

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 PLACING BY SHAREHOLDERS

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

The Company was notified by Mr. Chan Yick Yan Andross (“**Mr. Chan**”), Mr. Lau Hing Tat Patrick (“**Mr. Lau**”) and PBLA Limited (collectively, the “**Vendors**”) that the Vendors have, on 11 July 2017 (after trading hours), entered into a placing agreement with the placing agent to place, on a best effort basis, up to an aggregate of 88,000,000 shares (the “**Placing Shares**”) of the Company (the “**Shares**”), representing approximately 20.95% of the issued share capital of the Company as at the date of this announcement, to the placees at the placing price of HK\$1.84 per Placing Share (the “**Placing**”). Of the 88,000,000 Placing Shares, 38,000,000 Placing Shares, 20,000,000 Placing Shares and 30,000,000 Placing Shares will be placed by Mr. Chan, Mr. Lau and PBLA Limited respectively. It is expected that none of the placees will become substantial shareholder of the Company immediately after the completion of the Placing.

EFFECT 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	105,593,669	25.14	75,593,669	18.00
Sub-total	<u>306,094,000</u>	<u>72.88</u>	<u>218,094,000</u>	<u>51.93</u>
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 CYY Holdings Limited, a company incorporated in the British Virgin Islands. Mr. Chan is the beneficial owner of the entire issued capital of CYY 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, 11 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.