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ETERNITY INVESTMENT LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 764)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Eternity Investment Limited (the “**Company**”) will be held at Macau Jockey Club, 1/F Function Room, 1st Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Tuesday, 8 May 2012 at 3:15 p.m. (or immediately after the conclusion of the special general meeting of the Company which is scheduled to be held on the same day at 3:00 p.m.) for the purposes of considering and, if thought fit, passing with or without modifications, the following resolution as a ordinary resolution:

ORDINARY RESOLUTION

“**THAT:**

- (A) the conditional placing agreement dated 5 April 2012 entered into between the Company as issuer and Kingston Securities Limited as placing agent (the “**Placing Agreement**”) (a copy of which has been produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification) relating to the placing of 39,670,000 new New Shares (as defined below) (the “**Placing Shares**”) at a price of HK\$0.32 per Placing Share on a fully underwritten basis and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (B) conditional upon, among others,
 - (a) (i) every 40 issued shares of par value of HK\$0.01 each in the share capital of the Company (the “**Existing Shares**”) be consolidated into one share of par value of HK\$0.40 (the “**Consolidated Shares**”) (the “**Share Consolidation**”); (ii) the total number of the Consolidated Shares in the issued share capital of the Company be rounded down to a whole number by cancelling the fractional Consolidated Share arising from the Share

Consolidation; (iii) the paid-up capital of each Consolidated Share be reduced from HK\$0.40 to HK\$0.01 by cancelling HK\$0.39 (together with (ii) above are hereinafter referred to as the “**Capital Reduction**”) so as to form a new share of HK\$0.01 (the “**New Share**”); and (iv) the amount of credit arising in the accounts of the Company from the Capital Reduction be credited to the contributed surplus account of the Company and the directors of the Company (the “**Directors**”) be and are hereby authorised to apply such amount in any manner permitted by the laws of Bermuda and the bye-laws of the Company becoming effective; and

- (b) the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in all of the Placing Shares,

the allotment and issue of the Placing Shares, pursuant to and subject to the terms and conditions of the Placing Agreement, be and are hereby approved; and

- (C) any Director be and is hereby authorised to do all such things and acts, including but not limited to the execution of all such documents under seal where applicable, as he may in his absolute discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of or giving effect to the Placing Agreement and the transactions contemplated thereunder.”

By Order of the Board
Eternity Investment Limited
Lei Hong Wai
Chairman

Hong Kong, 20 April 2012

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*
Unit 3811, Shun Tak Centre
West Tower
168-200 Connaught Road Central
Hong Kong

Notes:

1. A member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one proxy or, if he/she/it is a holder of more than one share, more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the Meeting or any adjournment thereof, should he/she/it so wish and in such event, the form of proxy shall be deemed to be revoked.
3. In the case of joint holders of the shares, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such share(s) as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share(s) shall alone be entitled to vote in respect thereof.

As at the date of this notice, the board of Directors comprises three executive Directors, namely, Mr. Lei Hong Wai, Mr. Cheung Kwok Wai, Elton and Mr. Chan Kin Wah, Billy; one non-executive Director, namely, Mr. Cheung Kwok Fan; and three independent non-executive Directors, namely, Mr. Wan Shing Chi, Mr. Ng Heung Yan and Mr. Wong Tak Chuen.