

L & A INTERNATIONAL HOLDINGS LIMITED

樂亞國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 8195

2021

第一季度業績報告 ·
First Quarterly Report

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors (the “Directors”) of L & A International Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (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 report 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 report misleading.

香港聯合交易所有限公司（「聯交所」）GEM的特色

GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於GEM上市公司普遍為中小型公司，在GEM買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

香港交易及結算所有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或倚賴該等內容而引致之任何損失承擔任何責任。

本報告遵照聯交所GEM證券上市規則（「GEM上市規則」）的規定提供有關樂亞國際控股有限公司（「本公司」）的資料。本公司各董事（「董事」）共同及個別對本報告承擔全部責任。董事於作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在各重大方面均屬準確及完整，且並無誤導或欺詐成分，亦無遺漏任何其他事項，致使本報告內任何聲明或本報告有所誤導。

CORPORATE INFORMATION

公司資料

REGISTERED OFFICE IN THE CAYMAN ISLANDS

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

5/F, World Interests Building, 8 Tsun Yip Lane,
Kwun Tong, Hong Kong

EXECUTIVE DIRECTORS

Mr. Yuen Yu Sum (*Chairman*)
Mr. Lau Chun Kavan
Mr. Chan Lap Jin Kevin

NON-EXECUTIVE DIRECTORS

Mr. Law Wing Chung
(appointed on 2 June 2021)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Kim Fai Eddie
Mr. Ng Chi Ho Dennis
Mr. Chung Chin Kwan
Mr. Chung Kwok Pan
(appointed on 2 June 2021)

AUDIT COMMITTEE

Mr. Chan Kim Fai Eddie (*Chairman*)
Mr. Ng Chi Ho Dennis
Mr. Chung Chin Kwan

REMUNERATION COMMITTEE

Mr. Chung Chin Kwan (*Chairman*)
Mr. Lau Chun Kavan
Mr. Ng Chi Ho Dennis

NOMINATION COMMITTEE

Mr. Chung Chin Kwan (*Chairman*)
Mr. Lau Chun Kavan
Mr. Ng Chi Ho Dennis

開曼群島註冊辦事處

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

香港總部及主要經營地點

香港觀塘駿業里8號世貿大樓5樓

執行董事

袁裕深先生 (*主席*)
劉俊先生
陳立展先生

非執行董事

羅永聰先生
(於二零二一年六月二日獲委任)

獨立非執行董事

陳劍輝先生
吳志豪先生
鍾展坤先生
鍾國斌先生
(於二零二一年六月二日獲委任)

審核委員會

陳劍輝先生 (*主席*)
吳志豪先生
鍾展坤先生

薪酬委員會

鍾展坤先生 (*主席*)
劉俊先生
吳志豪先生

提名委員會

鍾展坤先生 (*主席*)
劉俊先生
吳志豪先生

AUTHORISED REPRESENTATIVES

Mr. Lau Chun Kavan
Mr. Leung Tze Wai

**PRINCIPAL SHARE REGISTRAR AND
TRANSFER OFFICE IN THE CAYMAN
ISLANDS**

Maples Fund Services (Cayman) Limited
P.O. Box 1093, Boundary Hall
Cricket Square
Grand Cayman, KY1-1104
Cayman Islands

**BRANCH SHARE REGISTRAR AND
TRANSFER OFFICE IN HONG KONG**

Union Registrar Limited
Suites 3301-04, 33/F
Two Chinachem Exchange Square
338 King's Road
North Point, Hong Kong

PRINCIPAL BANKERS

China Construction Bank (Asia) Corporation Limited
Dah Sing Bank
DBS Bank (Hong Kong) Limited

COMPANY SECRETARY

Mr. Leung Tze Wai

AUDITOR

MCM (HK) CPA Limited
Certified Public Accountants

COMPANY'S WEBSITE

www.lna.com.hk

STOCK CODE

8195

授權代表

劉俊先生
梁子煒先生

開曼群島主要股份過戶登記處

Maples Fund Services (Cayman) Limited
P.O. Box 1093, Boundary Hall
Cricket Square
Grand Cayman, KY1-1104
Cayman Islands

香港股份過戶登記分處

聯合證券登記有限公司
香港北角
英皇道338號
華懋交易廣場2期
33樓3301-04室

主要往來銀行

中國建設銀行（亞洲）股份有限公司
大新銀行
星展銀行（香港）有限公司

公司秘書

梁子煒先生

核數師

長盈（香港）會計師事務所有限公司
執業會計師

公司網站

www.lna.com.hk

股份代號

8195

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 簡明綜合損益及其他全面收益表

For the three months ended 30 June 2021 截至二零二一年六月三十日止三個月

The board (the "Board") of Directors is pleased to present the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the "Group") for the three months ended 30 June 2021 (the "First Quarterly Financial Statements") together with the unaudited comparative figures for the corresponding period in 2020 as follows:

董事會（「董事會」）欣然提呈本公司及其附屬公司（統稱「本集團」）截至二零二一年六月三十日止三個月的未經審核簡明綜合業績（「第一季度財務報表」）連同二零二零年同期的未經審核比較數字如下：

		Three months ended 30 June	
		截至六月三十日止三個月	
		2021	2020
		二零二一年	二零二零年
NOTES		HK\$'000	HK\$'000
附註		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Revenue	收益	30,529	9,375
Cost of sales	銷售成本	(4,563)	(7,895)
Other income	其他收入	878	1
Other gains, net	其他收益淨額	139	771
Selling and distribution expenses	銷售及分銷開支	(149)	(2)
Administrative expenses	行政開支	(8,400)	(2,273)
Finance Cost	財務成本	(969)	(339)
Share of profit less losses of associate	分佔溢利減聯營公司虧損	-	1,249
Profit before taxation	除稅前溢利	17,465	887
Income tax expenses	所得稅開支	(2,662)	-
Profit and total comprehensive income for the period	期內溢利及全面收益總額	14,803	887

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 簡明綜合損益及其他全面收益表

For the three months ended 30 June 2021 截至二零二一年六月三十日止三個月

		Three months ended 30 June	
		截至六月三十日止三個月	
		2021	2020
		二零二一年	二零二零年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
NOTES			
附註			
Profit (loss) and total comprehensive income (expense) for the period attributable to:	期內溢利（虧損）及應佔全面收益（開支）總額：		
Owners of the Company	本公司擁有人	14,807	1,037
Non-controlling Interests	非控股權益	(4)	(150)
		14,803	887
		HK cent	HK cent
		港仙	港仙
Earnings per share	每股盈利		
Basic	基本	0.96	0.08
		0.88	0.08
Diluted	攤薄		

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the three months ended 30 June 2021 截至二零二一年六月三十日止三個月

