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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in EARNEST INVESTMENTS HOLDINGS LIMITED, you should at once hand this circular, together with the enclosed proxy form, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**EARNEST INVESTMENTS HOLDINGS LIMITED****安利時投資控股有限公司\****(Continued into Bermuda with limited liability)***(Stock Code: 339)****PROPOSALS INVOLVING GENERAL MANDATES TO  
ISSUE SHARES AND TO REPURCHASE SHARES****AND****RE-ELECTION OF DIRECTORS****AND****NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of EARNEST INVESTMENTS HOLDINGS LIMITED (the "Company") to be held on Friday, 26 May 2017 at Suites 04 & 05, 19/F., Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong at 11:00 a.m. is set out on pages 12 to 15 of this circular. Whether or not you propose to attend the annual general meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting in person at the annual general meeting or any adjourned meeting should you so wish.

\* For identification purpose only

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at Suites 04 & 05, 19/F., Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong on Friday, 26 May 2017 at 11:00 a.m.
“AGM Notice”	the notice convening the AGM set out on pages 12 to 15 of this circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company adopted upon continuation into Bermuda and in force from time to time
“Company”	Earnest Investments Holdings Limited, a company continued into Bermuda with limited liability, with its Shares listed on the Stock Exchange
“Companies Act”	the Companies Act 1981 of Bermuda as amended from time to time
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries (as the same is defined in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong))
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate to be granted to the Board at the AGM to exercise the powers of the Company to allot and issue Shares not exceeding 20% of the aggregate nominal amount of the entire issued share capital of the Company, being the mandate referred to in resolution no. 5 in the AGM Notice

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## DEFINITIONS

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“Latest Practicable Date”	18 April 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution no. 4 in the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s) ”	ordinary share(s) of HK\$0.02 each in the share capital of the Company
“Shareholder(s) ”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs

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## LETTER FROM THE BOARD

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### EARNEST INVESTMENTS HOLDINGS LIMITED

安利時投資控股有限公司 \*  
(Continued into Bermuda with limited liability)

(Stock Code: 339)

*Executive Directors:*

Mr. CHAN Chak Paul (*Chairman*)

Mr. WANG Daming

*Non-executive Director:*

Mr. SUN Bo

*Independent Non-Executive Directors:*

Mr. CHAN Francis Ping Kuen

Dato' TAN Yee Boon

Mr. MOK Ho Ming

Mr. WONG Yan Wai George

*Registered Office:*

Canon's Court

22 Victoria Street

Hamilton HM12

Bermuda

*Head Office and principal place  
of business in Hong Kong:*

Suites 04 & 05

19/F Harbour Centre

25 Harbour Road

Wanchai

Hong Kong

21 April 2017

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS INVOLVING GENERAL MANDATES TO  
ISSUE SHARES AND TO REPURCHASE SHARES  
AND  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### INTRODUCTION

The purpose of this circular is to provide you with information relating to (i) the proposed general mandates to issue and repurchase Shares and extend the general mandate to issue Shares by adding to it the amount of Shares repurchased; and (ii) the proposed re-election of Directors in order to enable you to make an informed decision on whether to vote for or against the resolutions nos. 2 and 4 to 6 to be proposed at the AGM.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO ISSUE SHARES

At the AGM, ordinary resolutions nos. 5 and 6 of the AGM Notice will be proposed which, if passed, will give the Directors a general mandate to issue new Shares representing up to (i) 20% of the aggregate nominal amount of the entire issued share capital of the Company at the date of passing the resolution plus (ii) the nominal amount of the share capital of the Company repurchased by the Company (under the authority granted pursuant to the Repurchase Resolution) subsequent to the passing of such resolution.

On the basis of a total 116,000,000 Shares in issue as at the Latest Practicable Date and assuming that no other Shares will be issued or repurchased whatsoever between the Latest Practicable Date and the AGM, the Issue Mandate (if granted by the Shareholders at the AGM) will empower the Directors to allot, issue or otherwise deal in up to a maximum of 23,200,000 new Shares, being 20% of the entire issued share capital of the Company as at the Latest Practicable Date.

