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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)

VOLUNTARY ANNOUNCEMENT COMPLETION OF PLACING BY SHAREHOLDERS

This is a voluntary announcement made by Earthasia International Holdings Limited (the “**Company**”).

Reference is made to the announcement of the Company dated 11 July 2017 (the “**Announcement**”) in relation to the Placing of the shareholders of the Company. Capitalised terms used in this announcement shall have the same meanings as defined in the Announcement unless otherwise stated.

The Company was notified by the Vendors that the Placing was completed on 28 July 2017. An aggregate of 88,000,000 Placing Shares, representing approximately 20.95% of the issued share capital of the Company, have been placed to the places at the placing price of HK\$1.84 per Placing Share. None of the places becomes substantial shareholder of the Company immediately after the completion of the Placing.

EFFECTS OF THE PLACING ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (a) immediately before completion of the Placing; and (b) immediately after completion of the Placing are as follows:

	Immediately before completion of the Placing		Immediately after completion of the Placing	
	<i>Shares</i>	<i>%</i>	<i>Shares</i>	<i>%</i>
Mr. Chan Yick Yan Andross <i>(Note 1 & 3)</i>	132,280,887	31.50	94,280,887	22.45
Mr. Lau Hing Tat Patrick <i>(Note 2 & 3)</i>	68,219,444	16.24	48,219,444	11.48
PBLA Limited	<u>105,593,669</u>	<u>25.14</u>	<u>75,593,669</u>	<u>18.00</u>
Sub-total	306,094,000	72.88	218,094,000	51.93
Other non-public shareholders	8,899,275	2.12	8,899,275	2.12
Public shareholders	105,006,725	25.00	105,006,725	25.00
Places	<u>—</u>	<u>—</u>	<u>88,000,000</u>	<u>20.95</u>
Total	<u><u>420,000,000</u></u>	<u><u>100.00</u></u>	<u><u>420,000,000</u></u>	<u><u>100.00</u></u>

Notes:

1. Mr. Chan held 274,000 Shares by himself and 132,006,887 Shares through CY Y Holdings Limited, a company incorporated in the British Virgin Islands. Mr. Chan is the beneficial owner of the entire issued capital of CY Y Holdings Limited. Mr. Chan is also the holder of 3,930,000 options under the share option scheme of the Company which was not included in the above table.
2. Mr. Lau held 1,078,000 Shares by himself and 66,003,444 Shares through LSBJ Holdings Limited, a company incorporated in the British Virgin Islands. Mr. Lau is the beneficial owner of the entire issued capital of LSBJ Holdings Limited. Besides, Mr. Lau's wife, Ms. Keung Wai Fong Tracy, also held 1,138,000 shares of the Company. Under the SFO, Mr. Lau, being the spouse of Ms. Keung, is deemed to be interested in all the shares that Ms. Keung is interested in, and vice versa. Mr. Lau is also the holder of 3,930,000 options under the share option scheme of the Company which was not included in the above table.
3. Mr. Chan and Mr. Lau are parties acting in concert.

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

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

Hong Kong, 28 July 2017

As at the date of this announcement, the executive Directors are Mr. Lau Hing Tat Patrick, Mr. Chan Yick Yan Andross, Mr. Tian Ming and Mr. Yang Liu; the non-executive Director is Mr. Ma Lida; and the independent non-executive Directors are Ms. Tam Ip Fong Sin, Mr. Wong Wang Tai and Mr. Wang Yuncai.