Attributable to owners of the Company
本公司擁有人應佔

		Share capital	Share premium	Share option reserve	Fair value reserve (non-recycling) 公平值儲備	Special reserve	Other reserve	Accumulated profit (loss) 累計溢利	Total	Non-controlling interests	Total equity
		股本	股份溢價	購股權儲備	(不可轉回)	特別儲備	其他儲備	(虧損)	總計	非控股權益	權益總額
		HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2020 (audited)	於二零二零年四月一日 (經審核)	51,200	618,133	-	(21,924)	28,431	4,327	(627,590)	52,577	(2,598)	49,979
Profit (loss) and total comprehensive income (expense) for the period	期內溢利(虧損)及全面收益(開支)總額	-	-	-	-	-	-	1,037	1,037	(150)	887
At 30 June 2020 (unaudited)	於二零二零年六月三十日 (未經審核)	51,200	618,133	-	(21,924)	28,431	4,327	(626,553)	53,614	(2,748)	50,866
At 1 April 2021 (audited)	於二零二一年四月一日 (經審核)	154	78,152	5,437	(21,924)	28,431	4,327	82,181	176,738	(2,739)	174,019
Profit (loss) and total comprehensive income (expense) for the period	期內溢利(虧損)及全面收益(開支)總額	-	-	-	-	-	-	14,807	14,807	(4)	14,803
Annual dividend	年度股息	-	(11,059)	-	-	-	-	(11,059)	-	-	(11,059)
At 30 June 2021 (unaudited)	於二零二一年六月三十日 (未經審核)	154	67,093	5,437	(21,924)	28,431	4,327	96,988	180,506	(2,743)	177,761

Notes:

附註：

- (i) Special reserve represented the difference between the nominal amount of the share capital and share premium issued by a former subsidiary of the Company and the nominal amount of the share capital issued by the Company pursuant to the group reorganisation.
- (i) 特別儲備指本公司一間前附屬公司所發行股本的面值及股份溢價與本公司根據集團重組所發行股本面值之間的差額。
- (ii) Other reserve arose from the waiver of loan from a controlling shareholder of the Company in previous periods.
- (ii) 其他儲備產生自本公司一名控股股東於過往期間豁免貸款。

NOTES TO THE FIRST QUARTERLY FINANCIAL STATEMENTS

第一季度財務報表附註

For the three months ended 30 June 2021 截至二零二一年六月三十日止三個月

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on GEM of the Stock Exchange since 10 October 2014.

The addresses of the registered office and the principal place of business of the Company are P.O. Box 309, Ugland House, Grand Cayman, KY1-1104 Cayman Islands and 5/F, World Interests Building, 8 Tsun Yip Lane, Kwun Tong, Hong Kong, respectively.

The Company is an investment holding company. The Group is principally engaged in the manufacturing and sales of OEM garment products; retailing and wholesaling of garment products under the Group's own brand and high-end fashion brand; provision of loan services; wholesaling of seafood; provision of financial quotient and investment education courses and property investment.

2. BASIS OF PREPARATION

The First Quarterly Financial Statements have been prepared in accordance with the Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants and the applicable disclosure requirements of Chapter 18 of the GEM Listing Rules.

The First Quarterly Financial Statements have been prepared on the historical cost basis except for certain equity investments and securities and investment properties that are measured at fair values. The First Quarterly Financial Statements are presented in Hong Kong dollars ("HK\$"), which is also the functional currency of the Group.

1. 一般資料

本公司在開曼群島註冊成立為獲豁免有限公司，其股份自二零一四年十月十日起於聯交所GEM上市。

本公司的註冊辦事處及主要營業地點分別為P.O. Box 309, Ugland House, Grand Cayman, KY1-1104 Cayman Islands及香港觀塘駿業里8號世貿大樓5樓。

本公司為投資控股公司。本集團主要從事製造及銷售原設備製造服裝產品；在本集團自有品牌及高檔時裝品牌下零售及批發服裝產品；提供貸款服務；批發海鮮；提供財商及投資教育課程；及物業投資。

2. 編製基準

第一季度財務報表已根據香港會計師公會頒佈的香港財務報告準則（「香港財務報告準則」）及GEM上市規則第十八章的適用披露規定編製。

除若干股本投資及證券以及投資物業按公平值計量外，第一季度財務報表已按歷史成本基準編製。第一季度財務報表以港元（「港元」）呈列，港元也是本集團的功能貨幣。

NOTES TO THE FIRST QUARTERLY FINANCIAL STATEMENTS

第一季度財務報表附註

For the three months ended 30 June 2021 截至二零二一年六月三十日止三個月

2. BASIS OF PREPARATION (CONTINUED)

The First Quarterly Financial Statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the annual report for the year ended 31 March 2021 (the "2021 Annual Report").

The adoption of the new/revised HKFRSs that are relevant to the Group and effective from the current period had no significant effects on the results and financial position of the Group for both periods. At the date of authorisation of the First Quarterly Financial Statements, the Group has not early adopted the new/revised HKFRSs that have been issued but are not yet effective.

2. 編製基準 (續)

第一季度財務報表不包括年度財務報表須披露之所有資料及披露事項，並應與截至二零二一年三月三十一日止年度之年報（「二零二一年年報」）一併閱讀。

採納與本集團有關及已於本期間起生效之新訂／經修訂香港財務報告準則對本集團於本期間及過往期間之業績及財務狀況概無重大影響。於批准第一季度財務報表當日，本集團並無提早採用已頒佈惟尚未生效之新訂／經修訂香港財務報告準則。

NOTES TO THE FIRST QUARTERLY FINANCIAL STATEMENTS

第一季度財務報表附註

For the three months ended 30 June 2021 截至二零二一年六月三十日止三個月

3. SEGMENT REPORTING AND REVENUE

The Group manages its businesses by divisions, which are organised by business lines (products and services). In a manner consistent with the way in which information is reported internally to the Group's executive Directors (the chief operating decision maker) ("CODM") for the purposes of resource allocation and performance assessment, the Group has presented the following reportable segments. No operating segments have been aggregated to form the following reportable segments.

- (i) OEM Business: manufacturing and sales of OEM garment products;
- (ii) Retail Business: retailing and wholesaling of garment products under the Group's own brand and high-end fashion brand;
- (iii) Money Lending Business: provision of loan services;
- (iv) Wholesaling Business: wholesaling of seafood;
- (v) Financial Quotient and Investment Education Business: provision of financial quotient and investment education courses for the customers; and
- (vi) Property Investment Business: investing properties in Asia Pacific region.

3. 分部報告及收益

本集團按部門管理業務，部門以業務種類（產品及服務）劃分。本集團呈列以下可呈報分部，這與本集團就資源分配及表現評估向執行董事（主要營運決策者）（「主要營運決策者」）內部匯報資料之方式一致。以下可呈報分部並非合併任何經營分部所得。

- (i) 原設備製造業務：製造及銷售原設備製造服裝產品；
- (ii) 零售業務：在本集團自有品牌及高檔時裝品牌下零售及批發服裝產品；
- (iii) 放債業務：提供貸款服務；
- (iv) 批發業務：批發海鮮；
- (v) 財商及投資教育業務：為客戶提供財商及投資教育課程；及
- (vi) 物業投資業務：於亞太地區投資物業。

NOTES TO THE FIRST QUARTERLY FINANCIAL STATEMENTS

第一季度財務報表附註

For the three months ended 30 June 2021 截至二零二一年六月三十日止三個月

3. SEGMENT REPORTING AND REVENUE (CONTINUED)

(a) Segment results

For the purposes of assessing segment performance and allocating resources between segments, the Group's executive Directors monitor the results attributable to each reportable segment on the following basis:

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

Segment results represents pretax profit/loss incurred from each segment without allocation of other income, other gains and losses, certain corporate expenses and finance costs. This is the measure reported to the CODM for the purpose of resource allocation and performance assessment.