### GENERAL MANDATE TO REPURCHASE SHARES

The ordinary resolution no. 4 of the AGM Notice, if passed, will give the Directors a general and unconditional mandate to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing the resolution at any time until the next annual general meeting of the Company following the passing of the said ordinary resolution or such earlier period as stated in the said ordinary resolution (the “Repurchase Mandate”).

An explanatory statement as required under the Listing Rules to provide the requisite information regarding the Repurchase Mandate is set out in the Appendix I to this circular.

### RE-ELECTION OF DIRECTORS

In accordance with the Bye-law 99, Mr. CHAN Chak Paul (“Mr. Paul CHAN”) and Mr. CHAN Francis Ping Kuen (“Mr. Francis CHAN”) will retire from office of directors by rotation at the AGM.

Both of Mr. Paul CHAN and Mr. Francis CHAN will not offer themselves for re-election due to their personal commitments on their other business and accordingly Mr. Paul CHAN will retire as an executive Director and Mr. Francis CHAN will retire as an independent non-executive Director upon conclusion of the AGM. Each of Mr. Paul CHAN and Mr. Francis CHAN has confirmed that he has no disagreement with the Board and there are no any matters that need to be brought to the attention of the Shareholders in respect of his retirement. The Board would like to take this opportunity to thank Mr. Paul CHAN and Mr. Francis CHAN for their valuable contributions and service to the Company during their tenure of office.

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## LETTER FROM THE BOARD

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In accordance with the Bye-law 102(A), Mr. MOK Ming Ho and Mr. WONG Yan Wai George shall hold the office of Director until the AGM and, being eligible, offer themselves for re-election as Directors at the AGM.

Brief biographical details of the above retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **AGM**

The AGM Notice which contains, inter alia, resolutions to approve the Issue Mandate, the Repurchase Mandate and the proposed re-election of the Directors is set out on pages 12 to 15 of this circular.

A proxy form is herewith enclosed for use at the AGM. Whether or not you propose to attend the AGM, you are requested to complete the proxy form and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not later than 48 hours before the time fixed for holding the AGM. Completion and return of the proxy form will not prevent Shareholders from subsequently attending and voting in person at the AGM if they so wish.

### **PROCEDURES BY WHICH A POLL MAY BE DEMANDED**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM.

### **RECOMMENDATION**

The Board believes that the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the proposed re-election of Directors as set out in the AGM Notice are all in the best interests of the Company and the Shareholders as a whole. The Board recommends that the Shareholders vote in favour of the relevant resolutions as set out in the AGM Notice.

Yours faithfully,

By order of the Board

**EARNEST INVESTMENTS HOLDINGS LIMITED**

**CHAN Chak Paul**

*Chairman*

This appendix serves as an explanatory statement, as required under Rule 10.06(1)(b) and other relevant rules of the Listing Rules to provide requisite information for Shareholders to consider the Repurchase Mandate to be proposed at the AGM.

### **1. Share Capital**

As at the Latest Practicable Date, the entire issued share capital of the Company comprised 116,000,000 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 11,600,000 Shares (representing not more than 10% of the aggregate nominal amount of the entire issued share capital of the Company as at the date of passing the Repurchase Resolution).

### **2. Reasons for Repurchase**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders as a whole.

### **3. Funding of Repurchase**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its bye-laws, the Companies Act and any other applicable laws. Such funds legally available for repurchasing Shares include:

- (i) such funds made out of profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or, subject to the Companies Act, out of capital; and
- (ii) in the case of any premium payable on the repurchase, such funds made out of the profits of the Company or from sums standing the credit of the share premium account of the Company or, subject to the Companies Act, out of capital.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 December 2016 in the event that the power to repurchase Shares pursuant to the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase



period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 4. Share Prices

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date, and the current month up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
April 2016 .....	0.98	0.76
May 2016 .....	1.07	0.87
June 2016 .....	1.01	0.90
July 2016 .....	0.93	0.70
August 2016 .....	1.02	0.79
September 2016 .....	0.95	0.84
October 2016 .....	0.98	0.90
November 2016 .....	0.97	0.81
December 2016 .....	0.95	0.80
January 2017 .....	0.94	0.84
February 2017 .....	0.96	0.81
March 2017 .....	0.96	0.84
April 2017 (up to the Latest Practicable Date) .....	0.94	0.85

Source: <http://www.hkex.com.hk>

#### 5. Undertaking

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Resolution and in accordance with the Listing Rules and the applicable laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No connected person (as defined in the Listing Rules) has notified the Company that he or she has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

## 6. Takeovers Code and Minimum Public Holding

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of the Company kept under section 336 of the SFO, information on the Shareholder who has an interest of 5% or more of the issued share capital of the Company set out below.

