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## THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this supplemental 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 supplemental circular and the accompanying revised 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)**

## SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO SHAREHOLDERS DATED 30 JUNE 2021 AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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Capitalised terms used in this cover page shall have the same meanings as those defined in the circular of the Company dated 30 June 2021.

This supplemental circular should be read together with the circular of the Company dated 30 June 2021 in relation to, among other things, 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.

A supplemental 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 5 and 6 of this supplemental circular. A revised 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 revised 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 revised 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 supplemental circular will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for a minimum of seven (7) days from the date of its posting and on the Company's website at [www.lna.com.hk](http://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.

20 July 2021

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## CHARACTERISTICS OF GEM

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**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.**

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## LETTER FROM THE BOARD

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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)**

*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, Umland House

Grand Cayman, KY1-1104

Cayman Islands

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

5/F World Interests Building

8 Tsun Yip Lane

Kwun Tong

Kowloon

Hong Kong

20 July 2021

To the Shareholders

*Dear Sir or Madam,*

### **SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO SHAREHOLDERS DATED 30 JUNE 2021 AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this supplemental circular is to provide you with information on the revision of the proposed Change of Company Name and the note to AGM Notice. This supplemental circular should be read together with the circular of the Company dated 30 June 2021 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 (the “**Original Circular**”).

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## LETTER FROM THE BOARD

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Capitalised terms used but not defined in this supplemental circular shall have the same meanings as those defined in the Original Circular.

### REVISED PROPOSED CHANGE OF COMPANY NAME

Subsequent to the despatch of the Original Circular, the Board has resolved to revise the proposed English name of the Company from “Epochal Freedom Group Limited” to “Legendary Group Limited” and the proposed new dual foreign name in Chinese of the Company from “時間自由集團有限公司” to “創天傳承集團有限公司”. As such, the resolution under item numbered 8 in the AGM Notice relating to the proposed Change of Company Name should be deleted in its entirety and replaced by the new resolution under item numbered 8 as set out in the supplemental AGM Notice (the “**Supplemental AGM Notice**”).

Save as disclosed above, all the other information in relation to the Change of Company Name contained in the Original Circular is correct and remains unchanged.

### SUPPLEMENTAL AGM NOTICE

Set out on pages 5 to 6 of this supplemental circular is the Supplemental AGM Notice at which, inter alia:

- (i) a special resolution will be proposed to the Shareholders to consider and approve the proposed change of the English name of the Company from “L & A International Holdings Limited” to “Legendary 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 “創天傳承集團有限公司”;
- (ii) note 6 to the AGM Notice shall be replaced by the following:

“The Final Dividend of HK\$0.0072 per Share will be paid in three instalments of HK\$0.0023 per Share, HK\$0.0024 per Share and HK\$0.0025 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.”

Save as disclosed above, all the resolutions and notes originally proposed in the AGM Notice remain unchanged.

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## LETTER FROM THE BOARD

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Please refer to the Original Circular and the AGM Notice for details of other resolutions to be proposed at the AGM and other relevant matters.

### REVISED FORM OF PROXY

Since the form of proxy of the Company dated 30 June 2021 (the “**Original Form of Proxy**”) does not reflect the revision of the proposed Change of Company Name, a revised form of proxy (the “**Revised Form of Proxy**”) is enclosed for use at the AGM.

Whether or not you are able to attend the AGM, you are requested to complete the Revised Form of Proxy in accordance 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 (the “**Closing Time**”). Completion and return of the Revised 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.

A Shareholder who has not yet lodged the Original Form of Proxy with the Share Registrar is requested to lodge the Revised Form of Proxy if he/she wishes to appoint proxy(ies) to attend, speak and vote at the AGM on his/her behalf. In this case, the Original Form of Proxy should not be lodged with the Share Registrar.

A Shareholder who has already lodged the Original Form of Proxy with the Share Registrar should note that:

- (i) if no Revised Form of Proxy is lodged with the Share Registrar, the Original Form of Proxy, if correctly completed, will be treated as a valid form of proxy lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM except for those resolutions to which the Shareholder has indicated his/her voting direction in the Original Form of Proxy;
- (ii) if the Revised Form of Proxy is lodged with the Share Registrar before the Closing Time, the Revised Form of Proxy, if correctly completed, will revoke and supersede the Original Form of Proxy previously lodged by him/her. The Revised Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder; and
- (iii) if the Revised Form of Proxy is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised Form of Proxy will be invalid. The proxy so appointed by the Shareholder under the Original Form of Proxy, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Revised Form of Proxy was lodged with the Share Registrar. Accordingly, Shareholders are advised to complete the Revised Form of Proxy carefully and lodge the Revised Form of Proxy with the Share Registrar before the Closing Time.

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## LETTER FROM THE BOARD

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Shareholders are reminded that submission of the Original Form of Proxy and/or the Revised Form of Proxy shall not preclude Shareholders from attending and voting in person at the AGM or any adjourned meeting thereof, should they so wish.

### **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 supplemental 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 supplemental 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 supplemental circular misleading.

### **RECOMMENDATION**

The Directors consider that the revision of the proposed Change of Company Name is 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 Supplemental AGM Notice.

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

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## SUPPLEMENTAL NOTICE OF AGM

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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)**

### SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This notice is supplemental to the notice of the annual general meeting (the “**Meeting**”) of L & A International Holdings Limited (the “**Company**”) which 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. (the “**Original AGM Notice**”).

Details of the proposed resolutions to be considered at the Meeting were stated in the Original AGM Notice. Apart from the amendment stated below, all the information contained in the Original AGM Notice remains to be valid and effective.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the AGM will be held as originally scheduled. In addition, as set out in the supplemental circular of the Company dated 20 July 2021 (the “**Supplemental Circular**”), the resolution under item numbered 8 stated in the Original AGM Notice should be deleted in its entirety and replaced by the following new resolution under item numbered 8:

- “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 “Legendary 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 “創天傳承集團有限公司” (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, 20 July 2021



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## SUPPLEMENTAL NOTICE OF AGM

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*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:*  
5/F World Interests Building  
8 Tsun Yip Lane  
Kwun Tong  
Kowloon  
Hong Kong

*Notes:*

1. Please refer to the Original AGM Notice for details of other resolutions to be proposed at the Meeting and other relevant matters.
2. 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.
3. Since the form of proxy of the Company dated 30 June 2021 does not reflect the revision of the proposed Change of Company Name, a revised form of proxy (the “**Revised Form of Proxy**”) is enclosed for use at the Meeting. For details, please refer to the section headed “Revised Form of Proxy” of the Supplemental Circular.
4. In order to be valid, the Revised 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.
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. 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.