The accounting policies of the operating segments are the same as the Group's accounting policies.

3. 分部報告及收益(續)

(a) 分部業績

就評估分部表現及分配分部間資源而言，本集團執行董事監察各個可呈報分部之應佔業績，其基準如下：

收益及開支乃參照該等分部所產生之銷售額及該等分部所產生之開支或因該等分部之資產折舊或攤銷而產生之其他開支分配予各可呈報分部。

分部業績指各分部所產生除稅前溢利／虧損，且並未分配其他收入、其他收益及虧損、若干企業開支以及財務成本。此乃向主要營運決策者呈報以分配資源及評估表現的計量方法。

營運分部之會計政策與本集團之會計政策相同。

NOTES TO THE FIRST QUARTERLY FINANCIAL STATEMENTS

第一季度財務報表附註

For the three months ended 30 June 2021 截至二零二一年六月三十日止三個月

3. SEGMENT REPORTING AND REVENUE (CONTINUED)

(a) Segment results (Continued)

Disaggregation of revenue from contracts with customers by the timing of revenue recognition, as well as information regarding the Group's reportable segments as provided to the Group's executive Directors for the purposes of resources allocation and assessment of segment performance for the three months ended 30 June 2021 and 2020 is set out below:

3. 分部報告及收益 (續)

(a) 分部業績 (續)

截至二零二一年及二零二零年六月三十日止三個月，按收益確認時間劃分的客戶合約收益及為資源分配及評估分部表現目的而向本集團執行董事提供有關本集團可呈報分部之資料載列如下：

		Three months ended 30 June 2021 截至二零二一年六月三十日止三個月						
				Financial Quotient and Investment		Property		
OEM Business	Retail Business	Money Lending Business	Wholesaling Business	Education Business	Investment Business	Property Investment Business	Total	
原設備 製造業務	零售業務	放債業務	批發業務	財商及投資 教育業務	物業 投資業務	總計		
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	
(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	
Reportable segment revenue:	可呈報分部收益：							
Disaggregated by timing of revenue recognition	按確認收益時間分類							
At a point in time	於某一時間點	-	-	-	-	29,555	-	29,555
Revenue from other resources	其他來源收益	-	-	974	-	-	-	974
Revenue from external customers	來自外部客戶的收益	-	-	974	-	29,555	-	30,529
Reportable segment profit (loss)	可呈報分部溢利 (虧損)	(25)	-	339	-	19,941	(5)	20,250
Gain on fair value change on financial assets through profit or loss	計入損益的金融資產公平值變動收益							139
Other income	其他收入							878
Corporate administrative expenses	企業行政開支							(2,833)
Finance costs	財務成本							(969)
Profit before taxation	除稅前溢利							17,465

NOTES TO THE FIRST QUARTERLY FINANCIAL STATEMENTS

第一季度財務報表附註

For the three months ended 30 June 2021 截至二零二一年六月三十日止三個月

3. SEGMENT REPORTING AND REVENUE (CONTINUED)

(a) Segment results (Continued)

3. 分部報告及收益(續)

(a) 分部業績(續)

		Three months ended 30 June 2020 截至二零二零年六月三十日止三個月						
		OEM Business	Retail Business	Money Lending Business	Wholesaling Business	Financial Quotient and Investment Business	Property Investment Business	Total
		廠設備 製造業務	零售業務	放債業務	批發業務	財商及投資 教育業務	物業 投資業務	總計
		HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
Reportable segment revenue:	可呈報分部收益：							
Disaggregated by timing of revenue recognition	按確認收益時間分類							
At a point in time	於某一時間點	8,022	131	-	-	389	-	8,542
Revenue from other resources	其他來源收益	-	-	833	-	-	-	833
Revenue from external customers	來自外部客戶的收益	8,022	131	833	-	389	-	9,375
Reportable segment profit (loss)	可呈報分部溢利(虧損)	381	(2)	731	(354)	7	(2)	761
Share of profit less losses of associates	分佔溢利減聯營公司虧損							1,249
Loss on disposal of financial assets at fair value through profit or loss, net	出售按公平值計入損益的金融資產的虧損淨額							(6,188)
Gain on disposal of a subsidiary	出售附屬公司的收益							99
Other income	其他收入							1
Corporate administrative expenses	企業行政開支							(1,556)
Finance costs	財務成本							(339)
Bad Debt recovery	壞賬收回							6,860
Profit before taxation	除稅前溢利							887

There was no inter-segment revenue for the three months ended 30 June 2021 and 2020.

於截至二零二一年及二零二零年六月三十日止三個月並無分部間收益。

NOTES TO THE FIRST QUARTERLY FINANCIAL STATEMENTS

第一季度財務報表附註

For the three months ended 30 June 2021 截至二零二一年六月三十日止三個月

3. SEGMENT REPORTING AND REVENUE (CONTINUED)

(b) Revenue from major products and services

The following is an analysis of the Group's revenue from its major products and services:

3. 分部報告及收益 (續)

(b) 來自主要產品及服務的收益

以下為來自主要產品及服務的本集團收益分析：

		Three months ended 30 June	
		截至六月三十日止三個月	
		2021	2020
		二零二一年	二零二零年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Garment products	服裝產品	-	8,153
Seafood	海鮮	-	-
Interest income from loan receivables	應收貸款利息收入	974	833
Tuition fee from financial quotient and education courses	財商及教育課程之學費	29,555	389
		30,529	9,375

(c) Geographical information

The following is an analysis of geographical location of the Group's revenue from external customers. The geographical location of customers is based on the location at which the services were provided or the goods delivered.

(c) 地區資料

以下為本集團來自外部客戶之收益之地理位置分析。客戶地理位置乃基於提供服務或商品交付之地點。

		Three months ended 30 June	
		截至六月三十日止三個月	
		2021	2020
		二零二一年	二零二零年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Hong Kong (place of domicile)	香港 (經營所在地)	30,529	9,375

NOTES TO THE FIRST QUARTERLY FINANCIAL STATEMENTS

第一季度財務報表附註

For the three months ended 30 June 2021 截至二零二一年六月三十日止三個月

4. OTHER GAINS, NET

4. 其他收益淨額

		Three months ended 30 June	
		截至六月三十日止三個月	
		2021	2020
		二零二一年	二零二零年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Gain on fair value change on financial assets through profit or loss	計入損益的金融資產 公平值變動收益	139	-
Loss on disposal of financial assets at fair value through profit or loss, net	出售按公平值計入 損益的金融資產之 虧損淨額	-	(6,188)
Gain on disposal of subsidiaries	出售附屬公司的收益	-	99
Bad Debt recovery	壞賬收回	-	6,860
		139	771

NOTES TO THE FIRST QUARTERLY FINANCIAL STATEMENTS

第一季度財務報表附註

For the three months ended 30 June 2021 截至二零二一年六月三十日止三個月

5. INCOME TAX EXPENSES

5. 所得稅開支

		Three months ended 30 June	
		截至六月三十日止三個月	
		2021	2020
		二零二一年	二零二零年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Hong Kong Profits Tax (Note)	香港利得稅 (附註)		
– current period	– 本期間	2,662	–

