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ETERNITY INVESTMENT LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 764)

CLARIFICATION ANNOUNCEMENT ON AGM CIRCULAR, AGM NOTICE AND AGM PROXY FORM

References are made to (i) the circular of Eternity Investment Limited (the “**Company**”) dated 20 May 2016 (the “**AGM Circular**”); (ii) the notice of annual general meeting of the Company dated 20 May 2016 (the “**AGM Notice**”); and (iii) the proxy form (the “**AGM Proxy Form**”) of the Company for use at the annual general meeting to be convened 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 Tuesday, 28 June 2016 at 10:30 a.m.. Unless the context herein otherwise requires, capitalised terms in this announcement shall have the same meanings as defined in the AGM Circular and the AGM Notice.

The Company noted inadvertent errors in the AGM Circular, the AGM Notice and the AGM Proxy Form and wishes to make the following clarifications:

1. The definition of “General Mandate” on page 2 of the AGM Circular should be read as follows with the change duly underlined:

“the general mandate proposed to be granted to the Directors at the AGM to allot and issue new Shares not exceeding 20% of the number of issued Shares as at the date of granting of the General Mandate”

2. The definition of “Repurchase Mandate” on page 2 of the AGM Circular should be read as follows with the change duly underlined:

“the general mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the number of issued Shares as at the date of granting of the Repurchase Mandate”

3. The first paragraph under sub-section headed “The General Mandate” in the “Letter from the Board” on page 5 of the AGM Circular should be read as follows with the change duly underlined:

“At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with unissued Shares or underlying Shares (other than by way of rights or pursuant to the Share Option Scheme or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Bye-laws) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate number of Shares up to 20% of the issued Shares as at the date of granting of the General Mandate.”

4. The first paragraph under sub-section headed “The Repurchase Mandate” in the “Letter from the Board” on page 5 of the AGM Circular should be read as follows with the change duly underlined:

“At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate number of Shares up to 10% of the issued Shares as at the date of granting of the Repurchase Mandate.”

5. Resolution no. 4(c) on page 17 of the AGM Circular and page 2 of the AGM Notice should be read as follows with the changes duly underlined:

“the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:

- (i) 20 per cent. of the aggregate number of Shares in issue on the date of the passing of this resolution; and
- (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate number of Shares in issue on the date of passing of resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and”

6. Resolution no. 5(b) on pages 18 and 19 of the AGM Circular and page 3 of the AGM Notice should be read as follows with the changes duly underlined:

“the aggregate number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate number of issued Shares as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and”

7. Resolution no. 6 on page 19 of the AGM Circular and page 4 of the AGM Notice should be read as follows with the change duly underlined:

“**THAT** the Directors be and are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the number of Shares referred to in subparagraph (ii) of paragraph (c) of such resolution.”

8. Item no. 6 on the table of ordinary resolutions of the AGM Proxy Form should be read as follows with the change duly underlined:

“To add the number of the Shares repurchased by the Company to the General Mandate granted to the Directors under resolution no. 4.”

The Company confirms that, except as clarified above, all other information contained in the AGM Circular, the AGM Notice and the AGM Proxy Form is correct and remains unchanged. This announcement is supplemental to and should be read in conjunction with the AGM Circular, the AGM Notice and the AGM Proxy Form, and in that connection the existing English and Chinese versions of the AGM Circular, the AGM Notice and the AGM Proxy Form in the form as they are now will continue to be valid.

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

Hong Kong, 20 May 2016

As at the date of this announcement, the Board 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.