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Earthasia International Holdings Limited

泛亞環境國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6128)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Earthasia International Holdings Limited (the “**Company**”) will be held at 10:00 a.m. on 11 January 2019 at 11/F., COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong for the following purpose of considering and, if thought fit, passing of the following ordinary resolution of the Company (capitalised terms used in this notice shall have the same meanings as defined in the circular dated 20 December 2018 despatched to the shareholders of the Company):

ORDINARY RESOLUTION

1. **“THAT**

- (a) the Agreement and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the board of Directors of the Company be and is hereby granted with the Specific Mandate to allot and issue 48,000,000 Consideration Shares at the Issue Price of HK\$2.79 per Consideration Share in accordance with the terms and conditions of the Agreement;
- (c) the issue of the Promissory Note by the Company in accordance with the terms of the Agreement be and is hereby approved; and
- (d) any one Director be and is hereby authorised to do such acts and deeds in his/her sole and absolute discretion and opinion deemed expedient and appropriate to implement and effect the Agreement and the transactions contemplated thereunder.”

By order of the board
Earthasia International Holdings Limited
Lau Hing Tat Patrick
Chairman

Hong Kong, 20 December 2018

Registered office:
Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

*Headquarter, head office and principal
place of business in Hong Kong:*
11/F, COFCO Tower
262 Gloucester Road
Causeway Bay
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the EGM.
3. The board of directors of the Company has fixed 4:30 p.m. on Monday, 7 January 2019 as the record time and date for ascertaining Shareholders' entitlement to attend and vote at the meeting. All transfers of shares accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at the address set out at Note (2) above not later than 4:30 p.m. on Monday, 7 January 2019.
4. Completion and return of the proxy form shall not precluded you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
6. The form of proxy shall be in writing under the hand of the appointer or his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
7. A form of proxy for use at the EGM is attached herewith.
8. Any voting at the EGM shall be taken by poll.
9. If typhoon signal no. 8 or above, or a "black" rainstorm warning is in effect any time after 8:30 a.m. on the date of the EGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at www.ea-dg.com and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.

As at the date of this notice, the Directors of the Company are:

Executive Directors:

Mr. Lau Hing Tat Patrick
Mr. Chan Yick Yan Andross
Mr. Tian Ming
Mr. Yang Liu
Mr. Qiu Bin

Non-executive Director:

Mr. Ma Lida

Independent Non-executive Directors:

Ms. Tam Ip Fong Sin
Mr. Wong Wang Tai
Mr. Wang Yuncai