Notes:

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of the assessable profits of the qualifying group entity will be taxed at 8.25% and the assessable profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

附註：

於二零一八年三月二十一日，香港立法會通過《二零一七年稅務(修訂)(第7號)條例草案》(「該草案」)，引入利得稅兩級制。該草案於二零一八年三月二十八日經簽署成為法律，並於翌日在憲報刊登。根據利得稅兩級制，合資格集團實體之首2百萬港元之應課稅溢利將按8.25%之稅率納稅，而超過2百萬港元之應課稅溢利將按16.5%之稅率納稅。不符合利得稅兩級制資格之集團實體之溢利將繼續按16.5%之統一稅率納稅。

NOTES TO THE FIRST QUARTERLY FINANCIAL STATEMENTS

第一季度財務報表附註

For the three months ended 30 June 2021 截至二零二一年六月三十日止三個月

6. PROFIT FOR THE PERIOD

6. 期內溢利

		Three months ended 30 June	
		截至六月三十日止三個月	
		2021	2020
		二零二一年	二零二零年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Profit for the period has been arrived at after charging:	期內溢利於扣除以下各項後計算得出：		
Directors' remuneration:	董事薪酬：		
– Fees	– 袍金	309	270
– Salaries and other benefits	– 工資及其他福利	60	60
– Retirement benefit scheme contributions	– 退休福利計劃供款	3	3
		<hr/>	<hr/>
		372	333
Other staff salaries and allowances	其他員工工資及津貼	2,438	900
Retirement benefit scheme contributions, excluding those of Directors	退休福利計劃供款 (董事除外)	90	29
		<hr/>	<hr/>
Total employee benefits expenses	僱員福利開支總額	2,900	1,262
Cost of inventories recognised as an expense	已確認為開支的存貨成本	–	7,742
Depreciation of investment properties	投資物業折舊	2	2
Depreciation of property, plant and equipment	物業、廠房及設備折舊	862	35
		<hr/>	<hr/>

NOTES TO THE FIRST QUARTERLY FINANCIAL STATEMENTS

第一季度財務報表附註

For the three months ended 30 June 2021 截至二零二一年六月三十日止三個月

7. DIVIDEND

The Board has resolved to declare an interim dividend of HK\$0.0075 per share for the three months ended 30 June 2021 (2020: Nil) totaling approximately HK\$13,367,102.22 based on the 1,782,280,296 issued shares of the Company outstanding as at the date of this report.

The interim dividend of HK\$0.0075 per Share will be paid in three instalments of HK\$0.0024 per Share, HK\$0.0025 per Share and HK\$0.0026 per Share each on 25 October 2021, 26 November 2021 and 24 December 2021 respectively to shareholders whose names appeared on the register of members of the Company at the close of business on 19 October 2021, 22 November 2021 and 20 December 2021 respectively. For ascertaining the entitlement to the proposed interim dividend, the register of members of the Company will be closed from 15 October 2021 to 19 October 2021, 18 November 2021 to 22 November 2021 and 16 December 2021 to 20 December 2021 respectively, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed interim 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 13 October 2021, 17 November 2021 and 15 December 2021 respectively.

7. 股息

董事會已決議就截至二零二一年六月三十日止三個月宣派每股0.0075港元的中期股息(二零二零年:無),合共約13,367,102.22港元,乃根據於本報告日期本公司發行在外的1,782,280,296股已發行股份計算。

每股0.0075港元的中期股息將分別於二零二一年十月二十五日、二零二一年十一月二十六日及二零二一年十二月二十四日以每股0.0024港元、每股0.0025港元及每股0.0026港元分三期支付予分別於二零二一年十月十九日、二零二一年十一月二十二日以及二零二一年十二月二十日辦公時間結束時名列本公司股東名冊之股東。為確定有權獲得擬派付的中期股息,本公司股東名冊將分別由二零二一年十月十五日至二零二一年十月十九日、二零二一年十一月十八日至二零二一年十一月二十二日及二零二一年十二月十六日至二零二一年十二月二十日(包括首尾兩日)暫停登記,在此期間將不會辦理股份過戶登記手續。為確保合資格領取擬派付的中期股息,所有正式填妥的過戶表格連同有關股票最遲須分別於二零二一年十月十三日、二零二一年十一月十七日及二零二一年十二月十五日下午四時正前送達本公司之香港股份過戶登記分處聯合證券登記有限公司,地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室,以辦理登記手續。

NOTES TO THE FIRST QUARTERLY FINANCIAL STATEMENTS

第一季度財務報表附註

For the three months ended 30 June 2021 截至二零二一年六月三十日止三個月

8. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to owners of the Company is based on the following data:

8. 每股盈利

本公司擁有人應佔每股基本及經攤薄之盈利乃按以下數據計算：

		Three months ended 30 June	
		截至六月三十日止三個月	
		2021	2020
		二零二一年	二零二零年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Earnings	盈利		
Profit attributable to ordinary equity holders of the Company, used in the basic earnings per share calculation	計算每股基本盈利所用之本公司普通股權益持有人應佔溢利	14,807	1,037
		'000	'000
		千股	千股
Shares	股份		
Weighted average of number of ordinary shares in issue during the period used in the basic earnings per share calculation	計算每股基本盈利所用之期內已發行普通股加權平均數	1,535,984	1,280,000
Effect of dilution – weighted average number of ordinary shares	攤薄效應 – 普通股加權平均數		
Share options	購股權	137,992	–
		1,673,976	1,280,000

NOTES TO THE FIRST QUARTERLY FINANCIAL STATEMENTS

第一季度財務報表附註

For the three months ended 30 June 2021 截至二零二一年六月三十日止三個月

9. RELATED PARTY DISCLOSURES

(a) Compensation of Directors and key management personnel

9. 關連方披露

(a) 董事及主要管理人員薪酬

	Three months ended 30 June	
	截至六月三十日止三個月	
	2021	2020
	二零二一年	二零二零年
	HK\$'000	HK\$'000
	千港元	千港元
	(Unaudited)	(Unaudited)
	(未經審核)	(未經審核)
Salaries and other allowances	369	330
Retirement benefit scheme and contributions	3	3
	372	333

The remuneration of Directors and key management personnel are determined having regard to the performance of the individuals.

董事及主要管理人員薪酬乃參考個人表現釐定。

(b) Financial arrangement

At 30 June 2021, the outstanding loan balance due to a Shareholder is nil (2020: HK\$9,720,000). The interest expenses on loan from Shareholder during the three months ended 30 June 2021 amounted to nil (three months ended 30 June 2020: HK\$322,000).

(b) 融資安排

於二零二一年六月三十日，結欠股東之未償還貸款結餘為零（二零二零年：9,720,000港元）。於截至二零二一年六月三十日止三個月，來自一名股東的貸款利息開支為零（截至二零二零年六月三十日止三個月：322,000港元）。

NOTES TO THE FIRST QUARTERLY FINANCIAL STATEMENTS

第一季度財務報表附註

For the three months ended 30 June 2021 截至二零二一年六月三十日止三個月

10. LITIGATION

- (a) During the year ended 31 March 2019, the Group received a writ of summons in relation to a repudiatory breach of a tenancy agreement between the plaintiff, an independent third party landlord, and Sino Shine Retailing Limited, a former subsidiary of the Group, entered into on 27 October 2016, which the plaintiff is claiming the Group for, inter alia, damages in the sum of approximately HK\$1,735,000 plus interest. As the Directors consider that it is probable that an outflow of economic benefits will be required to settle the obligation, the Group recognised the provision of HK\$1,735,000 which is considered as a reliable estimate that can be made. As at 30 June 2021, the legal case is still in progress and the status remain unchanged.

