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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 29/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong on Thursday, 18 October 2012 at 11:00 a.m. shall have been concluded or adjourned) for the purposes of considering and, if thought fit, passing (with or without amendments) the following resolutions:

#### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the entering of an agreement dated 26 July 2006, (the “**2006 Investment Management Agreement**”) between the Company and Success Talent Investments Limited (“**Success Talent**”) in relation to the provision of investment management services to the Company for a term up to 25 July 2009 on the terms set out therein (a copy of the 2006 Investment Management Agreement has been produced to this meeting marked “A” and initialled by the chairman of the meeting for identification purpose), and the transactions contemplated under the 2006 Investment Management Agreement, be and is hereby approved, confirmed and ratified; and
- (b) the annual caps in relation to the investment management fees payable by the Company to Success Talent under the 2006 Investment Management Agreement for the period commencing from 26 July 2006 until 25 July 2009 and each of the period from 26 July 2006 to 31 December 2006, years ended 31 December 2007 and 31 December 2008 and the period from 1 January 2009 to 25 July 2009 would not exceed HK\$155,806, HK\$360,000, HK\$360,000 and HK\$204,194 respectively be and are hereby approved, confirmed and ratified; and
- (c) the directors of the Company (the “**Directors**”) be and are hereby authorised to implement all the transactions referred to in the 2006 Investment Management Agreement and to do all such acts and things and sign all such documents, agreements or deeds on behalf of the Company as they shall in their absolute discretion consider necessary or desirable to give effect to the 2006 Investment Management Agreement and the arrangements contemplated thereunder.”

2. “**THAT:**

- (a) the entering of an agreement dated 26 July 2009, (the “**2009 Investment Management Agreement**”) between the Company and Success Talent in relation to the provision of investment management services to the Company for a term up to 25 July 2012 on the terms set out therein (a copy of the 2009 Investment Management Agreement has been produced to this meeting marked “B” and initialled by the chairman of the meeting for identification purpose), and the transactions contemplated under the 2009 Investment Management Agreement, be and is hereby approved, confirmed and ratified; and
- (b) the annual caps in relation to the investment management fees payable by the Company to Success Talent under the 2009 Investment Management Agreement for the period commencing from 26 July 2009 until 25 July 2012 and each of the period from 26 July 2009 to 31 December 2009, years ended 31 December 2010 and 31 December 2011 and the period from 1 January 2012 to 25 July 2012 would not exceed HK\$155,806, HK\$360,000, HK\$360,000 and HK\$204,194 respectively be and are hereby approved, confirmed and ratified; and
- (c) the Directors be and are hereby authorised to implement all the transactions referred to in the 2009 Investment Management Agreement and to do all such acts and things and sign all such documents, agreements or deeds on behalf of the Company as they shall in their absolute discretion consider necessary or desirable to give effect to the 2009 Investment Management Agreement and the arrangements contemplated thereunder.”

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

Hong Kong, 25 September 2012

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited with Tricor Tengis Limited, the branch share registrar of the Company in Hong Kong at 26/F., Tesbury Centre, 28 Queen’s Road East, Wan Chai, 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 comprises three executive directors, namely, Mr. CHAN Chak Paul, Mr. NGAI Wah Sang and Mr. WANG Daming and three independent non-executive directors, namely, Mr. CHAN Francis Ping Kuen, Mr. TAN Yee Boon and Mr. WANG Jia Hua.*

\* *For identification purpose only.*