

# EARNEST INVESTMENTS HOLDINGS LIMITED

## 安利時投資控股有限公司\*

(Continued into Bermuda with limited liability)

(Stock Code: 339)

### Proxy form for use at the annual general meeting to be held on Monday, 28 May 2012 at 11:00 a.m. (and at any adjournment thereof)

I/We (note 1) \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of \_\_\_\_\_ shares (note 2) of HK\$0.02 each in the capital of EARNEST INVESTMENTS HOLDINGS LIMITED (“the Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or (note 3) \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend at the annual general meeting of the Company to be held at 29/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong on Monday, 28 May 2012 at 11:00 a.m. (and at any adjournment thereof) and vote for me/us as indicated below (note 4).

ORDINARY RESOLUTIONS		For (note 4)	Against (note 4)
1.	To receive and consider the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2011		
2.	(i) (a) To re-elect Mr. NGAI Wah Sang as director		
	(b) To re-elect Mr. WANG Daming as director		
	(ii) To authorise the board of directors to fix the remuneration of the directors		
3.	To re-appoint the Company’s auditors and to authorise the board of directors to fix their remuneration		
4.	Ordinary Resolution in item 4 of the notice of annual general meeting (To grant a general mandate to the directors to repurchase shares of the Company)		
5.	Ordinary Resolution in item 5 of the notice of annual general meeting (To grant a general mandate to the directors to allot and issue new shares of the Company)		
6.	Ordinary Resolution in item 6 of the notice of annual general meeting (To extend the general mandate granted to the directors to issue new shares of the Company)		
SPECIAL RESOLUTION			
7.	To approve the amendments to the Bye-laws of the Company		

Dated \_\_\_\_\_, 2012

Shareholder’s signature (note 5) \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.02 each registered in your name(s). If no number is inserted, the proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out “THE CHAIRMAN OF THE MEETING or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “AGAINST” BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolutions at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this proxy form must be under its common seal or under the hand of an officer or attorney duly authorised.
6. Where there are joint holders of any shares in the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holder and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
7. To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy of such power or authority must be deposited with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
8. A proxy need not be a member of the Company but must be present in person to represent the member.
9. Completion and deposit of the proxy form will not preclude you from attending and voting at the meeting if you so wish.

\* For identification purpose only