10. 法律訴訟

- (a) 於截至二零一九年三月三十一日止年度，本集團收到有關毀約性違反原告（即一名獨立第三方房東）與本集團一間前附屬公司升輝零售有限公司於二零一六年十月二十七日訂立之租賃協議的傳訊令狀，原告就（其中包括）總額為約1,735,000港元的損失另加利息向本集團索償。由於董事認為解決訴訟可能需要經濟利益流出，因此本集團確認撥備1,735,000港元，該撥備金額被認為是能夠做出的可靠估計。於二零二一年六月三十日，該法律案件仍在審理中，狀態保持不變。

NOTES TO THE FIRST QUARTERLY FINANCIAL STATEMENTS

第一季度財務報表附註

For the three months ended 30 June 2021 截至二零二一年六月三十日止三個月

10. LITIGATION (CONTINUED)

- (b) During the year ended 31 March 2019, a petition was filed to the court by two shareholders of the Company (the “Petitioners”), which together holding over 3% of the Company’s issued shares, and the Petitioners filed and served a re-amended petition to the court on 3 December 2019. The Petitioners pray (i) that the Company be wound up pursuant to the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32); (ii) that the court make such other orders as are deemed to be just and equitable; and (iii) that provision be made for Petitioners’ costs. The hearing has been adjourned to 6 July 2020 (with 5 days reserved). The Directors have discussed with the legal counsel of the Group and with reference to their own experience, they believe there is a high chance of striking out the petition and there is no effect on the going concern assumption as the basis of preparation of the Group’s consolidated financial statements. As at 31 March 2021, the legal case is still in progress and the status remain unchanged.

10. 法律訴訟 (續)

- (b) 於截至二零一九年三月三十一日止年度，本公司兩名股東（「呈請人」）（合共持有本公司已發行股份超過3%）向法院提交呈請，且呈請人於二零一九年十二月三日向法院提交及送達了一份經重新修訂的呈請。呈請人請求(i)本公司根據公司（清盤及雜項條文）條例（第32章）清盤；(ii)法院作出其他公正平等命令；及(iii)就呈請人之成本計提撥備。聆訊已押後至二零二零年七月六日（為期五天）。董事已與本集團法律顧問進行討論，根據彼等之經驗，彼等相信呈請被駁回的可能性較大，且對作為本集團綜合財務報表編製基準的持續經營假設並無影響。於二零二一年三月三十一日，該法律案件仍在審理中，狀態保持不變。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

The Group is principally engaged in the following businesses: (i) OEM business segment, which entails product design and development, raw materials sourcing and procurement, manufacturing and product quality control management (the “OEM Business”); (ii) apparel retail business segment, which entails designing, procuring, manufacturing, marketing and retailing of pure cashmere apparel and other apparel products as well as accessories through the retail network in Hong Kong under the Group’s own brand and high-end fashion brand (the “Retail Business”); (iii) money lending business segment, which provides financing to customers for interest income (“Money Lending Business”); (iv) wholesaling business segment, which covers the wholesaling and distribution of seafood (“Wholesaling Business”); (v) financial quotient and investment education business segment, which provides financial quotient and investment education courses for the customers in return of tuition fees from them (“Financial Quotient and Investment Education Business”); and (vi) property investment business (“Property Investment Business”).

OEM Business

The garment sector of the consumer market has experienced a downturn in recent years. Nonetheless, the Group had stepped up the efforts in securing new customers and orders, controlling our expenses and looking for ways to improve the business.

業務回顧

本集團主要從事以下業務：(i)原設備製造業務分部，承擔產品設計及開發、原材料採購、製造及產品質量控制管理（「原設備製造業務」）；(ii)服裝零售業務分部，透過在本集團自有品牌及高檔時裝品牌旗下於香港的零售網絡承擔設計、採購、製造、市場推廣及零售純羊絨服裝以及其他服裝產品及配飾（「零售業務」）；(iii)放債業務分部，透過向客戶提供融資賺取利息收入（「放債業務」）；(iv)批發業務分部，涵蓋批發及分銷海鮮（「批發業務」）；(v)財商及投資教育業務分部，為客戶提供財商及投資教育課程，並自彼等收取學費作為回報（「財商及投資教育業務」）；及(vi)物業投資業務（「物業投資業務」）。

原設備製造業務

近年，成衣業消費市場下行。儘管如此，本集團已加強取得新客戶及訂單、控制開支及尋求改善業務的途徑。

Retail Business

During the three months ended 30 June 2021, the revenue generated from Retail Business reduced to nil. This was mainly due to the outbreak of coronavirus in Hong Kong.

Money Lending Business

The Group obtained the money lender licence and commenced Money Lending Business since June 2016. During the three months ended 30 June 2021, the Money Lending Business had generated interest income of approximately HK\$1.0 million.

Wholesaling Business

The Wholesaling Business commenced operation during the year ended 31 March 2020. During the three months ended 30 June 2021, the revenue generated from Wholesaling Business reduced to nil. This was mainly due to the outbreak of coronavirus in Hong Kong.

Financial Quotient and Investment Education Business

During the year ended 31 March 2020, the Group established the Financial Quotient and Investment Education Business. The Group provides financial quotient and investment education courses for the customers, aiming at enhancing their knowledge in the areas of finance and investment. The Group in return earns tuition fee income from the provision of courses. During the three months ended 30 June 2021, certain courses were completed with inspiring achievements and revenue of approximately HK\$29.5 million, representing an increase of over 7,000% as compared to that of approximately HK\$389,000 for the corresponding period in 2020.

零售業務

截至二零二一年六月三十日止三個月，零售業務產生收益減少至零。此乃主要由於香港冠狀病毒的爆發所致。

放債業務

本集團已於二零一六年六月取得放債人牌照並自該時起開展放債業務。截至二零二一年六月三十日止三個月，放債業務帶來利息收入約1.0百萬港元。

批發業務

本集團於截至二零二零年三月三十一日止年度展開經營批發業務。於截至二零二一年六月三十日止三個月，批發業務產生的收益減至零。此乃主要由於香港冠狀病毒的爆發所致。

財商及投資教育業務

截至二零二零年三月三十一日止年度，本集團建立財商及投資教育業務。本集團為客戶提供財商及投資教育課程，旨在提升其於財務及投資領域的知識。本集團自提供課程賺取學費收入作為回報。截至二零二一年六月三十日止三個月，若干已完成的課程已取得令人鼓舞的成績，並已產生收益約29.5百萬港元，較二零二零年同期約389,000港元增加7,000%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Property Investment Business

The Group also established the Property Investment Business during the year ended 31 March 2020. The Group acquired a property in Japan in June 2019 and the property was disposed during the year ended 31 March 2021 and gain on the disposal of investment property of approximately HK\$87,000 was recognised.

