

*Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated Thursday, 12 June 2014 (the “**Prospectus**”) issued by Earthasia International Holdings Limited (the “**Company**”).*

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*This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Public Offer and the International Placing described below before deciding whether or not to invest in the Shares thereby offered.*

*This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States.*

*In connection with the Global Offering, GF Securities (Hong Kong) Brokerage Limited, as stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilising or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after Listing Date. However, there is no obligation on the Stabilising Manager, its affiliates or any person acting for it, to conduct any such stabilising action, which, if commenced, will be done at the sole and absolute discretion of the Stabilising Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilising activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Public Offer. Such stabilisation action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong).*

*Potential investors should be aware that stabilising action cannot be taken to support the price of the Shares for longer than the stabilisation period which begins on the Listing Date and is expected to expire on Thursday, 17 July 2014, being the 30th day after the date of closing of the application lists under the Public Offer. After this date, no further stabilising action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.*



**Earthasia International Holdings Limited**  
**泛亞環境國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**GLOBAL OFFERING**

<b>Number of Offer Shares under the Global Offering</b>	<b>: 100,000,000 Shares (subject to the Over-allotment Option)</b>
<b>Number of Public Offer Shares</b>	<b>: 10,000,000 Shares (subject to adjustment)</b>
<b>Number of International Placing Shares</b>	<b>: 90,000,000 Shares (subject to adjustment and the Over-allotment Option)</b>
<b>Maximum Offer Price</b>	<b>: HK\$1.20 per Offer Share plus brokerage of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)</b>
<b>Nominal value</b>	<b>: HK\$0.01 each</b>
<b>Stock code</b>	<b>: 6128</b>

**Sole Sponsor, Sole Global Coordinator, Sole Bookrunner and Sole Lead Manager**



Application has been made by the Company to the Listing Committee for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus (including the Shares to be issued pursuant to (i) the Capitalisation Issue, and (ii) the Global Offering (including the additional Shares which may be issued pursuant to the exercise of the Over-allotment Option). Dealings in the Shares on the Main Board are expected to commence at 9:00 a.m. on Wednesday, 25 June 2014. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at [www.ea-dg.com](http://www.ea-dg.com) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The Global Offering comprises the Public Offer of initially 10,000,000 Offer Shares (subject to adjustment), and the International Placing of initially 90,000,000 Offer Shares (subject to adjustment and the Over-allotment Option). The allocation of the Offer Shares between the Public Offer and the International Placing will be subject to adjustment as described in the section "Structure and conditions of the Global Offering" in the Prospectus.

In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Placing Underwriters, which is exercisable by the Sole Global Coordinator on behalf of the International Placing Underwriters, to require the Company to allot and issue up to 15,000,000 additional Shares, representing 15% of the maximum number of Offer Shares initially available under the Global Offering, at the Offer Price to cover over-allocations in the International Placing, if any.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transaction between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$1.20 per Offer Share and is currently expected to be not less than HK\$1.00 per Offer Share, unless otherwise announced. Applicants for the Public Offer Shares are required to pay, on application, the maximum Offer Price of HK\$1.20 per Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$1.20 per Offer Share.

**Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms.** Applicants who would like to have the allocated Public Offer Shares issued in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at [www.hkeipo.hk](http://www.hkeipo.hk) under the **HK eIPO White Form**

service. Applicants who would like to have the allocated Public Offer Shares issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Thursday, 12 June 2014, until 12:00 noon on Tuesday, 17 June 2014 from:

1. GF Securities (Hong Kong) Brokerage Limited, 29-30/F, Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong

or

2. Industrial Securities (Hong Kong) Capital Limited, Unit 3201, 32/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong

or

3. RHB OSK Securities Hong Kong Limited, 12/F, World Wide House, 19 Des Voeux Road Central, Hong Kong

or

4. any of the following branches of:

The Bank of East Asia, Limited

<b>District</b>	<b>Branch Name</b>	<b>Address</b>
<b>Hong Kong Island</b>	Causeway Bay Branch	46 Yee Wo Street, Causeway Bay
	Chai Wan Branch	345 Chai Wan Road, Chai Wan
	Kennedy Town Branch	Shop D, G/F, 108 Belcher's Street, Kennedy Town
<b>Kowloon</b>	Mongkok Branch	638 – 640 Nathan Road, Mongkok
	Kwun Tong Branch	7 Hong Ning Road, Kwun Tong
	Wong Tai Sin Branch	Shop UG15, Upper Ground Floor, Wong Tai Sin Plaza, Wong Tai Sin
<b>New Territories</b>	Shatin Plaza Branch	Shop 3 – 4, Level 1, Shatin Plaza, Shatin
	Tai Po Branch	62-66 Po Heung Street, Tai Po Market, Tai Po
	Metro City Plaza Branch	Shop 243, Level 2, Metro City Plaza I, 1 Wan Hang Road, Tseung Kwan O
	Ha Kwai Chung Branch	202 Hing Fong Road, Kwai Chung

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Thursday, 12 June 2014 until 12:00 noon on Tuesday, 17 June 2014 from the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong or your stockbroker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "The Bank of East Asia (Nominees) Limited – Earthasia International Public Offer" attached should be deposited in the special collection boxes provided at any of the branches of The Bank of East Asia, Limited, referred to above on such dates and during such time as specified in the Application Forms.

Applicants applying by **HK eIPO White Form** may submit applications through the **HK eIPO White Form Service** at [www.hkeipo.hk](http://www.hkeipo.hk) from 9:00 a.m. on Thursday, 12 June 2014 until 11:30 a.m. on Tuesday, 17 June 2014 or such later time as described in the section "How to Apply for Public Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus (24 hours daily, except on the last application day).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, 12 June 2014 until 12:00 noon on Tuesday, 17 June 2014 or such later time as described in the section "How to Apply for Public Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

Please refer to the sections "Structure and conditions of the Global Offering" and "How to Apply for Public Offer Shares" in the Prospectus for details of the conditions and procedures of the Public Offer.

The Company expects to publish the announcement on the Offer Price, the level of indications of interest in the International Placing, the level of applications in the Public Offer and the basis of allocation of the Public Offer Shares under the Public Offer (i) in The Standard (in English); (ii) in Hong Kong Economic Journal (in Chinese); (iii) on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and (iv) on our website ([www.ea-dg.com](http://www.ea-dg.com)) on Tuesday, 24 June 2014. The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Public Offer will be available through a variety of channels from Tuesday, 24 June 2014 as described in the section "How to Apply for Public Offer Shares – 11. Publication of Results" in the Prospectus.

Share certificates will only become valid documents of title at 8:00 a.m. on Wednesday, 25 June 2014 provided that the Global Offering has become unconditional in all respects and neither of the Underwriting Agreements has been terminated in accordance with its terms.

The Company will not issue temporary documents of title. No receipt will be issued for application monies received. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, 25 June 2014. The Shares will be traded in board lots of 2,000 Shares each. The stock code of the Shares is 6128.

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

Hong Kong, 12 June 2014

*As at the date of this announcement, the executive Directors are Lau Hing Tat Patrick, Chan Yick Yan Andross and Tian Ming; the non-executive Directors are Michael John Erickson, Ma Lida and Huang Yaping; and the independent non-executive Directors are Tam Ip Fong Sin, Wong Wang Tai and Wang Yuncai.*

*Please also refer to the published version of this announcement in **The Standard** (in English) and **Hong Kong Economic Journal** (in Chinese).*