Name	Number of Shares held as at the Latest Practicable Date	Percentage of existing shareholding as at the Latest Practicable Date	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
SUN Bo .....	22,275,000	19.20%	21.34%
Supreme Zone Investments Limited (Note 1) .....	11,812,500	10.18%	11.31%
Salus Investments Limited (Note 2) ..	8,260,000	7.12%	7.91%

*Notes:*

1. The 11,812,500 shares were held by Supreme Zone Investments Limited which was wholly owned by Mr. XIA Jun. By virtue of the SFO, Mr. XIA Jun was deemed to be interested in the 11,812,500 shares.
2. The 8,260,000 shares were held by Salus Investments Limited which was wholly owned by Mr. ZHANG Xu Ming. By virtue of the SFO, Mr. ZHANG Xu Ming was deemed to be interested in the 8,260,000 shares.

The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, cause any Shareholders or group of Shareholders acting in concert to become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchase pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25% of the entire issued share capital of the Company.

#### **7. Share Repurchase Made By The Company**

The Company had not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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The followings are the particulars of retiring Directors who are proposed to be re-elected at the AGM:

**Mr. MOK Ho Ming** (“Mr. MOK”), aged 42, was appointed as an independent non-executive Director on 22 November 2016. He obtained a master degree in professional accounting from the Hong Kong Polytechnic University in October 2008 and became a member of the Hong Kong Institute of Certified Public Accountants in July 2005 and a fellow member of the Association of International Accountants in July 2012. Mr. MOK has over 15 years of experience in accounting, taxation, auditing and corporate finance. He served as the qualified accountant and joint company secretary of Morning Star Resources Ltd. from 2007 to 2010. He then joined Redland Concrete Ltd. as the deputy finance manager from 2010 to 2011. Since November 2011, He has been employed by a Hong Kong private company as the accounting manager.

Save as disclosed above, Mr. MOK did not hold any other positions with the Company or other members of the Company’s group and did not hold any other directorships in the last three years in other listed public companies the securities of which are listed on any securities market in Hong Kong or overseas as at the Latest Practicable Date.

Save as disclosed above, Mr. MOK did not have any other relationships with any Directors, senior management, substantial or controlling shareholders of the Company nor any interests in the shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. MOK has entered into a letter of appointment with the Company. His directorship in the Company shall be for a term of one year commencing from 22 November 2016. His directorship is subject to the retirement by rotation and re-election at the AGM in accordance with the Bye-laws and will hold the office until the next following AGM and will retire at that general meeting, but will be eligible for re-election in accordance with the Bye-laws. Mr. MOK is entitled to an annual director’s fee of HK\$180,000 for acting as the Director of, and/or holding other positions with the Company, which is determined by reference to his duties and responsibilities with the Company, the Company’s business performance, profitability and prevailing market conditions and to be authorised by the Shareholders at the AGM.

Save as disclosed above, Mr. MOK is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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**Mr. WONG Yan Wai George** (“Mr. WONG”), aged 32, was appointed as an independent non-executive Director on 11 April 2017. He obtained his bachelor degree of Science in Business Management from King’s College London, University of London in 2006. He has extensive experience in corporate management, investment fund management and the financial services field. From November 2009 to March 2016, Mr. WONG was the substantial shareholder and the director of a corporation licensed by the Securities and Futures Commission of Hong Kong to carry out in Type 4 (Advising on securities) and Type 9 (Asset management) regulated activities under the SFO. Since 2008, he has served as the managing director for King Wealth Group Limited involving in the setup, management and maintenance of a paid subscription-based online portal, [www.wongsir.com.hk](http://www.wongsir.com.hk), providing in-depth financial analysis and audio programmes to its subscribers. Mr. WONG currently is also the managing director of Keypad magazine, being an influential and renowned lifestyle magazine in Hong Kong and currently is a member of Young Executive Committee of Hong Kong Chiu Chow Chamber of Commerce and the Charter President of Rotary Club of Golden Bauhinia Hong Kong.

