried out in full at any time during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on GEM or otherwise) in the six months preceding the Latest Practicable Date.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

The following are particulars of the retiring Directors proposed to be re-elected at the AGM:

EXECUTIVE DIRECTORS

Mr. Yuen Yu Sum (“Mr. Yuen”)

Mr. Yuen, aged 33, was appointed as an executive Director on 24 October 2019. Mr. Yuen is also the chairman of the Board. He obtained a bachelor degree in Social Sciences (Honours) in Administration and Public Management from City University of Hong Kong. Mr. Yuen has over four years’ experience in event management and organizing investment experience-sharing courses and seminars. Mr. Yuen currently serves as a director of certain associated companies of the Company.

Mr. Yuen was a director of South China Overseas Studies Centre Limited, AG Carlton Professions Limited, 2828 Inc Limited, Max Fund (China) Limited and Silver Supreme Inc Limited each of which was incorporated in Hong Kong and was dissolved by deregistration under section 751 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) on 1 September 2017, 19 August 2016, 17 October 2014, 5 September 2014 and 8 August 2014 respectively. Mr. Yuen was also a director of Golden Fine International (HK) Limited, which was incorporated in Hong Kong and was dissolved by deregistration on 4 July 2014 under section 291AA of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force before 3 March 2014. To the best knowledge and belief of Mr. Yuen, all of the aforesaid dissolved companies had ceased business and become defunct and were solvent at the time of them being dissolved by deregistration.

Mr. Yuen has entered into a service contract with the Company for an initial fixed term of one year with effect from 24 October 2020 and his appointment is subject to retirement by rotation and re-election pursuant to the Articles of Association. Mr. Yuen is entitled to a director’s fee of HK\$30,000 per month, which represents the entirety of the monthly remuneration payable to him by the Group. The remuneration of Mr. Yuen was determined with reference to the prevailing market conditions, his role and responsibilities within the Group.

As at the Latest Practicable Date, Mr. Yuen has a personal interest in 10,000,000 underlying shares of HK\$0.0001 each in the Company by virtue of share options granted to him by the Company under the share option scheme currently in force and adopted by the Company on 25 September 2014 to subscribe for shares of the Company in accordance with the terms thereof.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Mr. Chan Lap Jin Kevin (“Mr. Chan”)

Mr. Chan, aged 36, was appointed as an executive Director on 3 August 2020. Mr. Chan obtained a bachelor degree in Dental Surgery from University of Hong Kong and diploma in Higher Education, School of Dentistry from University of Liverpool. Mr. Chan has over 10 years of experience in corporate strategy, business development and management where he was a founder of a chain of dental clinics in Hong Kong with over 7 dentists and 6 clinics in 2014 (the “**Dental Chain**”). Mr. Chan was responsible for formulating corporate strategies, business development plans and major corporate decisions for the Dental Chain. In addition, Mr. Chan has over 6 years of experience in financial quotient and investment education business. He is an instructor of various property investment courses and seminars with an average of 300 attendees per month. In addition, he is an instructor and course director for memory improvement courses and speed-reading courses with an average of 60 attendees per course. Mr. Chan also involves in the development of tutorial and training businesses in relation to the financial quotient and investment education programs for over 6 years.

Mr. Chan has entered into a service contract with the Company for an initial fixed term of one year with effect from 3 August 2020. He is entitled to a director’s fee of HK\$30,000 per month, which represents the entirety of the monthly remuneration payable to him by the Group. The remuneration of Mr. Chan was determined with reference to the prevailing market conditions, his role and responsibilities within the Group.

As at the Latest Practicable Date, Mr. Chan is interested in 154,644,000 Shares, representing approximately 10.06% of the issued share capital of the Company.

Mr. Chan was a director of Star Grand Medical Limited (星匯醫療有限公司) (“**Star Grand**”), a private company limited by shares incorporated in Hong Kong, which was dissolved by striking off on 14 July 2014 under section 751 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). Star Grand was principally engaged in the Chinese Medicine business. To the best of knowledge and belief of Mr. Chan, Star Grand had ceased business and become defunct in 2013. So far as Mr. Chan was aware, the dissolution of Star Grand has not resulted in any liability or obligation being imposed against him.

