
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, 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 and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale 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 FOR
(1) ADOPTION OF AUDITED FINANCIAL STATEMENTS AND
THE REPORTS OF THE DIRECTORS AND
THE INDEPENDENT AUDITORS REPORT,
(2) RE-ELECTION OF RETIRING DIRECTORS,
(3) RE-APPOINTMENT OF AUDITORS,
(4) GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Earnest Investments Holdings Limited to be held at Units 2201-2203, 22/F, Tai Tung Building, No. 8 Fleming Road, Wanchai, Hong Kong on Monday, 16 May 2016 at 11:30 a.m. is set out on pages 12 to 15 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to branch share registrar of the Company 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 later than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting of the meeting should you so wish.

* For identification purpose only

Hong Kong, 13 April 2016

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Units 2201-2203, 22/F, Tai Tung Building, No. 8 Fleming Road, Wanchai, Hong Kong on Monday, 16 May 2016 at 11:30 a.m. or any adjournment thereof, notice of which is set out on pages 12 to 15 of this circular
“associate”	has the meaning as defined in the Listing Rules
“Auditors”	the auditors of the Company from time to time
“Board”	the board of directors of the Company
“Business Day”	any day on which the Stock Exchange is open for business of dealing in securities
“Bye-laws”	the bye-laws of the Company adopted upon continuation into Bermuda and in force from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the Companies (Winding Up and Miscellaneous Provision) Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”	Earnest Investments Holdings Limited, a company continued into Bermuda with limited liability, with its Shares listed on the Stock Exchange
“Connected person(s)”	has the meaning as defined in the Listing Rules
“Core connected person(s)”	has the meaning as defined in the Listing Rules
“Directors”	the directors of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	11 April 2016, being the latest practicable date for ascertaining certain information contained in this circular prior to printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Repurchase Proposal”	the proposal to give a general mandate to the Directors to exercise the powers of the Company during the period as set out in the Repurchase Resolution to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution no.4 of the notice of the Annual General Meeting approving the Repurchase Proposal
“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)
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies of their own securities with primary listing on the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial shareholder(s)”	has the meaning as defined in the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD

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. NGAI Wah Sang (*Deputy Chairman and
Chief Executive Officer*)
Mr. WANG Daming

Registered office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Non-executive Director:

Mr. SUN Bo

Principal place of business in Hong Kong:

Suites 04 & 05,
19/F Harbour Centre,
25 Harbour Road,
Wanchai
Hong Kong

Independent Non-executive Directors:

Mr. CHAN Francis Ping Kuen
Mr. TAN Yee Boon
Mr. WANG Jia Hua

13 April 2016

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(1) ADOPTION OF AUDITED FINANCIAL STATEMENTS AND
THE REPORTS OF THE DIRECTORS AND
THE INDEPENDENT AUDITORS REPORT,
(2) RE-ELECTION OF RETIRING DIRECTORS,
(3) RE-APPOINTMENT OF AUDITORS,
(4) GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING

1. INTRODCUTION

The purpose of this circular is to give you notice of the AGM and to provide you with details of the resolutions to be proposed at the AGM including (i) the adoption of audited financial statements, the reports of the Directors and the independent Auditors report; (ii) the proposed re-election of the retiring Directors; (iii) the proposed re-appointment of the Auditors; (iv) the Share Repurchase Mandate; (v) the Issue Mandate; and (vi) the Extension Mandate.

* *For identification purpose only*

LETTER FROM THE BOARD

2. RESOLUTION (1) ADOPTION OF THE AUDITED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE INDEPENDENT AUDITORS REPORT

The audited financial statements of the Company for the year ended 31 December 2015 together with the Reports of the Directors and the Independent Auditors Report, are set out in the 2015 Annual Report which will be sent to the Shareholders on 13 April 2016. The 2015 Annual Report may then be viewed and downloaded from the Company's website (www.earnest-inv.com) and the Hong Kong Exchanges and Clearing Limited's website (www.hkexnews.hk). The audited financial statements have been reviewed by the Audit Committee of the Company.

3. RESOLUTION (2) RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of seven Directors, namely Mr. CHAN Chak Paul, Mr. NGAI Wah Sang, Mr. WANG Daming, Mr. SUN Bo, Mr. CHAN Francis Ping Kuen, Mr. TAN Yee Boon and Mr. WANG Jia Hua.