PROSPECTS

For the Financial Quotient and Investment Education Business, the Group will (i) invest resources to expand the market share, and (ii) strive to broaden its customer base. The Group is also seeking for opportunities of asset appreciation and cash flow return in the property market within Hong Kong and in the Asian-Pacific region.

Whilst the Group remains focused on developing its existing businesses, in particular the Investment Education Business, it has been the business strategy of the Group to proactively seek potential investment opportunities in order to enhance value of the Shareholders. The Group intends to commence the business of providing secondary school tutoring courses for Hong Kong Diploma of Secondary Education (i.e. HKDSE) in Hong Kong, and has been pro-actively identifying and recruiting experienced management personnel and tutors to join the Group. Details of this new business venture are set out in the Company's announcement dated 10 August 2021.

物業投資業務

本集團亦於截至二零二零年三月三十一日止年度建立物業投資業務。本集團於二零一九年六月在日本購入一項物業及於截至二零二一年三月三十一日止年度期間出售該物業，並已確認出售投資物業之收益約87,000港元。

前景

就財商及投資教育業務而言，本集團將(i)投入資源以擴大市場份額，及(ii)致力擴大客源。本集團亦正在香港以至亞太地區的物業市場尋求資產增值及現金流回報機遇。

於本集團繼續專注於發展其現有業務（尤其是投資教育業務）之時，本集團的業務策略一直為積極尋求潛在投資機會以提升股東的價值。本集團擬在香港開辦香港中學文憑（即香港中學文憑考試）中學輔導課程，並一直積極物色及招聘有經驗的管理人員及導師加入本集團。有關新業務之詳情載於本公司日期為二零二一年八月十日之公佈。

FINANCIAL REVIEW

Revenue

The Group's revenue increased from approximately HK\$9.4 million for the three months ended 30 June 2020 to approximately HK\$30.5 million for the three months ended 30 June 2021, representing an increase of approximately 225.6%. Due to the outbreak of coronavirus in Hong Kong, the revenue from the OEM Business, the Retail Business and the Wholesaling Business decreased to nil for the three months ended 30 June 2021 as compared to the three months ended 30 June 2020.

On the other hand, the Money Lending Business and Financial Quotient and investment Education Business contributed revenue of approximately HK\$1.0 million and HK\$29.5 million respectively during the three months ended 30 June 2021.

The following table sets forth the breakdowns of the revenue of the Group by segment for each of the three months ended 30 June 2020 and 30 June 2021.

財務回顧

收益

本集團的收益由截至二零二零年六月三十日止三個月約9.4百萬港元增加約225.6%至截至二零二一年六月三十日止三個月約30.5百萬港元。由於香港冠狀病毒的爆發，截至二零二一年六月三十日止三個月，原設備製造業務、零售業務及批發業務的收益較截至二零二零年六月三十日止三個月減少至零。

另一方面，截至二零二一年六月三十日止三個月，放債業務及財商及投資教育業務分別貢獻收益約1.0百萬港元及29.5百萬港元。

下表載列本集團截至二零二零年六月三十日及二零二一年六月三十日止三個月各個期間按分部劃分的收益明細。

		Three months ended 30 June 截至六月三十日止三個月			
		2021 二零二一年		2020 二零二零年	
		HK\$'000 千港元	% 百分比	HK\$'000 千港元	% 百分比
OEM Business	原設備製造業務	-	-	8,022	85.6
Retail Business	零售業務	-	-	131	1.4
Money Lending Business	放債業務	974	3.2	833	8.9
Wholesaling Business	批發業務	-	-	-	-
Financial Quotient and Investment Education Business	財商及投資教育業務	29,555	96.8	389	4.1
		30,529	100.0	9,375	100.0

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Cost of sales

The Group's cost of sales decreased by 42.2% to approximately HK\$4.6 million for the three months ended 30 June 2021 as compared to the three months ended 30 June 2020. The decrease was mainly attributable to the substantial reduction in the cost of sales of the OEM Business during the three months ended 30 June 2021.

Expenses

Selling and administrative expenses for the three months ended 30 June 2021 were approximately HK\$8.5 million (three months ended 30 June 2020: approximately HK\$2.3 million), representing an increase of approximately HK\$6.2 million.

Profit for the period

Profit for the three months ended 30 June 2021 was approximately HK\$14.8 million, whereas profit for the three months ended 30 June 2020 was approximately HK\$0.9 million.

Such increase in profit was primarily attributable to substantial increase in revenue of the Financial Quotient and Investment Education Business in the three months ended 30 June 2021.

銷售成本

截至二零二一年六月三十日止三個月，本集團的銷售成本較截至二零二零年六月三十日止三個月下降42.2%至約4.6百萬港元。該減少乃主要由於截至二零二一年六月三十日止三個月原設備製造業務的銷售成本大幅減少。

開支

截至二零二一年六月三十日止三個月，銷售及行政開支增加約6.2百萬港元至約8.5百萬港元（截至二零二零年六月三十日止三個月：約2.3百萬港元）。

期內溢利

截至二零二一年六月三十日止三個月錄得溢利約14.8百萬港元，而截至二零二零年六月三十日止三個月錄得溢利約為0.9百萬港元。

有關溢利增加乃主要由於於截至二零二一年六月三十日止三個月財商及投資教育業務的收益大幅增長。

CHANGE OF COMPANY NAME

The Company is in the process of change of the English name of the Company from “L & A International Holdings Limited” to “Legendary Group Limited” and the proposed new 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”).

At the annual general meeting of the Company held on 30 July 2021 (the “AGM”), the proposed resolution to approve the Change of company name was duly passed as a special resolution by way of poll by the shareholders. Subsequent to the passing of the resolution at the AGM, the Change of company name will become effective after all necessary filing procedures in Bermuda and Hong Kong.

The Change of company name has not yet completed at the date of this report.

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES, AND PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed elsewhere in this report, there were no significant investments held, material acquisitions or disposals of subsidiaries and affiliated companies during the three months ended 30 June 2021.

Save as disclosed elsewhere in this report, there was no plan for material investments or capital assets as at 30 June 2021.

更改公司名稱

本公司正將本公司的英文名稱由「L & A International Holdings Limited」更改為「Legendary Group Limited」，並建議將本公司的新中文雙重外文名稱由「樂亞國際控股有限公司」更改為「創天傳承集團有限公司」(「更改公司名稱」)。

就批准更改公司名稱之建議決議案已獲股東於本公司於二零二一年七月三十日召開之股東週年大會(「股東週年大會」)上以投票方式正式通過為特別決議案。於股東週年大會通過決議案後，更改公司名稱將在百慕達及香港完成一切必要的備案程序後生效。

更改公司名稱尚未在本報告日期完成。

所持重要投資、重大收購或出售附屬公司及聯屬公司，及重大投資或資本資產計劃

除本報告其他章節所披露者外，截至二零二一年六月三十日止三個月內，並無持有任何重要投資，亦無重大收購或出售附屬公司及聯屬公司。

除本報告其他地方所披露者外，於二零二一年六月三十日，並無任何重大投資或資本資產計劃。

OTHER INFORMATION

其他資料

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 June 2021, the interests and short positions of each Director and chief executive in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), which are required (i) to be notified to the Company and the Stock Exchange pursuant to the provisions of Division 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); (ii) pursuant to section 352 of Part XV of the SFO, to be entered in the register referred to therein; or (iii) pursuant to the Model Code to be notified to the Company and the Stock Exchange, were as follows:

