HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :

31/03/2021

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Earthasia International Holdings Limited (Incorporated in the Cayman Islands with limited liability)
Date Submitted	09/04/2021

I. Movements in Authorised Share Capital

1.	Ordinary	Shares
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(1) Stock code : <u>6128</u> Descrip	otion :	EARTHA	ASIA	
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>	
Balance at close of preceding month	780,000,000	<u>HK\$0.01</u>	HK\$7,800,000.00	
Increase/(decrease)	NIL	-	NIL	
Balance at close of the month	780,000,000	<u>HK\$0.01</u>	HK\$7,800,000.00	
		on:N/A		
(2) Stock code : <u>N/A</u> Descrip	otion :	N/A		
(2) Stock code : <u>N/A</u> Descrip	otion : No. of ordinary shares	N/A Par value (State currency)	Authorised share capital (State currency)	
(2) Stock code : <u>N/A</u> Descrip Balance at close of preceding month	No. of ordinary shares	Par value (State currency)	Authorised share capital	
	No. of ordinary shares	Par value (State currency)	Authorised share capital	

2. Preference Shares

Stock code :	<u>N/A</u> Descript		tion :	N/A	I/A		
			No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>		
Balance at close o	f precediı	ng month					
Increase/(decrease	e)	-		-			
Balance at close o	f the mon	th _					

3. Other Classes of Shares

Stock code :	N/A	_Descript	ion :	N/A	
			No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of	precedin	g month			
Increase/(decrease	e)	-		-	
Balance at close of	the mon	th _			

Total authorised share capital at the end of the month *(State currency)* :

HK\$7,800,000.00

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	e No. of other		
	(1)	(2)	shares	classes of shares		
Balance at close of preceding month	482,290,000	N/A	N/A	N/A		
Increase/ (decrease) during the month	5,961,538	N/A	N/A	N/A		
Balance at close of the month	488,251,538	N/A	N/A	<u>N/A</u>		

III. Details of Movements in Issued Share Capital

Share Options (und	ler Share Opt	ion Schemes c	of the Issuer)			
Particulars of share option scheme including EGM					No. of new shares of issuer which may be issued pursuant thereto as at close of	
approval date	N	Novement duri	ng the month		-	the month
(dd/mm/yyyy) and						
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		40.000.000
1. Exercise Price:	NIL	NIL	NIL	NIL	NIL	40,000,000
HK\$0.65						
(03/06/2014)						
Ordinary shares						
(Note 1)						
2						
<u>2.</u>						
shares						
(Note 1)						
3.						
<u> </u>						
shares (Note 1)						
		Tota	IA. (Ordina	ry shares)	NII	
		1014	(Preferenc			
			•	her class)		
Tatal funda raisad d	luring the mo	sth from overei				
Total funds raised d of options (State cu			NIL			
	noney)					

Warrants to Issue Shares of the	e Issuer which	are to be Listed				
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. N/A</u>						
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
2. N/A						
		·		<u> </u>		
Stock code (if listed) Class of shares issuable <i>(Note 1)</i>						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
<u>3. N/A</u>						
		·		<u> </u>		
Class of shares						
Cultar ministra maria a						
EGM approval date						
(if applicable)	, , ,	,				
	(/ /)				
<u>4. N/A</u>						
Stock code (if listed)						
Class of shares						
EGM approval date (if applicable)						
	(/ /)				
	,					
		Total B		ary shares) <u>N/A</u>		-
				ce shares) <u>N/A</u>		-
			(U	ther class) <u>N/A</u>		-

