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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)

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING; (2) RETIREMENT OF DIRECTORS; (3) CHANGE OF AUTHORISED REPRESENTATIVE AND AGENT FOR SERVICE OF PROCESS IN HONG KONG; (4) APPOINTMENT OF CHAIRMAN AND CHANGE OF BOARD COMPOSITION

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING

The board of directors (the “**Board**”) of Earnest Investments Holdings Limited (the “**Company**”) is pleased to announce that, at the annual general meeting of the Company held on 26 May 2017 (the “**AGM**”), all the proposed resolutions as set out in the notice of the AGM dated 21 April 2017 were put to vote by way of poll. The Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer for the vote-taking at the AGM.

As at the date of the AGM, the total number of issued shares of the Company was 116,000,000, which was the total number of shares entitling the shareholders of the Company (the “**Shareholders**”) to attend and vote on the resolutions at the AGM. There was no shares in the Company entitling any Shareholder to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and no Shareholders were required under the Listing Rules to abstain from voting at the AGM. There was no party who had stated his/her/its intention in the circular of the Company dated 21 April 2017 to vote against any of the resolutions at the AGM or to abstain has done so at the AGM.

The poll results in respect of the resolutions proposed at the AGM are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
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.	37,321,088 (100.00%)	0 (0%)
2.	(i) To re-elect Mr. MOK Ho Ming as an independent non-executive director of the Company.	37,321,088 (100.00%)	0 (0%)
	(ii) To re-elect Mr. WONG Yan Wai George as an independent non-executive director of the Company.	37,321,088 (100.00%)	0 (0%)
	(iii) To authorize the board of directors of the Company to fix the remuneration of the directors of the Company.	37,321,088 (100.00%)	0 (0%)
3.	To re-appoint Messrs. RSM Hong Kong as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.	37,321,088 (100.00%)	0 (0%)
4.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company on the date of passing this Resolution.	37,321,088 (100.00%)	0 (0%)
5.	To grant a general mandate to the directors of the Company to issue, allot and deal with additional shares not exceeding 20% of the aggregate nominal amount of the existing issued share capital of the Company on the date of passing this Resolution.	37,321,088 (100.00%)	0 (0%)
6.	To extend the general mandate granted to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company by adding to it the nominal amount of shares repurchased by the Company.	37,321,088 (100.00%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the above ordinary resolutions, all ordinary resolutions were duly passed as ordinary resolutions of the Company at the AGM.

(2) RETIREMENT OF DIRECTORS

Reference is made to the announcement of the Company dated 11 April 2017.

At the AGM, Mr. CHAN Chak Paul (“**Mr. Paul CHAN**”) and Mr. CHAN Francis Ping Kuen (“**Mr. Francis CHAN**”) did not offer themselves for re-election due to their personal commitments on their other business and accordingly retired as an executive director of the Company and an independent non-executive director of the Company, respectively, upon the conclusion of the AGM. At the same time, Mr. Paul CHAN ceased to be the chairman of the Board and the chairman of nomination committee of the Board (the “**Nomination Committee**”) and one of the authorised representatives of the Company as required under Rule 3.05 of the Listing Rules (the “**Authorised Representative**”) and an authorised representative of the Company for accepting service of process and notices on the Company’s behalf in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Service Agent**”). Mr. Francis CHAN ceased to be the chairman of the audit committee of the Board (the “**Audit Committee**”) and a member of each of the Nomination Committee and remuneration committee of the Board (the “**Remuneration Committee**”).

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 express its sincere gratitude to each of Mr. Paul CHAN and Mr. Francis CHAN for their valuable contribution to the Company during their tenure of office.

(3) CHANGE OF AUTHORISED REPRESENTATIVE AND AGENT FOR SERVICE OF PROCESS IN HONG KONG

The Board is pleased to announce that Mr. SUN Bo has been appointed as the Authorised Representative and the Service Agent in replacement of Mr. Paul CHAN with effect from the conclusion of AGM.

(4) APPOINTMENT OF CHAIRMAN AND CHANGE OF BOARD COMPOSITION

The Board is pleased to announce that Mr. SUN Bo has been appointed as the chairman of the Board with effect from the conclusion of the AGM.

The Board is pleased to announce that the composition of the board committees of the Company has been changed with effect from the conclusion of the AGM as follows: -

- (a) Mr. SUN Bo has been appointed by the Board as the chairman of the Nomination Committee and a member of the Remuneration Committee;
- (b) Mr. MOK Ho Ming has been appointed by the Board as the chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee; and
- (c) Mr. WONG Yan Wai George has been appointed by the Board as a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee.

On behalf of the Board
EARNEST INVESTMENTS HOLDINGS LIMITED
CHEUNG Hoi Ue
Company Secretary

Hong Kong, 26 May 2017

As at the date of this announcement, the executive director of the Company is Mr. WANG Daming; the non-executive director of the Company is Mr. SUN Bo (Chairman); and the independent non-executive directors of the Company are Dato' TAN Yee Boon, Mr. MOK Ho Ming and Mr. WONG Yan Wai George.

* *for identification purposes only*