

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

## **EARNEST INVESTMENTS HOLDINGS LIMITED**

**安利時投資控股有限公司\***

*(Continued into Bermuda with limited liability)*

(Stock Code: 339)

### **CONTINUING CONNECTED TRANSACTION RENEWAL OF THE INVESTMENT MANAGEMENT AGREEMENT**

The Board announces that the Old Investment Management Agreement expired on 25 July 2012 and the Company entered into the New Investment Management Agreement with Success Talent on 30 July 2012 to renew the appointment of Success Talent as the investment manager of the Company, pursuant to which Success Talent has agreed to provide investment management services to the Company for a period of three years from 26 July 2012.

Success Talent shall be deemed as a connected person of the Company pursuant to Rule 21.13 of the Listing Rules upon the New Investment Management Agreement becoming effective. The aggregate fee payable to Success Talent is HK\$360,000 per annum, which is less than HK\$10,000,000 and 25% in respect of each of the relevant percentage ratios prescribed under Rule 14.07 of the Listing Rules. The transaction contemplated under the New Investment Management Agreement is therefore subject to reporting and announcement requirements but exempt from the independent shareholders' approval requirements pursuant to Rule 14A.34 of the Listing Rules.

The Board announces that the Old Investment Management Agreement expired on 25 July 2012 and the Company entered into the New Investment Management Agreement with Success Talent on 30 July 2012 to renew the appointment of Success Talent as the investment manager of the Company pursuant to which Success Talent has agreed to provide investment management services to the Company for a period of three years from 26 July 2012.

#### **THE NEW INVESTMENT MANAGEMENT AGREEMENT**

**Parties:**

- (1) The Company; and
- (2) Success Talent

**Date:**

30 July 2012

## **Terms of the New Investment Management Agreement**

Success Talent will be appointed as the investment manager of the Company for a term of three years effective from 26 July 2012 and Success Talent shall provide investment management services to the Company during the term of its appointment.

### **Condition**

The effectiveness of the New Investment Management Agreement is conditional upon all relevant regulatory requirements (including but not limited to those under the Listing Rules and all relevant regulatory requirements in Hong Kong) having been complied with.

## **INVESTMENT MANAGEMENT FEE**

Pursuant to the New Investment Management Agreement, the Company will pay to Success Talent a fixed investment management fee of HK\$30,000 per month payable on a monthly basis in arrears. The total fees payable to Success Talent will be HK\$360,000 per annum. The total fees payable to Success Talent pursuant to the New Investment Management Agreement for each of the years ending 31 December 2012, 2013 and 2014 will be approximately HK\$150,000, HK\$360,000 and HK\$360,000. The investment management fee under the New Investment Management Agreement was reached after arm's length negotiations between the Company and Success Talent and was determined with reference to the historical investment management fee, the prevailing market rates and the responsibilities and duties of Success Talent as the investment manager of the Company under the New Investment Management Agreement. The Directors (including the independent non-executive Directors) consider that the investment management fee payable under the New Investment Management Agreement is fair and reasonable and in the interests of the Company and its shareholders as a whole.

## **REASONS FOR ENTERING INTO THE NEW INVESTMENT MANAGEMENT AGREEMENT**

Following the expiration of the Old Investment Management Agreement on 25 July 2012, the Company decided to enter into the New Investment Management Agreement to renew the appointment of Success Talent as the investment manager of the Company whereby Success Talent was appointed as the investment manager of the Company subject to the terms and condition set out therein. The Directors (including the independent non-executive Directors) consider that the investment experience of Success Talent and its responsible officers is relevant to the investment strategies of the Company and are of the view that the investment experience and expertise of Success Talent will be beneficial to the Company and its shareholders as a whole.

## **INFORMATION ON THE COMPANY**

The Company is an investment company and is principally engaged in investing in listed and unlisted companies.

## **INFORMATION ON SUCCESS TALENT**

Success Talent, a company incorporated in Hong Kong with limited liability under the Companies Ordinance in 2000 and licensed since 24 August 2004 under the SFO, is principally engaged in the business of the provision of asset management services and is a licensed corporation (CE No.: AFU657) to carry out Type 9 (asset management) regulated activities under the SFO. Success Talent is the investment manager of China Investment and Finance Group Limited (formerly known as "Garron International Limited"), the issued shares of which are listed on the Stock Exchange (stock code: 1226).