On 29 March 2018, the Dental Council of Hong Kong (the “**Dental Council**”) found Mr. Chan failed to: (i) carry out adequate pre-operative assessment on a patient in relation to the removal of wisdom teeth; (ii) properly advise the same patient on the possible risks and complications arising from the treatment; and (iii) properly execute the removal of those wisdom teeth, in an incident which was occurred between July 2015 to March 2016 (the “**Incident**”). It was regarded by the Dental Council that the Incident was an unprofessional misconduct on the part of Mr. Chan. As a result, Mr. Chan’s name was removed from the list of registered dentists under the general register of the Dental Council for 3 months from 29 March 2018. He was also reprimanded by the Dental Council.

**APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE AGM**

NON-EXECUTIVE DIRECTOR

Mr. Law Wing Chung (“Mr. Law”)

Mr. Law, aged 43, was appointed as a non-executive Director on 2 June 2021. Mr. Law obtained a master degree of journalism and a bachelor degree of laws from the University of Hong Kong. Mr. Law was an award winning journalist who has served in the newsroom for over 12 years. Mr. Law has substantial experience in the media industry. He has set up two public affairs consulting companies which are principally engaged in the provision of various consultancy services including public affairs, public relations, social media, news media and stakeholder engagement advices. Mr. Law was appointed by the Hong Kong Special Administrative Region (“**HKSAR**”) Government as the Political Assistant to the Financial Secretary in 2012 and had also assisted a candidate to run the Hong Kong Chief Executive election in 2017.

Mr. Law has entered into a service contract with the Company for an initial fixed term of one year with effect from 2 June 2021. He is entitled to a director’s fee of HK\$20,000 per month, which represents the entirety of the monthly remuneration payable to him by the Group. The remuneration of Mr. Law was determined with reference to the prevailing market conditions, his role and responsibilities within the Group.

As at the Latest Practicable Date, Mr. Law is interested in an aggregate of 960,000 Shares, representing approximately 0.06% of the entire issued share capital of the Company.

**APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE AGM**

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Chung Kwok Pan (“Mr. Chung”)

Mr. Chung, aged 57, was appointed as an independent non-executive Director on 2 June 2021. Mr. Chung obtained a bachelor degree in Quantity Surveying from Robert Gordon’s Institute of Technology, Scotland (currently known as Robert Gordon University, Aberdeen) in July 1986 and a master degree in Business Administration from the University of Stirling, Scotland, United Kingdom in May 1988.

Mr. Chung has been responsible for the business management of Chungweiming Knitting Factory Limited since early 1988. Mr. Chung also has several social positions, including a member of the 5th and 6th Legislative Council of Hong Kong (Textile and Garment Sector), Leader of Liberal Party, Honorary Life Chairman of Hong Kong Apparel Society Limited, a member of Honorary General Committee, The Chinese Manufacturers’ Association of Hong Kong, an advisor of New Territories General Chamber of Commerce, a director of Hong Kong Design Centre, Chairman of Design Discipline Advisory Board of Vocational Training Council, Chairman of Fashion Industry Training Advisory Committee, Education Bureau of the HKSAR and a member of the Advisory Group on Implementation of Fashion Initiatives, The Commerce and Economic Development Bureau of the HKSAR. He was also a member of the 9th Guangdong Provincial Committee of the Chinese People’s Political Consultative Conference in 2005.

Mr. Chung is currently an independent non-executive director of High Fashion International Limited (stock code: 608), Planetree International Development Limited (stock code: 613) and Esprit Holdings Limited (stock code: 330) respectively, their respective shares of which are listed on the main board of the Stock Exchange.

Mr. Chung was the chairman of Dongguan Weiming Garment Co., Ltd. (“**Dongguan Weiming**”), which was established in The People’s Republic of China. The business license was revoked by Dongguan Administration for Industry as Commerce (the “**AIC of Dongguan**”) on 8 February 2006. It is confirmed by Mr. Chung that he was not involved in the running and operation of Dongguan Weiming. Mr. Chung believed that the business license was revoked due to the failure of Dongguan Weiming to renew its business license after the expiration date. As at the date hereof, the business license of Dongguan Weiming remained revoked and the term of business operation expired in 2005 according to the information of the website of the AIC of Dongguan.

**APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE AGM**

Mr. Chung was a director of the following companies, which were all incorporated in Hong Kong prior to their respective dissolution:

Name of Company	Principal business activity immediately prior to dissolution	Date of dissolution	Details
AF Education Co. Limited	Had not commenced business	6 June 2003	Dissolved by deregistration under section 291AA of the Predecessor Companies Ordinance
HONG KONG BRANDING GROUP LIMITED 香港品牌集團有限公司	Fashion retail in China	17 August 2018	Dissolved by deregistration under section 751 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
Kai Yip Restaurant Limited 啟業酒樓有限公司	Providing food and beverage services in Hong Kong	7 October 2004	Compulsory winding up (<i>Note</i>)

Note:

Compulsory winding up proceeding were initiated against Kai Yip Restaurant Limited ("Kai Yip Restaurant") upon a petition filed by one of its ex-employees (the "Petitioner") to the court on 17 September 2001 seeking a court order to wind up Kai Yip Restaurant on the grounds that Kai Yip Restaurant was indebted to the Petitioner in a sum of HK\$48,992.21 and to certain other employees in the aggregate sum of approximately HK\$3,392,970.70, all amounts being severance pay, wages in lieu of notice of dismissal, annual leave pay and statutory holiday pay, and that Kai Yip Restaurant was insolvent and unable to pay its debts.

To the best of the knowledge and belief of Mr. Chung, AF Education Co. Limited and HONG KONG BRANDING GROUP LIMITED had become defunct and were solvent at the time of them being dissolved by deregistration.

Mr. Chung has entered into a service contract with the Company for an initial fixed term of one year with effect from 2 June 2021. He is entitled to a director's fee of HK\$20,000 per month, which represents the entirety of the monthly remuneration payable to him by the Group. The remuneration of Mr. Chung was determined with reference to the prevailing market conditions, his role and responsibilities within the Group.

**APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE AGM**

Save as disclosed above, each of the retiring Directors confirms with respect to him that:

- (i) he has not held any directorships in the three years preceding the Latest Practicable Date in any companies the securities of which are listed on any securities market in Hong Kong or overseas;
- (ii) he does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the GEM Listing Rules) of the Company;
- (iii) he does not hold any positions in the Company or any other members of the Group; and
- (iv) he does not have any interests in the Shares and underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there are no other matters concerning each of the retiring Directors that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules.

NOTICE OF AGM



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of L & A International Holdings Limited (the “**Company**”) will be held at 5/F, World Interests Building, 8 Tsun Yip Lane, Kwun Tong, Kowloon, Hong Kong on Friday, 30 July 2021 at 11:00 a.m. for the purpose of considering and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and the auditor of the Company for the year ended 31 March 2021;
2. To declare a final dividend (the “**Final Dividend**”) for the year ended 31 March 2021;
3.
 - (a) To re-elect Mr. Yuen Yu Sum as an executive Director;
 - (b) To re-elect Mr. Chan Lap Jin Kevin as an executive Director;
 - (c) To re-elect Mr. Law Wing Chung as a non-executive Director;
 - (d) To re-elect Mr. Chung Kwok Pan as an independent non-executive Director;
 - (e) To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
4. To re-appoint MCM (HK) CPA Limited as auditor of the Company and to authorise the Board to fix its remuneration;

NOTICE OF AGM

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

5. **“THAT:**

- (a) subject to paragraphs (b) and (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the “**Shares**”) or securities convertible into such shares or options, warrants, or similar right to subscribe for any shares or convertible securities of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any options granted under any share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible persons thereunder of shares or rights to subscribe for shares in the capital of the Company; (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part a dividend pursuant to the articles of association of the Company (the “**Articles of Association**”) from time to time; or (iv) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed 20% of the total number of the Shares in issue as at the time of passing this resolution and the said approval shall be limited accordingly; and

NOTICE OF AGM

(d) for the purpose of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any other applicable laws of the Cayman Islands to be held; or
- (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares, or offer or issue of warrants, options or other securities given rights to subscribe for Shares open for a period fixed by the Company or the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory applicable to the Company).”

6. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on the GEM or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong (“SFC”) and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers to repurchase such shares are subject to and in accordance with all applicable laws and requirements of the SFC, the Stock Exchange or of any other stock exchange, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

NOTICE OF AGM

- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
7. “**THAT** conditional upon the passing of resolutions no. 5 and 6 as set out in this notice convening the Meeting of which this resolution forms part, the general mandate granted to the Directors pursuant to resolution no. 5 as set out in this notice convening the Meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the number of Shares repurchased by the Company under the authority granted pursuant to resolution no. 6 as set out in this notice convening the Meeting of which this resolution forms part, provided that such amount shall not exceed 10% of the total number of issued Shares as at the date of passing this resolution.”

