

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of Earnest Investments Holdings Limited (the “Company”) will be held at Marriott Function Room (3/F) — Salon 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday 25 May 2001 at 10:30 a.m. for the following purposes:

1. To receive and consider the Audited Financial Statements and the report of the Directors and the Auditors for the period from 9 February 2000 (date of incorporation) to 31 December 2000;
2. To re-elect retiring Directors of the Company and to fix the remuneration of the Directors;
3. To re-appoint the auditors of the Company and authorise the Directors to fix their remuneration;
4. To consider as Special Business, and if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

**“THAT:**

- (A) Subject to paragraph (C) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot and issue additional shares in the Company and to make or grant offers, agreements or options which might require the exercise of such power be and is hereby approved generally and unconditionally;
- (B) the approval in paragraph (A) above shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements or options which might require the exercise of such power after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted and issued, or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (A) of this Resolution, otherwise than pursuant to a Right Issue or any other authorisation given to the Directors of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution; and
- (D) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required either by its articles of association or any applicable laws to be held; and
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution in general meeting.

“Right Issue” means an offer of shares open for a period fixed by the Directors of the Company to the holders of shares on the register on a fixed record date in proportion to their holdings of such shares, subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange.”

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5. As special business, to consider and, if thought fit, pass the following as an Ordinary Resolution:

**“THAT:**

- (A) subject to paragraph (B) below, the exercise by the Directors of the Company during the Relevant Period of all powers of the Company to repurchase issued shares in the capital of the Company, subject to the conditions set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby approved generally and unconditionally;
- (B) the aggregate nominal amount of shares authorised to be repurchased or agreed conditionally or unconditionally to be repurchased by the Directors of the Company pursuant to the approval in paragraph (A) above shall in the case of shares of the Company, not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this Resolution;
- (C) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within the next Annual General Meeting of the Company is required either by its articles of association or any applicable laws to be held; and
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in general meeting.”

6. As special business, to consider and, if thought fit, pass the following as an Ordinary Resolution:

**“THAT** conditional upon the passing of Ordinary Resolutions numbered 4 and 5 as set out in the Notice convening this meeting, the aggregate nominal amount of the number of shares in the capital of the Company that shall have been repurchased by the Company after the date thereof pursuant to and in accordance with the said Ordinary Resolution 5 shall be added to the aggregate nominal amount of share capital that may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors of the Company pursuant to the general mandate to allot and issue shares granted to the Directors of the Company by the said Ordinary Resolution 4.”

By Order of the Board  
**Mr. See Lee Seng, Reason**  
*Executive Director*

Hong Kong, 12 April 2001

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### Notes:

- (i) A member entitled to attend and vote at the meeting convened is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- (ii) To be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's Branch Registrars in Hong Kong, Tengis Limited of 4th Floor, Hutchison House, 10 Harcourt Road, Hong Kong not less than forty-eight hours before the time for holding of the meeting and adjourned meeting.
- (iii) The annual report of the Company for the period from 9 February 2000 (date of incorporation) to 31 December 2000 also containing this notice together with a circular setting further information regarding Resolutions 4 to 6 above will be despatched to shareholders as soon as practicable.