

# **EARNEST INVESTMENTS HOLDINGS LIMITED**

## **PROCEDURE FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR**

Subject to applicable laws and regulations, including the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the Bye-Laws of the Company as amended from time to time, shareholders of the Company (“Shareholders”, and each a “Shareholder”) may put forward proposal on director election in accordance with the following provision:

Bye-Law 103 provides that:

“no person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office at least seven days before the date of the general meeting. The period for lodgment of the notices required under this Bye-law will commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting.”

Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director of the Company at the general meeting, the following documents must be validly served at the head office or at the Registration Office of the Company for the attention of the Company Secretary:-

- (1) a notice of his/her intention to propose a candidate for election as a director of the Company at the general meeting, duly signed by the Shareholder with his/her name and address stated clearly in an eligible manner, validity of which is subject to verification by the Company’s share registrar according to its records; and
- (2) a notice signed by the nominated candidate indicating his/her willingness together with: (A) such information of that candidate as would be required to be disclosed under Rule 13.51(2) of the Listing Rules; (B) the candidate’s written consent to the publication of his/her personal data.

30 March 2012