Pursuant to Bye-law 102(A) of the Bye-Laws of the Company, Mr. SUN Bo who has been appointed a Non-executive Director of the Company on 14 March 2016 shall hold office only until the 2016 annual general meeting of the Company and being eligible, will offer himself for re-election.

Pursuant to the Company's Bye-law 99, Mr. TAN Yee Boon and Mr. WANG Jia Hua will retire from office by rotation at the forthcoming Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual General Meeting.

The re-election of Directors has been reviewed by the Nomination Committee of the Company which recommended to the Board that the re-election be proposed for Shareholders' approval at the AGM. The Nomination Committee has also assessed the independence of all the Independent Non-executive Directors ("INEDs"). All the INEDs of the Company satisfy the Independence Guidelines set out in Rule 3.13 of the Listing Rules and have provided to the Company an annual written confirmation of his independence.

The biographical details and interests in the Shares of the retiring Directors who are proposed for re-election are provided in Appendix II to this circular.

4. RESOLUTION (3) RE-APPOINTMENT OF AUDITORS

The Board (which agreed with the view of the Audit Committee of the Company) recommended that, subject to the approval of the Shareholders at the AGM, RSM Hong Kong (formerly known as RSM Nelson Wheeler) be re-appointed as the auditors of the Company for 2016.

LETTER FROM THE BOARD

5. RESOLUTION (4) GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 22 May 2015, a general mandate was given to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the forthcoming Annual General Meeting to be held on 16 May 2016. It is therefore proposed to seek your approval of an ordinary resolution set out in item 4 of the notice of Annual General Meeting to be proposed at the forthcoming Annual General Meeting to grant a fresh general mandate to the Directors to exercise the powers of the Company to repurchase Shares. An explanatory statement as required under the Share Repurchase Rules providing the requisite information of the Repurchase Proposal is set out in the Appendix I to this circular.

6. RESOLUTIONS (5) AND (6) GENERAL MANDATE TO ISSUE NEW SHARES

It will also be proposed at the Annual General Meeting two ordinary resolutions for granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the resolution set out in item 5 of the notice of Annual General Meeting, which is estimated to be 23,200,000 Shares based on the number of issued Shares as at the Latest Practicable Date, and adding to such general mandate so granted to the Directors any Shares representing the aggregate nominal amount of the Shares repurchased by the Company after the granting of the general mandate to repurchase Shares up to 10% of the issued share capital of the Company as at the date of the Repurchase Resolution set out in item 6 of the notice of Annual General Meeting.

7. ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting, which contains, inter alia, ordinary resolutions to approve the Repurchase Resolution, the general mandate for Directors to issue new Shares, the extension of such general mandate for Directors to issue new Shares, the re-election of retiring Directors, the re-appointment of auditors and adoption of audited Financial Statements and the reports of Directors and the Independent Auditors Report is set out on pages 12 to 15 of this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company 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 later than 48 hours before the time appointed for the holding of the Annual General Meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting should you so wish.

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 resolutions to be considered and, if thought fit, approved at the Annual General Meeting will be taken by poll. The results of the poll will be published on the Company's and the Stock Exchange's websites following the Annual General Meeting.

LETTER FROM THE BOARD

8. RECOMMENDATION

The Directors believe that the Repurchase Proposal, the general mandate for Directors to issue new Shares, the extension of such general mandate for Directors to issue new Shares, the re-election of retiring Directors, the re-appointment of auditors and adoption of audited Financial Statements, and the reports of Directors and the Independent Auditors Report are all in the best interest of the Company and its Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of such resolutions to be proposed at the Annual General Meeting.

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

10. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text in case of inconsistency.

Yours faithfully,
For and on behalf of the Board of
Earnest Investments Holdings Limited
CHAN Chak Paul
Chairman

This is the explanatory statement as required to be sent to Shareholders under the Share Repurchase Rules to provide requisite information to you for your consideration of the Repurchase Proposal.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued and fully paid 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 prior to the Annual General Meeting, the Company would be allowed under the Repurchase Proposal to repurchase a maximum of 11,600,000 Shares, during the period from the date on which such resolution is passed until the date 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 or any applicable laws to be held; or (iii) the revocation, variation or renewal of the repurchase mandate by an ordinary resolution of the Shareholders in general meeting, whichever occurs first.

