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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 OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special 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 immediately after conclusion of the 2016 Annual General Meeting for the purpose of considering and, if thought fit, passing the following ordinary resolution as an ordinary resolution.

1. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:–

ORDINARY RESOLUTIONS

“**THAT:–**

- (a) The share option scheme of the Company adopted by the Company on 26 May 2006 (the “**Existing Share Option Scheme**”) be and is hereby terminated with immediate effect;
- (b) The new share option scheme of the Company (the “**New Share Option Scheme**”) (a copy of which has been initialled by the Chairman of this meeting and for purpose of identification marked “A”) be and is hereby adopted with immediate effect; and
- (c) The Directors be and hereby authorised to issue and allot from time to time such number of shares pursuant to the exercise of the Options under the New Share Option Scheme to the extent of 10% of the issued share capital of the Company as at the date of the approval of the New Share Option Scheme.”

By order of the Board
Earnest Investments Holdings Limited
CHAN Chak Paul
Chairman

Hong Kong, 28 April 2016

Notes:

1. Any member of the Company entitled to attend and vote at the Special 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 notarially 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.

As at the date of this notice, the board of directors of the Company consists of three Executive Directors, Mr. CHAN Chak Paul, Mr. NGAI Wah Sang and Mr. WANG Daming, one Non-executive Director, Mr. SUN Bo and three Independent Non-executive Directors, Mr. CHAN Francis Ping Kuen, Mr. TAN Yee Boon and Mr. WANG Jia Hua.

** For identification purpose only*