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)

PROXY FORM FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD AT 10:00 A.M. ON 11 JANUARY 2019 AT 11/F., COFCO TOWER, 262 GLOUCESTER ROAD, CAUSEWAY BAY, HONG KONG AND ANY ADJOURNMENT THEREOF

I/We(1) _____ of being the registered holder(s) of ordinary share(s)

(2) of _____ HK$0.01 each in the capital of Earthasia International Holdings Limited (the "**Company**"),

HEREBY APPOINT (3)of _____ or failing him/her, the Chairman of the meeting, as my/our proxy to vote and act for me/us at the extraordinary general meeting of the Company (the "**EGM**") (or any adjournment thereof), to 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 purpose of considering and, if thought fit, passing the ordinary resolution set out in the notice (the "**Notice**") dated 20 December 2018 convening the EGM and at the EGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the ordinary resolution as indicated below (4).

Capitalised terms used herein shall have the same meaning as those defined in the Notice.

	ORDINARY RESOLUTION	FOR (5)	AGAINST (5)
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. To approve, confirm and ratify the Agreement and the transactions contemplated thereunder, including allotment and issue of the Consideration Shares, the issue of the Promissory Note and to authorise any one or more of directors of the Company to do all such acts and things and execute all such documents for the purpose of, or in connection with, the implementation of and giving effect to the Agreement, including but not limited to the allotment and issue of the Consideration Shares, the issue of the Promissory Note and the transactions ancillary thereto and of administrative nature which they consider necessary, desirable or expedient.		

Signature (6) _____ Date _____2018

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The name of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to related to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out the words 'or failing him/her, the Chairman of the meeting' and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
4. Please refer to the Notice for the full text of the resolutions.
5. IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST". Failure to tick any box will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the Notice.
6. This form of proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
7. Any shareholder entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not to be a shareholder of the Company.
8. In order to be valid, this form of proxy together with the notarially certified power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be lodged with the branch share registrar of the Company, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting.
9. Completion and delivery of this form of proxy shall not preclude a shareholder from attending and voting in person at the EGM and in such event, the instrument appoint a proxy shall be deemed to be revoked.
10. Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled hereto; but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
11. Any voting at the EGM shall be taken by poll.
12. 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.