2. REASON FOR REPURCHASE

The Directors believe that the Repurchase Proposal is in the best interests of the Company and its Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value 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.

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 Listing Rules and the laws of Bermuda. The Company is empowered by its Bye-laws to purchase its Shares. The laws of Bermuda provide that the amount of capital repaid in connection with a share repurchase may only be paid out of the capital paid up on the relevant shares, or from the profits that would otherwise be available for distribution by way of dividend, or from the proceeds of the new issue of shares made for the purpose. The amount of premium payable on redemption may only be paid out of either the profits that would otherwise be available for distribution by way of dividend or out of the Company's share premium account or contributed surplus account.

There might be a material adverse impact on the working capital or gearing position of the Company (on the basis of the current financial position of the Company as disclosed in the latest published audited accounts of the Company for the year ended 31 December 2015 contained in the 2015 annual report of the Company) in the event that the power to repurchase Shares pursuant to the Repurchase Proposal, if approved, were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Proposal 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 had been traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:–

	Price per Share	
	Highest HK\$	Lowest HK\$
2015		
March	1.290	0.990
April	1.460	1.020
May	1.650	1.370
June	1.870	1.380
July	1.470	0.590
August	0.950	0.620
September	0.760	0.660
October	0.980	0.700
November	0.840	0.710
December	0.990	0.650
2016		
January	0.860	0.670
February	0.790	0.650
March	0.940	0.710
April (up to the Latest Practicable Date)	0.970	0.760

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, the Bye-laws and the applicable laws of Bermuda.

None of the Directors, nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, has any present intention to sell any Shares to the Company or its subsidiaries (if any) under the Repurchase Proposal if such is approved by the Shareholders.

No core connected persons have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Proposal is approved by the Shareholders.

6. TAKEOVERS CODE

If on the exercise of the powers to repurchase Shares pursuant to the Repurchase Proposal, 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 a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of the increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the register of interests in Shares and short positions maintained by the Company pursuant to Section 336 of the SFO showed that the Company had been notified of the following interests, being 5% or more of the Company's issued share capital.

Name	Number of Shares Held	Approximate percentage of existing issued share capital	Approximate percentage of issued share capital if the Repurchase Proposed is exercised in full
SUN Bo	22,275,000	19.20%	21.34%
YAU Mei Han	13,781,250	11.88%	13.20%
Salus Investments Limited (Note 1)	13,260,000	11.43%	12.70%
ZHANG Xu Ming (Note 1)	13,260,000	11.43%	12.70%
Supreme Zone Investments Limited (Note 2)	11,812,500	10.18%	11.31%
XIA Jun (Note 2)	11,812,500	10.18%	11.31%

Notes:

- The 13,260,000 Shares were held by Salus Investments Limited which was wholly owned by Mr. ZHANG Xu Ming. By virtue of the SFO, Mr. ZHANG was deemed to be interested in 13,260,000 Shares.
- 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 was deemed to be interested in 11,812,500 Shares.

7. SHARES REPURCHASE MADE BY THE COMPANY

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

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

The following are the particulars of the Directors proposed to be re-elected at the Annual General Meeting:

1. **Mr. SUN Bo**, aged 34, was appointed as a Non-executive Director on 14 March, 2016. Mr. SUN has extensive experience in finance and real estate development and management in the People's Republic of China. Mr. SUN is currently a director of Beijing San Zhi Bao Ying Asset Management Co., Ltd. and a director of Hua Bei Cheng (Tianjin) Investment Co., Ltd..

Save as disclosed above, Mr. SUN did not hold any other directorships in other listed companies in the past three years and did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company or any associates of any of them.

As at the Latest Practicable Date, Mr. SUN is interested in 22,275,000 shares of the Company, representing approximately 19.20% of the issued share capital of the Company. Save as disclosed herein, Mr. SUN does not have any interest in Shares within the meaning of Part XV of the SFO.

There is a letter of appointment between the Company and Mr. SUN. He shall hold office for an initial term of one year and thereafter from year to year subject to retirement by rotation and re-election in accordance with the provisions of the Bye-laws of the Company. Mr. SUN agreed to waive his entitlement to receive remuneration as a Non-executive Director.

