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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)

HIGH CONCENTRATION OF SHAREHOLDING

This announcement is made at the request of the Stock Exchange in respect of the high concentration of the shareholding of the Company in the hands of a limited number of Shareholders as at 12 June 2015.

In view of the high concentration of shareholding in a small number of Shareholders, Shareholders and prospective investors should be aware that the price of the Shares could fluctuate substantially even with a small number of Shares traded, and should exercise extreme caution when dealing in the Shares.

This announcement is made at the request of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in respect of the high concentration of the shareholding of L & A International Holdings Limited (the “**Company**” together with its subsidiaries, collectively the “**Group**”) in the hands of a limited number of shareholders (the “**Shareholders**”) of the Company as at 12 June 2015.

The Company noted that an announcement (the “**SFC Announcement**”) has been published by the Securities and Future Commission (the “**SFC**”) on 24 June 2015.

As disclosed in the SFC Announcement, the SFC has recently completed an enquiry into the shareholding of the Company. Its findings suggested that as at 12 June 2015, a group of 19 shareholders held an aggregate of 927,312,000 shares of the Company (the “**Shares**”), representing 23.18% of the issued Shares. Such shareholding, together with 3,000,000,000 Shares (representing 75.00% of the issued Shares) held by the substantial shareholder of the Company, represented 98.18% of the issued Shares as at 12 June 2015. Therefore, only 72,688,000 Shares (representing 1.82% of the issued Shares) were in the hands of other shareholders as at 12 June 2015.

As at 12 June 2015, the shareholding structure of the Company was as follows:

	Number of Shares held <i>(Shares)</i>	% of total number of issued Shares <i>(%)</i>
Yang's Holdings Capital Limited (<i>Note 1</i>)	3,000,000,000	75.00
A group of 19 shareholders	927,312,000	23.18
Other shareholders	<u>72,688,000</u>	<u>1.82</u>
Total	<u>4,000,000,000</u>	<u>100.00</u>

Note 1: Cantrust (Far East) Limited, the trustee of the Yang's Family Trust, holds the entire issued share capital of YWH Investment Holding Limited. YWH Investment Holding Limited, in turn, holds the entire issued share capital of Yang's Holdings Capital Limited. The discretionary beneficiaries of the Yang's Family Trust include Mr. Yang Wan Ho, the Chairman and Executive Director of the Company, Mr. Yang Si Hang, the Executive Director of the Company, Mr. Yang Si Kit Kenny, the Executive Director of the Company and Ms. Yang Sze Man Salina.

As stated in the SFC Announcement:

- The Company was listed on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited on 10 October 2014 by way of placing of 1,000,000,000 Shares, representing 25.00% of the issued Shares, at HK\$0.06 per Share (Note 2). The share price closed at HK\$0.415 on its first day of listing, 591.67% higher than the initial placing price.
- Subsequently, the closing price of the Shares increased 149.64% from HK\$0.415 on 10 October 2014 to HK\$1.036 on 17 April 2015.
- On 20 April 2015, the Company announced that on 17 April 2015, it entered into a memorandum of understanding with an independent third party to explore the possibility of participating in a children's apparel retail business in the PRC but no definitive or legally binding agreement has been entered into by the Company (the "**First Announcement**").
- On 28 May 2015, the Company issued a profit warning that it expected to record a loss for the year ended 31 March 2015 (the "**Second Announcement**").
- On 1 June 2015, the Company announced that on 29 May 2015, it entered into another memorandum of understanding with an independent third party to explore the investment opportunities in relation to the operation of a globally recognized fashion apparel retail business in multiple cities in the PRC but no definitive or legally binding agreement has been entered into by the Company (the "**Third Announcement**").
- As at 23 June 2015, the Shares closed at HK\$2.40, representing an increase of 131.66% from the closing price of HK\$1.036 on 17 April 2015 or 40 times its initial placing price of HK\$0.06.

Note 2: The original placing price was HK\$0.60. All prices and share quantity above have been adjusted for a 1-into-10 Share subdivision which was effective on 21 April 2015.

The above information is extracted from the SFC Announcement and the board (the “**Board**”) of the directors of the Company (the “**Directors**”) has not verified such information. Accordingly, the Board is not in a position to comment on the accuracy of the information above except (i) the shareholdings of Yang’s Holdings Capital Limited as set out in the table above, (ii) the listing date, the number of placing shares and the placing price, (iii) the First Announcement, the Second Announcement and the Third Announcement and (iv) the respective closing prices of the Shares as at 10 October 2014, 17 April 2015 and 23 June 2015.

Public Float

Based on the information available and to the best knowledge of the Board, as at 12 June 2015 and the date of this announcement, Yang’s Holdings Capital Limited held 3,000,000,000 Shares, representing 75.00% of the issued Shares.

The Board believes that, to the best of its knowledge, information and belief based on the information available to it, not less than 25.00% of the issued Shares are held in public hands as at 12 June 2015 and the date of this announcement and the Company is able to comply with the public float requirement under the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange.

In view of the high concentration of shareholding in a small number of Shareholders, Shareholders and prospective investors should be aware that the price of the Shares could fluctuate substantially even with a small number of Shares traded, and should exercise extreme caution when dealing in the Shares.

By order of the Board
L & A International Holdings Limited
Yang Wan Ho
Chairman and Executive Director

Hong Kong, 24 June 2015

As at the date of this announcement, the Board comprises three executive directors, namely, Mr. Yang Wan Ho, Mr. Yang Si Hang and Mr. Yang Si Kit Kenny, one non-executive director, namely, Ms. Rubby Chau and three independent non-executive directors, namely, Mr. Chan Chi Keung Alan, Ms. Cheung Marn Kay and Mr. Chan Ming Sun Jonathan.

This announcement, for which the directors of the Company 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 of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement 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 announcement misleading.