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)

PROXY FORM FOR THE ANNUAL GENERAL MEETING ON 28 OCTOBER 2016 (THE "AGM")

I/We *(Note 1)* ______________________________

of ______________________________

being the registered holder(s) of *(Note 2)* ______________ ordinary shares of HK$0.002 each (the "**Share(s)**") in the capital of L & A International Holdings Limited (the "**Company**"), hereby appoint the Chairman of the AGM or, failing him *(Note 3)* ______________

of ______________________________

as my/our proxy to attend the AGM (and at any adjournment thereof) to be held at Room V1, 2/F, Block 1, The Zenith, 3 Waichai Road, Wanchai, Hong Kong at 11:00 a.m. on Friday, 28 October 2016 and to vote for me/us and in my/our name(s) as indicated below *(Note 4)*.

	Ordinary Resolutions *(Note 5)*	FOR *(Note 4)*	AGAINST *(Note 4)*
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the "**Directors**") and the auditors of the Company for the year ended 31 March 2016.		
2.	To re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company and to authorise the board of Directors to fix their remuneration.		
3.	(a) To re-elect Mr. Ng Ka Ho as an executive Director and the board of Directors be authorised to fix his Director's remuneration.		
	(b) To re-elect Mr. Yang Si Hang as an executive Director and the board of Directors be authorised to fix his Director's remuneration.		
	(c) To authorize the board of Directors to fix the remunerations of the Directors.		
4.	To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the total number of issued shares of the Company as at the date of passing this resolution ("**Issue Mandate**").		
5.	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing this resolution ("**Repurchase Mandate**").		
6.	To extend, conditional upon the above resolutions nos. 4 and 5 being duly passed, the Issue Mandate by adding the number of issued share capital of the Company repurchased under Repurchase Mandate.		

Dated this ____________ day of ____________ 2016   Signature (s) *(Note 6)*: ______________________

Notes:

1. Please insert full name(s) and address in **BLOCK CAPITALS**. The name of all joint holders should be stated.
2. Please insert the number of ordinary shares of HK$0.002 each of the Company ("**Shares**") registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. If any proxy other than the Chairman of the AGM is preferred, strike out the words "the Chairman of the AGM or" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the AGM will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT**.
4. **PLEASE INDICATE WITH a "✓" in the appropriate space beside each item how you wish the proxy to vote on your behalf.** If this form of proxy is returned duly signed, but without any such indication, the proxy will be entitled to vote or abstain at his discretion in respect of that resolution. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than that referred to in the notice of AGM (including amendments to resolutions which may be by properly put to the AGM).
5. The description of the resolutions is by way of summary only. The full text appears in the notice of the AGM of the Company dated 6 October 2016.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorised.
7. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy or by representative, will be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority is determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
8. To be valid, this form of proxy, together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 31/F, 148 Electric Road, North Point, Hong Kong not later than 48 hours before the time appointed for holding the AGM and any adjournment (as the case may be) thereof.
9. Any member entitled to attend and vote at the AGM is entitled to appoint one or, if he holds two or more shares, more proxies to attend and vote on his behalf. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
10. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjourned meeting thereof) if you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
11. Shareholders or their proxies attending the AGM shall produce their identity documents.