SPECIAL RESOLUTION

8. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “L & A International Holdings Limited” to “Epochal Freedom Group Limited” and to change the dual foreign name in Chinese of the Company from “樂亞國際控股有限公司” to “時間自由集團有限公司” (the “**Change of Company Name**”), and that any one Director be and is hereby authorised to do such acts and things and execute all documents or make such arrangement as he/she may in his/her absolute discretion consider necessary or expedient to effect the Change of Company Name.”

By order of the Board
L & A International Holdings Limited
Yuen Yu Sum
Chairman and executive Director

Hong Kong, 30 June 2021

NOTICE OF AGM

Registered office:

Maples Corporate Services Limited
P.O. Box 309, Umland House
Grand Cayman, KY1-1104
Cayman Islands

*Headquarter and principal place of
business in Hong Kong:*

Unit No. D, 5th Floor
Wing Hong Centre
No. 18 Wing Hong Street, Kowloon
Hong Kong

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxy to attend and, subject to the provisions of the Articles of Association, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy and the power of attorney (if any), under which it is signed or a notarially certified copy thereof, must be lodged, at the office of 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 the holding of the Meeting or any adjourned meeting.
3. Completion and return of a form of proxy will not preclude members of the Company from attending and voting in person at the Meeting or any adjournment thereof should they so wish and in such event, the form of proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said person as present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
5. For the purpose of determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 27 July 2021 to Friday, 30 July 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged 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, for registration not later than 4:00 p.m. on Monday, 26 July 2021.
6. The Final Dividend will be paid in three instalments of HK\$3,532,763.20 (HK\$0.0023 per share), HK\$3,686,361.60 (HK\$0.0024 per share) and HK\$3,839,960.00 (HK\$.00025 per share) on 12 August 2021, 25 August 2021 and 24 September 2021 respectively. For ascertaining the entitlement to the proposed Final Dividend (subject to approval by the shareholders at the Meeting), the register of members of the Company will be closed from Friday, 6 August 2021 to Tuesday, 10 August 2021, Tuesday, 17 August 2021 to Thursday, 19 August 2021 and Monday, 13 September 2021 to Wednesday, 15 September 2021 respectively, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed Final Dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged 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 for registration not later than 4:00 p.m. on Thursday, 5 August 2021, Monday, 16 August 2021 and Friday, 10 September 2021 respectively.
7. As at the date of this notice, the Board comprises Mr. Yuen Yu Sum (Chairman), Mr. Lau Chun Kavan and Mr. Chan Lap Jin Kevin as executive Directors, Mr. Law Wing Chung as non-executive Director and Mr. Chung Chin Kwan, Mr. Ng Chi Ho Dennis, Mr. Chan Kim Fai Eddie and Mr. Chung Kwok Pan as independent non-executive Directors.

NOTICE OF AGM

8. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning or “external conditions after super typhoons” announced by the Government of Hong Kong is/are in effect any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will publish an announcement on the website of the Company at www.lna.com.hk and on the “Latest Company Announcements” page of the GEM website at www.hkgem.com to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
9. To safeguard the health and safety of the attendees who will attend the AGM and to prevent the spreading of the coronavirus (COVID-19) pandemic, the following measures will be implemented at the AGM:
- mandatory body temperature check;
 - seating at the AGM venue will be arranged so as to allow for appropriate social distancing;
 - mandatory wearing of surgical face masks; and
 - no refreshments nor corporate gift for attendees

The Company reserves the right to deny entry into the AGM venue if such person: (i) refuses to comply with any of the above precautionary measures; (ii) is subject to any Hong Kong Government prescribed quarantine; (iii) is having a body temperature of over 37.4 degree Celsius; and/or (iv) has any flu-like symptoms.

For the health and safety of shareholders of the Company, the Company would like to encourage shareholders of the Company to appoint the chairman of the AGM as their proxy to vote on the proposed resolution at the AGM, instead of attending the AGM in person.

Subject to the development of COVID-19, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the Company’s website for further announcements and updates on the AGM arrangements.