董事及主要行政人員於本公司及其相聯法團的股份、相關股份或債權證中的權益及淡倉

於二零二一年六月三十日，各董事及主要行政人員於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中，擁有(i)根據證券及期貨條例第XV部第7及8分部條文須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例有關條文被當作或視為擁有的權益或淡倉）；(ii)根據證券及期貨條例第XV部第352條須記入該條所述登記冊的權益及淡倉；或(iii)根據標準守則須知會本公司及聯交所的權益及淡倉如下：

OTHER INFORMATION 其他資料

Long positions in Shares and underlying shares of the Company:

於本公司股份及相關股份中的好倉：

Name of Directors	Capacity	Number of Shares held	Number of Options held	Total	Percentage of the Company's issue share as at
					30 June 2021 (%)
董事姓名	身份	所持股份數目	所持購股權數目	總計	於二零二一年六月三十日佔本公司已發行股份百分比 (百分比)
Chan Lap Jin Kevin 陳立展	Beneficial owner 實益擁有人	154,644,000	–	154,644,000	10.07
Yuen Yu Sum 袁裕深	Beneficial owner 實益擁有人	–	10,000,000 (Note 1) (附註1)	10,000,000	0.65
Chung Chin Kwan 鍾展坤	Beneficial owner 實益擁有人	5,256,000	–	5,256,000	0.34
	Interest of spouse 配偶權益	720,000 (Note 2) (附註2)	–	720,000	0.05
Law Wing Chung 羅永聰	Beneficial owner 實益擁有人	960,000	–	960,000	0.06

Note:

附註：

- (1) On 14 July 2020, a total of 10,000,000 share options were granted to Mr. Yuen Yu Sum.
- (2) 720,000 shares are owned by Ms. Lam Ka Yee, who is the spouse of Mr. Chung Chin Kwan.

- (1) 於二零二零年七月十四日，已向袁裕深先生授出共計10,000,000份購股權。
- (2) 鍾展坤先生的配偶林嘉儀女士持有720,000股股份。

OTHER INFORMATION

其他資料

Saved as disclosed above, as at 30 June 2021, none of the Directors and chief executives of the Company had any interests or short position in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (i) as required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions which they are taken or deemed to have under such provisions of the SFO), or (ii) as required to be recorded in the register required to be kept by the Company pursuant to Sections 352 of the SFO, or (iii) as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 to Rule 5.67 of the GEM Listing Rules.

DIRECTORS' AND CHIEF EXECUTIVE'S RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES

Save as disclosed under the section headed "DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATION", as at 30 June 2021, neither the company, holding company nor any of its subsidiaries was a party to any arrangements to enable the directors and chief executive of the company to acquire benefits by means of the acquisition of shares in, or debt securities, including debentures, of the company or any other body corporate, and none of the directors and chief executive of the company or their spouses or children under the age of 18, had any right to subscribe for the securities of the company, or had exercised any such rights.

除上文所披露者外，於二零二一年六月三十日，概無本公司董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）任何股份、相關股份或債權證中擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的任何權益或淡倉（包括根據證券及期貨條例有關條文被當作或視為擁有的權益及／或淡倉），或(ii)須記入本公司根據證券及期貨條例第352條須予存置的登記冊內的任何權益或淡倉，或(iii)根據GEM上市規則第5.46條至第5.67條有關上市發行人董事進行交易規定標準而另行通知本公司及聯交所的任何權益或淡倉。

董事及主要行政人員購買股份或債務證券的權利

除「董事及主要行政人員於本公司及其相聯法團的股份、相關股份或債權證中的權益及淡倉」一節所披露外，於二零二一年六月三十日，本公司、控股公司或其任何附屬公司概無參與任何安排，使本公司董事及主要行政人員可藉著購入本公司或任何其他法人團體的股份或債務證券（包括債權證）而獲得利益，而本公司董事及主要行政人員或彼等的配偶或任何未滿十八歲的子女概無任何可認購本公司證券的權利，亦無行使任何該等權利。

SHARE OPTION SCHEME

The Company's share option scheme (the "Scheme") was adopted pursuant to a resolution passed on 25 September 2014 for the primary purpose of providing incentives or rewards to eligible participants, and will expire on 10 October 2024, after which no further options will be granted. Under the Scheme, the Board of Directors of the Company may grant options to:

- a) any employee or proposed employee (whether fulltime or part-time and including any executive director), consultants or advisers of or to the Company, any of the subsidiaries or any entity (the "Invested Entity") in which the Company holds an equity interest;
- b) any non-executive Directors (including independent non-executive directors) of the Company, any of the subsidiaries or any Invested Entity;
- c) any supplier of goods or services to the Company or any of its subsidiaries or any Invested Entity;
- d) any customer of the Group or any Invested Entity;
- e) any person or entity that provides research, development or other technological support to the Group or any Invested Entity; and
- f) any shareholders or any shareholder of any of its subsidiaries or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity.

購股權計劃

本公司根據於二零一四年九月二十五日通過的決議案採納購股權計劃（「該計劃」），主要旨在鼓勵或獎勵合資格參與者，該計劃將於二零二四年十月十日屆滿（即此後將不再進一步授出購股權）。根據該計劃，本公司董事會可授出購股權予：

- a) 本公司、其任何附屬公司或本公司持有股本權益的任何實體（「投資實體」）的任何僱員或擬聘請僱員（不論全職或兼職，包括任何執行董事）、顧問或諮詢人；
- b) 本公司、任何附屬公司或任何投資實體的任何非執行董事（包括獨立非執行董事）；
- c) 本公司或其任何附屬公司或任何投資實體的任何貨品或服務供應商；
- d) 本集團或任何投資實體的任何客戶；
- e) 為本集團或任何投資實體提供研究、開發或其他技術支援的任何人士或實體；及
- f) 任何股東或其任何附屬公司或任何投資實體的任何股東或本集團任何成員公司或任何投資實體所發行任何證券的任何持有人。

OTHER INFORMATION

其他資料

On 14 July 2020, a total of 10,000,000 share options were granted to Mr. Yuen Yu Sum, an executive Director of the Company. Details were set out in the Company's announcement dated 14 July 2020.