Class and description	Currency of amount outstanding	Amount at close of preceding month	ch are to be Lis Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Convertible Notes due in	USD	US\$500,000	NIL	US\$500,000	NIL	5,961,538
2023 – First Note	_	(equivalent to		(equivalent to		, ,
(Maturity Date: 01/02/2023)	-	approximately		approximately		
		HK\$3,875,000)		HK\$3,875,000)		
Stock code (if listed)	N/A					
Class of shares issuable <i>(Note 1)</i>	Ordinary Sha					
	Ordinary Sha HK\$0.65					
Subscription price (su	bject to adjust					
AGM approval date						
(if applicable) (dd/mm/yyyy))	(15/06/202	0)				
	`					
2. Convertible Notes due in	USD	NIL	US\$500,000	US\$500,000	5,961,538	5,961,538
2023 – Other Initial Notes	_		(equivalent to	(equivalent to		
(Maturity Date: 01/03/2023)	_		approximately	approximately		
Stock code (if listed)			HK\$3,875,000)	HK\$3,875,000)		
Class of shares						
issuable (Note 1)	Ordinary Sha					
Subscription price (su	HK\$0.65 bject to adjust					
AGM approval date (if applicable) (dd/mm/yyyy)	(15/06/202					
3. Convertible Notes due in	USD	NIL	NIL	US\$500,000	NIL	5,961,538
2023 – Other Initial Notes				(equivalent to		-,,
(Maturity Date: 15/03/2023)	- 			approximately HK\$3,875,000)		
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary Sha HK\$0.65					
Subscription price (su	bject to adjust					
AGM approval date						
(if applicable) (dd/mm/yyyy)	(15/06/202	0)				
4. N/A	·					
	-					
	-					
Stock code (if listed)					·	
Class of shares						
issuable (<i>Note 1)</i> Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)			04 500	
				nary shares) <u>5,9</u> nce shares) N/A		-
			(Drotoro	nce characi NU/	\	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Options (other than under Share Option Schemes)		
	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:		the month
1. On 19 January 2021, the Company entered into the		
Subscription Agreement with the Subscriber in relation to the	_	
issue and subscription of (i) the Convertible Notes up to the	_	
aggregate principal amount not exceeding the Total	-	
Commitment of US\$15,000,000 but not less than the Minimum Commitment of US\$5,000,000 and (ii) the Warrants, which are	_	
secured by the Share Charge and the purchase of the		
Warrants at the price of US\$1.00. The Convertible Notes shall	-	
be issued in tranches, namely the First Note, the Other Initial	_	
Notes and the Subsequent Notes, in the principal amount of	-	
US\$500,000, in the amount up to US\$7,590,000 and in		
Subsequent Notes Amount respectively. The initial Conversion		
Price of the Convertible Notes is HK\$0.65 per Conversion		
Share (subject to downward adjustment). The 96,457,692	_	
Conversion Shares issuable under the First Note and the	_	
Other Initial Notes of US\$500,000 and up to US\$7,590,000	_	
respectively at the initial Conversion Price of HK\$0.65 per Conversion Share will be issued under the General Mandate	_	
granted at the AGM on 15 June 2020.	_	
On 1 February, 1 March and 15 March 2021, US\$500,000	-	
Convertible Notes due in 2023 (i.e. First Note), US\$1,000,000	-	
Convertible Notes due in 2023 (i.e. Other Initial Notes) and	-	
US\$500,000 Convertible Notes due in 2023 (i.e. Other Initial		
Notes) were issued by the Company respectively.		
For details, please refer to the Company's announcements		
dated 19, 28 and 29 January, 1 February, 1 and 15 March	_	
2021.	_	
(96,457,692 shares – AGM: 15 June 2020	_	
171,811,538 shares - subject to approval at the EGM)		
Ordinary shares (Note 1)		72,611,540
	-	
2. N/A	_	
	_	
shares (Note 1)		
	_	
3. N/A	-	
	4	
	1	
	1	
shares (Note 1)	1	
	4	
Total D. (Ordinary shares)	NIL N/A	
(Preference shares)	N/A N/A	
(Other class)	N/A	
	1	
	1	

Ot	her Movements	in Issued Sha	are Capital				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the
	Type of Issue							month
1.	Rights issue	At price :	State currency	Class of shares issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /)	<u>N/A</u>	<u>N/A</u>
2.	Open offer	At price :	State currency	Class of shares issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /)	<u>N/A</u>	<u>N/A</u>
3.	Placing	At price :	State currency	Class of shares issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy))	<u>N/A</u>	<u>N/A</u>
4.	Bonus issue			Class of shares issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /)	<u>N/A</u>	<u>N/A</u>

	Type of Issue						No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
				Class of shares issuable <i>(Note 1)</i>				
5.	Scrip dividend	At price :	State currency	lssue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							N/A	<u>N/A</u>
				Class of shares repurchased (<i>Note 1</i>)				
6.	Repurchase of shares			Cancellation date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	<u>N/A</u>
				Class of shares redeemed (<i>Note 1</i>)				
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				、 · · · · · · · · · · · · · · · · · · ·			<u>N/A</u>	<u>N/A</u>
				Class of shares issuable (<i>Note 1)</i>				
8.	Consideration issue	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
	10000			EGM approval date: (dd/mm/yyyy)	(/ /)		
							N/A	N/A

Type of Issue	9					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
			Class of share issuable <i>(Note 1)</i>	S			
9. Capital reorganisation			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Class of share	s			
10. Other (Please specify	cify) At price :	State currency	issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
				Ordinary sha ference sha (Other c	ares) N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	5,961,538
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E	N/A	
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A	N/A	
(These figures should be the same as the relevant figures under II above ("Movemer Capital").)	sued Share	

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks	(if	any):
N/A		

IN/A		
Submitted by:	Kwok Ka Hei	
Title: (Director,	Company Secretary Secretary or other duly authorised officer)	

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. *"Identical" means in this context:*
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.