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)

VOLUNTARY ANNOUNCEMENT MEMORANDUM OF UNDERSTANDING IN RELATION TO A PROPOSED ACQUISITION

This is a voluntary announcement made by L & A International Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**").

The board (the "**Board**") of directors of the Company (the "**Directors**") is pleased to announce that after the trading hours on 17 April 2015, the Company entered into a non-legally binding memorandum of understanding (the "**MOU**"), with a party which is not a connected person (as defined in the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**")) of the Group to explore the possibility of participating in a children's apparel retail business in the People's Republic of China (the "**Proposed Acquisition**"). Upon execution of the MOU, the Company amongst other, will have a legally binding six months exclusivity to negotiate with the counter party or such date that the parties may mutually agree, as well as legal obligations to maintain confidentiality of the Proposed Acquisition.

As at the date of this announcement, no definitive or legally binding agreement has been entered into by the Company in relation to the Proposed Acquisition. If the Proposed Acquisition materializes, the Company will comply with the applicable requirements under the GEM Listing Rules accordingly and make further announcement(s) in this regard as and when appropriate.

As the Proposed Acquisition may or may not proceed, shareholders of the Company and potential investors should exercise caution when dealing in the shares of the Company.

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

Hong Kong, 17 April 2015

As at the date of this announcement, the executive Directors are Mr. Yang Wan Ho, Mr. Yang Si Hang and Mr. Yang Si Kit Kenny; the non-executive Director is Ms. Rubby Chau; and the independent non-executive Directors are Mr. Chan Chi Keung Alan, Ms. Cheung Marn Kay and Mr. Chan Ming Sun Johnathan.

This announcement, 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 enquires, 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.