On 26 March 2021, a total of 127,992,000 share options were granted to certain grantees. Details were set out in the Company's announcement dated 26 March 2021 and 7 April 2021.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

So far as the Directors are aware, as at 30 June 2021, other than the Directors or chief executives of the Company whose interests or short positions are disclosed under the paragraph headed "Directors' and Chief Executives' Interests and Short Positions in the Shares, Underlying Shares or Debentures of the Company and Its Associated Corporations" above, the following parties have interest or short position in the shares or underlying shares of the Company which have to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and as recorded in the register required to be kept under Section 336 of the SFO, and who were expected, directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company are listed as follows:

於二零二零年七月十四日，已向本公司執行董事袁裕深先生授出共計10,000,000份購股權。有關詳情載於本公司日期為二零二零年七月十四日之公佈。

於二零二一年三月二十六日，已向若干承授人授出共計127,992,000份購股權。詳情載於本公司日期為二零二一年三月二十六日及二零二一年四月七日之公佈。

主要股東及其他人士於本公司股份及相關股份中的權益及淡倉

就董事所知，於二零二一年六月三十日，除有關權益或淡倉已於上文「董事及主要行政人員於本公司及其相聯法團的股份、相關股份或債權證中的權益及淡倉」一段項下披露的本公司董事或主要行政人員外，以下各方於本公司股份或相關股份中擁有證券及期貨條例第XV部第2及3分部條文項下須向本公司披露及根據證券及期貨條例第336條記錄於須予存置的登記冊內的權益或淡倉，且預期將直接或間接擁有附有權利可於任何情況下在本公司之股東大會上投票的任何類別股本面值5%或以上權益如下：

OTHER INFORMATION 其他資料

Long positions in shares and underlying shares of the Company

於本公司股份及相關股份中的好倉

Name of shareholder	Capacity/ Nature of interests	Number of ordinary shares	Percentage of the Company's issue share capital as at 30 June 2020 於二零二零年 六月三十日 佔本公司已發行 股本百分比
股東姓名／名稱	身份／權益性質	普通股數目	
Lau Lan Ying (Note) 劉蘭英 (附註)	Interest in controlled corporations 於受控法團的權益	236,314,800	15.39%
Wong Kwan Mo (Note) 黃君武 (附註)	Interest in controlled corporations 於受控法團的權益	236,314,800	15.39%
Strong Light Investments Limited ("Strong Light") (Note) 昌亮投資有限公司 (「昌亮」) (附註)	Beneficial owner 實益擁有人	213,693,000	13.91%
Lui Yu Kin 呂宇健	Beneficial owner 實益擁有人	98,136,000	6.39%
Flying Mortgage Limited 飛亞物業按揭有限公司	Beneficial owner 實益擁有人	89,250,000	5.81%

OTHER INFORMATION

其他資料

Note:

213,693,000 shares are owned by Strong Light, Strong Light is a company incorporated in Hong Kong. The entire issued share capital of Strong Light is owned as to 50% by Lau Lan Ying and 50% by Wong Kwan Mo. Lau Lan Ying is the spouse of Wong Kwan Mo.

Saved as disclosed above, as at 30 June 2021, the Directors were not aware of any other person (other than the Directors or chief executives as disclosed in the paragraph headed "Directors' and Chief Executives' Interests and Short Positions in the Shares, Underlying Shares or Debentures of the Company and Its Associated Corporations" (above) who had, or deemed to have, interests or short positions in the shares, underlying shares or debentures of the Company which has to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and as recorded in the register required to be kept under Section 336 of the SFO, or who were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company.

附註：

213,693,000股股份由昌亮擁有。昌亮為一家於香港註冊成立的公司。昌亮的全部已發行股本由劉蘭英及黃君武各自擁有50%。劉蘭英為黃君武的配偶。

除上文所披露者外，於二零二一年六月三十日，董事並不知悉任何其他人士（上文「董事及主要行政人員於本公司及其相聯法團的股份、相關股份或債權證中的權益及淡倉」一段所披露的董事或主要行政人員除外）於本公司的股份、相關股份或債權證中擁有，或視為擁有，根據證券及期貨條例第XV部第2及3分部條文須向本公司披露的權益或淡倉及根據證券及期貨條例第336條記錄於須予存置的登記冊內的權益或淡倉，或將直接或間接擁有附帶權利可於任何情況下在本公司的股東大會上投票的任何類別股本面值5%或以上權益。

COMPLIANCE WITH THE REQUIRED STANDARD OF DEALINGS IN SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standards of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding Directors' securities transactions in securities of the Company.

To the best of the Board's knowledge, information and belief, the Directors have fully complied with the required standard of dealings and there was no event of non-compliance during the three months ended 30 June 2021 and up to the date of this report.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the three months ended 30 June 2021.

COMPETING INTERESTS

The Directors confirm that none of the controlling shareholders or Directors and their respective close associates (as defined in the GEM Listing Rules) is interested in any business apart from the business operated by the Group which competes or is likely to compete, directly or indirectly, with the Group's business during the three months ended 30 June 2021 or as at 30 June 2021.

遵守董事進行證券交易規定標準的情況

本公司已採納GEM上市規則第5.48至第5.67條所載交易規定標準，作為有關董事進行涉及本公司證券的證券交易的行為守則。

據董事會所知、所悉及所信，於截至二零二一年六月三十日止三個月及直至本報告日期，董事已全面遵守交易規定標準，且概無任何違規情況。

購買、出售或贖回本公司上市證券

截至二零二一年六月三十日止三個月，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

競爭權益

董事確認，於截至二零二一年六月三十日止三個月內或於二零二一年六月三十日，概無控股股東或董事及彼等各自的緊密聯繫人（定義見GEM上市規則）於對本集團業務直接或間接構成競爭或可能構成競爭的任何業務（本集團經營的業務除外）中擁有權益。

OTHER INFORMATION

其他資料

AUDIT COMMITTEE

The Company has established an audit committee (“Audit Committee”) with terms in compliance with the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules. The duties of the Audit Committee are to primarily review financial statements of the Company and oversee internal control procedures of the Company.

As at 30 June 2021, the Audit Committee consists of three independent non-executive Directors, namely Mr. Chan Kim Fai Eddie (Chairman), Mr. Ng Chi Ho Dennis and Mr. Chung Chin Kwan.

The Audit Committee has reviewed the First Quarterly Financial Statements and is of the opinion that the preparation of such statements complied with the applicable accounting standards, GEM Listing Rules and that adequate disclosures have been made.

By Order of the Board

L & A INTERNATIONAL HOLDINGS LIMITED

Yuen Yu Sum

Chairman and executive Director

Hong Kong, 13 August 2021

As at the date of this report, the Board comprises three executive Directors, namely, Mr. Yuen Yu Sum (Chairman), Mr. Lau Chun Kavan and Mr. Chan Lap Jin Kevin; one non-executive Director, namely, Mr. Law Wing Chung; and four independent non-executive Directors, namely, Mr. Chung Chin Kwan, Mr. Chan Kim Fai Eddie, Mr. Ng Chi Ho Dennis and Mr. Chung Kwok Pan.

審核委員會

本公司已成立審核委員會（「審核委員會」），並已採納符合GEM上市規則附錄十五所載企業管治守則的職權範圍。審核委員會的職責主要為審閱本公司的財務報表及監管本公司的內部監控程序。

於二零二一年六月三十日，審核委員會包括三名獨立非執行董事，即陳劍輝先生（主席）、吳志豪先生及鍾展坤先生。

審核委員會已審閱第一季度財務報表，並認為該等報表乃遵照適用之會計準則及GEM上市規則而編製，並已作出足夠披露。

承董事會命

樂亞國際控股有限公司

袁裕深

主席及執行董事

香港，二零二一年八月十三日

於本報告日期，董事會成員包括三名執行董事袁裕深先生（主席）、劉俊先生及陳立展先生；一名非執行董事羅永聰先生；以及四名獨立非執行董事鍾展坤先生、陳劍輝先生、吳志豪先生及鍾國斌先生。

**L & A INTERNATIONAL
HOLDINGS LIMITED**
樂亞國際控股有限公司