2. **Mr. TAN Yee Boon**, aged 41, was appointed as an Independent Non-executive Director on 1 June 2009. Mr. TAN holds a Bachelor of Laws degree from the University of Glamorgan, United Kingdom. He holds a Certificate of Legal Practice in Malaysia and was admitted as an advocate and solicitor of the High Court of Malaya. Mr. TAN possesses extensive experience in the field of commercial and corporate practice.

Save as being an Independent Non-executive Director, the Chairman of the Remuneration Committee and a member of both the Audit Committee and the Nomination Committee of the Company, Mr. TAN did not hold any directorships in other listed companies in the past three years and did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company or any associates of any of them.

As at the Latest Practicable Date, Mr. TAN did not have any interest in Shares within the meaning of Part XV of the SFO. There is a letter of appointment between the Company and Mr. TAN. He shall hold office for an initial term of one year and thereafter from year to year subject to retirement by rotation and re-election in accordance with the provisions of the Bye-laws of the Company. Mr. TAN will receive a director's emolument, currently being HK\$60,000 per

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

annum, which is determined by reference to his duties and responsibilities and market conditions and to be authorised by the Shareholders at the Annual General Meeting.

3. **Mr. WANG Jia Hua**, aged 53, was appointed as an Independent Non-executive Director on 6 November 2009. Mr. WANG has extensive experience in the securities industry in the PRC. Mr. WANG was involved in the restructuring and merger and acquisition activities of several listed companies in the PRC and has extensive practical experience in the securities investment, assets management and risk control management of the securities market.

Mr. WANG is also an executive director and the managing director of Phoenitron Holdings Limited, a company whose shares are listed on the Growth Enterprise Market of the Stock Exchange (Stock Code: 8066) since January 2016.

Save as disclosed above and being an Independent Non-executive Director and a member of both the Audit Committee and the Remuneration Committee of the Company, Mr. WANG did not hold any directorships in other listed companies in the past three years and did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company or any associates of any of them.

As at the Latest Practicable Date, Mr. WANG did not have any interest in Shares within the meaning of Part XV of the SFO. There is a letter of appointment between the Company and Mr. WANG. He shall hold office for an initial term of one year and thereafter from year to year subject to retirement by rotation and re-election in accordance with the provisions of the Bye-laws of the Company. Mr. WANG will receive a director's emolument, currently being HK\$60,000 per annum, which is determined by reference to his duties and responsibilities and market conditions and to be authorised by the Shareholders at the Annual General Meeting.

The re-election of Directors has been reviewed by the Nomination Committee which made recommendation to the Board that the re-election be proposed for Shareholders' approval at the AGM. Both Mr. TAN and Mr. WANG satisfy the independence guidelines set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, there are no other matters in relation to the re-election of the above retiring Directors that need to be brought to the attention of the Shareholders and there is no information relating to the above retiring Directors that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

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 OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Earnest Investments Holdings Limited (the “**Company**”) will be held at Units 2201-2203, 22/F, Tai Tung Building, No. 8 Fleming Road, Wanchai, Hong Kong on Monday, 16 May 2016 at 11:30 a.m. for the following purposes:–

1. To receive, consider and approve the audited financial statements and the reports of the directors and the independent auditors report of the Company for the year ended 31 December 2015.
2. To re-elect directors and to authorise the board of Directors (the “**Board**”) to fix the remuneration of directors.
3. To re-appoint the Company’s auditors and to authorise the Board to fix their remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:–

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;
- (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

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (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 and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:–

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, 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

NOTICE OF ANNUAL GENERAL MEETING

- (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 and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:–

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 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, 13 April 2016

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or notorially certified copy thereof, must be deposited with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, 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. With regard to item 2 in this notice, the Board proposes that the retiring directors, Mr. SUN Bo, Mr. TAN Yee Boon and Mr. WANG Jia Hua be re-elected as directors of the Company. Details of Mr. SUN Bo, Mr. TAN Yee Boon and Mr. WANG Jia Hua are set out in the Appendix II to the circular to shareholders of the Company dated 13 April 2016.
4. A circular containing an explanatory statement as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in connection with the proposed share repurchase mandate under the resolution as set out in item 4 above will be despatched to shareholders of the Company together with the 2015 Annual Report of the Company.