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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)

CLARIFICATION ON PROFIT WARNING ANNOUNCEMENT

Reference is made to the announcement of L & A International Holdings Limited (the “**Company**”) dated 28 July 2016 in relation to the Purported Possible Offer and the announcement of the Company dated 10 August 2016 (“**Profit Warning Announcement**”) relating to the profit warning of the Company for the three months ended 30 June 2016 (“**Profit Warning**”) (the “**Announcements**”). Capitalized terms used in this announcement shall have the same meanings ascribed to them in the Announcements unless otherwise stated.

The Board would like to clarify that as the Profit Warning is regarded as a profit forecast under Rule 10 of the Takeovers Code and would need to be reported on by the Company’s financial adviser and auditors or accountants and such reports must be lodged with the Executive in accordance with Rule 10.4 of the Takeovers Code.

Since the Profit Warning Announcement is required to be made pursuant to Rule 17.10 of the GEM Listing Rules and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), which requires the Company to issue a profit alert announcement as soon as practicable, and given the time constraints, the Company has encountered practical difficulties in meeting the requirements set out in Rule 10.4 of the Takeovers Code. Accordingly, the Profit Warning Announcement does not meet the standard required by Rule 10 of the Takeovers Code.

Under Rule 10.4 of the Takeovers Code, if the profit forecast is published first in an announcement, it must be repeated in full, together with the reports from the Company’s financial advisers and auditors or accountants on the said profit forecast, in the next document to be sent to the Shareholders.

The unaudited quarterly results announcement of the Company for the three months ended 30 June 2016 is expected to be published in August 2016. If the unaudited quarterly results of the Company is published prior to the despatch of the next document to be sent to the Shareholders, the requirement of Rule 10 of the Takeovers Code to report on the Profit Warning Announcement will be superseded.

Save for the clarification stated in this announcement, all information in the Profit Warning Announcement remains unchanged.

Shareholders and potential investors of the Company should note that the Profit Warning Announcement does not meet the standard required by Rule 10 of the Takeovers Code and has not been reported on in accordance with the Takeovers Code. Shareholders and potential investors of the Company should therefore exercise caution in placing reliance on the Profit Warning Announcement in assessing the merits and demerits of the Purported Possible Offer.

Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

By order of the Board
L & A International Holdings Limited
Ng Ka Ho
Chairman and executive Director

Hong Kong, 11 August 2016

As at the date of this announcement, the Board comprises two executive Directors, namely, Mr. Ng Ka Ho and Mr. Yang Si Hang, one non-executive Director, namely, Mr. Wong Chiu Po and three independent non-executive Directors, namely, Mr. Kwong Lun Kei Victor, Mr. Ma Chi Ming and Mr. Chan Ming Sun Jonathan.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (save for the information relating to the Interested Party) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (save for the information relating to the Interested Party) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting and on the website of the Company at <http://www.lna.com.hk>.