Save as disclosed above, Mr. WONG did not hold any other positions with the Company or other members of the Company’s group and did not hold any other directorships in the last three years in other listed public companies the securities of which are listed on any securities market in Hong Kong or overseas as at the Latest Practicable Date.

Save as disclosed above, Mr. WONG did not have any other relationships with any Directors, senior management, substantial or controlling shareholders of the Company nor any interests in the shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. WONG has entered into a letter of appointment with the Company. His directorship in the Company shall be for a term of one year commencing from 11 April 2017 and shall determine upon expiry subject to renewal by mutual agreement between the Company and Mr. WONG prior thereto and in compliance with the Listing Rules. Mr. WONG’s directorship is subject to the retirement by rotation and re-election at the AGM in accordance with the Bye-laws and will hold the office until the next following AGM and will retire at that general meeting, but will be eligible for re-election in accordance with the Bye-laws. Mr. WONG is entitled to an annual director’s fee of HK\$120,000 for acting as the Director of and/or committee member(s) of the Company which is determined with reference to his duties and responsibilities with the Company, the Company’s business performance, profitability and prevailing market conditions and to be authorised by the shareholders of the Company at the AGM.

Save as disclosed above, Mr. WONG is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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### EARNEST INVESTMENTS HOLDINGS LIMITED

安利時投資控股有限公司 \*

*(Continued into Bermuda with limited liability)*

**(Stock Code: 339)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of EARNEST INVESTMENTS HOLDINGS LIMITED (the “Company”) will be held at Suites 04 & 05, 19/F., Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong on Friday, 26 May 2017 at 11:00 a.m. for the following purposes:

As ordinary businesses:

1. To receive and consider the audited financial statements and the reports of the directors of the Company and of the auditors of the Company for the year ended 31 December 2016;
2. To re-elect the retiring directors of the Company and to authorise the board of directors to fix the remuneration of the directors of the Company;
3. To re-appoint auditors and to authorise the board of directors to fix auditors’ remuneration;

As special businesses:

4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the aggregate nominal amount of the shares of the Company which the directors of the Company are authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution and the said approval shall be limited accordingly; and
  - (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:–
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; or
    - (iii) the date on which the authority set out in this Resolution is revoked, varied or renewed by an ordinary resolution of the shareholders of the Company in general meeting.”
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) above,

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## NOTICE OF ANNUAL GENERAL MEETING

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otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares as scrip dividends, pursuant to the Bye-laws of the Company from time to time; or (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution and the said approval shall be limited accordingly; and

- (d) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:-
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; or
  - (iii) the date on which the authority set out in this Resolution is revoked, varied or renewed by an ordinary resolution of the shareholders of the Company in general meeting

“**Rights Issue**” means an offer of shares open for a period fixed by the directors of the Company to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares as at the date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT** subject to the passing of Ordinary Resolutions set out in items 4 and 5 in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to Ordinary Resolution set out in item 5 in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary



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## NOTICE OF ANNUAL GENERAL MEETING

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Resolution set out in item 4 in the notice convening this meeting, provided that such amount of shares shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the said Resolution.”

By order of the Board  
**EARNEST INVESTMENTS HOLDINGS LIMITED**  
**CHAN Chak Paul**  
*Chairman*

Hong Kong, 21 April 2017

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on behalf of him. A proxy need not be a member of the Company.
2. To be valid, a proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. For the purpose of ascertaining shareholders who are entitled to attend and vote at the annual general meeting to be held on Friday, 26 May 2017 (or any adjournment thereof), the register of members of the Company will be closed from Tuesday, 23 May 2017 to Friday, 26 May 2017 (both days inclusive). In order to qualify for the right to attend and vote at the meeting (or any adjournment thereof), all transfers documents accompanied by the relevant share certificates should be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Monday, 22 May 2017.
4. As at the date hereof, the executive directors of the Company are Mr. CHAN Chak Paul and Mr. WANG Daming; the non-executive director of the Company is Mr. SUN Bo; and the independent non-executive directors of the Company are Mr. CHAN Francis Ping Kuen, Dato' TAN Yee Boon, Mr. MOK Ho Ming and WONG Yan Wai George .