



**Monthly Return of Equity Issuer on Movements in Securities**

**For the month ended (dd/mm/yyyy) :** 31/01/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Earthasia International Holdings Limited

Date Submitted 01/02/2019

**I. Movements in Authorised Share Capital**

**1. Ordinary Shares**

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



## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>434,290,000</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>NIL</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>434,290,000</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

## III. Details of Movements in Issued Share Capital

### Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during 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
	Granted	Exercised	Cancelled	Lapsed		
1. Share Option Scheme	NIL	NIL	NIL	NIL	NIL	NIL
(03/06/2014)						
Ordinary shares						
(Note 1)						
2. N/A						
( / / )						
shares						
(Note 1)						
3. N/A						
( / / )						
shares						
(Note 1)						
			Total A. (Ordinary shares)		<u>NIL</u>	
			(Preference shares)		<u>N/A</u>	
			(Other class)		<u>N/A</u>	
Total funds raised during the month from exercise of options (State currency)				<u>NIL</u>		

Warrants to Issue Shares of the 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
1. N/A _____ _____						
( / / )						
Stock code (if listed) _____						
Class of shares _____						
issuable ( <i>Note 1</i> ) _____						
Subscription price _____						
EGM approval date _____						
(if applicable) _____						
(dd/mm/yyyy) _____		( / / )				
2. N/A _____ _____						
( / / )						
Stock code (if listed) _____						
Class of shares _____						
issuable ( <i>Note 1</i> ) _____						
Subscription price _____						
EGM approval date _____						
(if applicable) _____						
(dd/mm/yyyy) _____		( / / )				
3. N/A _____ _____						
( / / )						
Stock code (if listed) _____						
Class of shares _____						
issuable ( <i>Note 1</i> ) _____						
Subscription price _____						
EGM approval date _____						
(if applicable) _____						
(dd/mm/yyyy) _____		( / / )				
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) _____		( / / )				
Total B. (Ordinary shares) <u>N/A</u> (Preference shares) <u>N/A</u> (Other class) <u>N/A</u>						

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	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. N/A						
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)						
2. N/A						
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)						
3. N/A						
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)						
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)						
				Total C. (Ordinary shares)	N/A	
				(Preference shares)	N/A	
				(Other class)	N/A	

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

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	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
<p>1. On 31 January 2018, the Purchaser, the Vendor and the Guarantors entered into the Agreement, pursuant to which the Purchaser has conditionally agreed to acquire for and the Vendor has conditionally agreed to dispose of the Sale Shares. On 24 October 2018, the Purchaser, the Vendor and the Guarantors entered into the Supplemental Agreement to amend certain terms and conditions of the Agreement, in which the Consideration of HK\$692,000,000 shall be payable by the Purchaser in the following manner: (i) HK\$210,000,000 shall be settled by way of cash; (ii) HK\$133,920,000 shall be settled by the issue of 48,000,000 Consideration Shares at the Issue Price of HK\$2.79 per Consideration Share by the Company to the Vendor; and (iii) HK\$348,080,000 shall be settled by the issue of the Promissory Note with principal amount of HK\$348,080,000 by the Company to the Vendor. For details, please refer to the Company's announcements dated 9 August 2017, 27 December 2017, 31 January 2018, 23 February 2018, 30 April 2018, 31 May 2018, 29 June 2018, 31 August 2018, 28 September 2018 and 24 October 2018 and the Company's circular dated 20 December 2018.</p> <p style="text-align: right;">(EGM : 11/01/2019) Ordinary shares (<i>Note 1</i>)</p>	NIL	48,000,000
<p>2. N/A</p> <p style="text-align: right;">( / / ) shares (<i>Note 1</i>)</p>		
<p>3. N/A</p> <p style="text-align: right;">( / / ) shares (<i>Note 1</i>)</p>		
<p style="text-align: right;">Total D. (Ordinary shares) (Preference shares) (Other class)</p>	<p>NIL</p> <p>N/A</p> <p>N/A</p>	

Other Movements in Issued Share Capital

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
1.	Rights issue	At price : State currency _____	Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
2.	Open offer	At price : State currency _____	Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
3.	Placing	At price : State currency _____	Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) ( / / ) AGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
4.	Bonus issue		Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A

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
5.	Scrip dividend	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>
6.	Repurchase of shares		Class of shares repurchased _____ <i>(Note 1)</i> Cancellation date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	<u>N/A</u> <u>N/A</u>
7.	Redemption of shares		Class of shares redeemed _____ <i>(Note 1)</i> Redemption date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	<u>N/A</u> <u>N/A</u>
8.	Consideration 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>



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
9. Capital reorganisation	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>
10. Other (Please specify)	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>
Total E.		(Ordinary shares) _____ (Preference shares) _____ (Other class) _____	<u>N/A</u> <u>N/A</u> <u>N/A</u>

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1) <u>NIL</u>
	(2) <u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	<u>N/A</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>	