The responsible officers (as defined by the SFO) of Success Talent are Mr. LEE Kwok Leung and Mr. CHOI Wai Yin and their particulars are as follows:

Mr. LEE Kwok Leung (“**Mr. LEE**”), a responsible officer and the managing director of Success Talent. Mr. LEE has over 35 years of experience in the banking and finance industry. Mr. LEE worked on several major mergers and acquisitions, and is experienced in fund management. Before he set up Success Talent, Mr. LEE was the managing director of BOCI Direct Investment Management Limited which, with a fund size of approximately US\$150 million, is principally involved in direct investment as well as equity investment in both the People’s Republic of China and Hong Kong. Mr. LEE is a licensed person for regulated activities for Type 9 (CE No.: ABM462) under the SFO. Mr. LEE is also a non executive director of Karce International Holdings Company Limited (Stock Code:1159).

Mr. CHOI Wai Yin (“**Mr. CHOI**”), a responsible officer and executive director of Success Talent. Mr. CHOI has over 25 years of experience in the financial industry. Mr. CHOI has worked on several major mergers and acquisitions, and is experienced in fund management. Mr. CHOI obtained a Bachelor of Business Administration from The Chinese University of Hong Kong in 1983, Master of Science in Finance from the City University of Hong Kong in 2002 and Bachelor of Law from the Peking University in 2006. Before he set up Success Talent with Mr. LEE, he was an executive director of CEF New Asia Partners Limited. In CEF New Asia Partners Limited, Mr. CHOI was responsible for monitoring over 20 projects invested by two direct investment funds in different industries such as property development, cogeneration power plants, toll road, manufacturing, financial engineering and some other projects. Mr. CHOI is a licensed person for regulated activities for Type 9 (CE No.: ADE691) under the SFO. Mr. CHOI is also the independent non executive director of Shougang Fushan Resources Group Limited (Stock Code: 639).

As confirmed by Success Talent, as at the date of the New Investment Management Agreement, there is no cross shareholding and common directorship between each of Success Talent, Mr. LEE and Mr. CHOI, and the Company, the Company’s substantial shareholders, investee companies or other Chapter 21 companies. As such, the Company believes that there is no potential conflict of interest.

#### **CONTINUING CONNECTED TRANSACTION**

Success Talent shall be deemed as a connected person of the Company pursuant to Rule 21.13 of the Listing Rules upon the New Investment Management Agreement becoming effective.

The aggregate fee payable to Success Talent is HK\$360,000 per annum, which is less than HK\$10,000,000 and 25% in respect of each of the relevant percentage ratios prescribed under Rule 14.07 of the Listing Rules. The transaction contemplated under the New Investment Management Agreement is therefore subject to reporting and announcement requirements but exempt from the independent shareholders’ approval requirements pursuant to Rule 14A.34 of the Listing Rules.

The Directors (including the independent non-executive Directors) consider the New Investment Management Agreement has been entered into on normal commercial terms and in the ordinary and usual course of business of the Company, and that the terms of the New Investment Management Agreement (including the annual cap amount) are fair and reasonable and in the interests of the Company and its shareholders as a whole. Each Director has no interest in the New Investment Management Agreement.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

“Board”	the board of Directors
“Companies Ordinance”	Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”	Earnest Investments Holdings Limited, a company continued into Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Investment Management Agreement”	the investment management agreement dated 30 July 2012 entered into between the Company and Success Talent
“Old Investment Management Agreement”	the investment management agreement dated 26 July 2009 entered into between the Company and Success Talent
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Success Talent”	Success Talent Investments Limited, a company incorporated in Hong Kong with limited liability and a licensed corporation registered under the SFO to engage in type 9 regulated activities within the meaning of the SFO

“HK\$” Hong Kong dollars, the lawful currency of Hong Kong

“%” per cent.

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

Hong Kong, 30 July 2012

*As at the date of this announcement, the Board consists of three executive directors, Mr. CHAN Chak Paul, Mr. NGAI Wah Sang and Mr. WANG Daming and three independent non-executive directors, Mr. CHAN Francis Ping Kuen, Mr. TAN Yee Boon and Mr. WANG Jia Hua.*

*\* For identification purpose only.*