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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 Meeting Room (Soho 2), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Thursday, 17 September 2015 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution (with or without amendments) of the Company:

ORDINARY RESOLUTION

“THAT:

- (1) the conditional sale and purchase agreement dated 11 December 2014 (as amended and supplemented by the supplemental sale and purchase agreements dated 30 March 2015 and 12 June 2015 entered into by parties to the conditional sale and purchase agreement) (collectively referred to as the “**S&P Agreement**”) (a copy of which has been produced at this meeting and marked “A” and initialed by the chairman of this Meeting for the purpose of identification) entered into between the Company as purchaser, Unique Talent Group Limited (a wholly-owned subsidiary of China Jiu hao Health Industry Corporation Limited (“**Jiu hao Health**”)) as vendor (the “**Vendor**”) and Jiu hao Health as guarantor in relation to, (i) the acquisition of the entire shareholding interest in Smart Title Limited (the “**Target Company**”); and (ii) the assignment to the Company on completion of the benefit and interest in the loan due from the Target Company to the Vendor, which as at the date of the S&P Agreement, amounted to approximately HK\$1,076 million, at an aggregate consideration of HK\$1,650 million to be settled in accordance with the terms under the S&P Agreement and the transactions contemplated thereunder or incidental to the S&P Agreement be and are hereby approved, confirmed and ratified;

- (2) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in the Consideration Shares (as defined in the S&P Agreement), a specific mandate be granted in respect of the 1,500,000,000 Consideration Shares (as defined in the S&P Agreement) and the directors of the Company (the “**Directors**”) be and are hereby authorised to allot and issue the 1,500,000,000 Consideration Shares at an issue price of HK\$0.70 per Consideration Share to the holder of the Share Entitlement Note (as defined in the S&P Agreement) in accordance with the terms and conditions of the S&P Agreement, and that the Consideration Shares shall, when allotted and issued, be credited as fully paid and rank pari passu in all respects with all other shares of the Company in issue on the date of such allotments and issues; and
- (3) any one Director be and is hereby authorised for and on behalf of the Company to do all such further acts and sign and execute under seal all such documents which in his opinion may be necessary or expedient to give effect to the terms of the S&P Agreement and the allotment and issue of the Consideration Shares or any of the transactions contemplated under the S&P Agreement.”

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

Hong Kong, 31 August 2015

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 form of proxy for use at the Meeting is enclosed in the circular of the Company dated 31 August 2015.*
2. *A member entitled to attend and vote at the Meeting is entitled to appoint one or more 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.*
3. *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 Hong Kong branch share registrar and transfer office, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, 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.*
4. *In the case of joint holders of 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 the Directors comprises four executive Directors, namely, Mr. Lei Hong Wai, Mr. Cheung Kwok Wai, Elton, Mr. Chan Kin Wah, Billy and Mr. Cheung Kwok Fan; and three independent non-executive Directors, namely, Mr. Wan Shing Chi, Mr. Ng Heung Yan and Mr. Wong Tak Chuen.