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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 Wednesday, 15 December 2021 at 11:00 a.m. for the purposes of considering and, if thought fit, passing with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**

- (a) the conditional sale and purchase agreement (the “**Sale and Purchase Agreement**”) dated 4 May 2021 (as supplemented and amended by the supplemental agreement dated 10 November 2021) and entered into among the Company, RICHE (BVI) LIMITED, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company as purchaser (the “**Purchaser**”), TangD Co., Ltd., a company incorporated in the British Virgin Islands with limited liability as vendor (the “**Vendor**”) and Mr. 馬凱 (Ma Kai) as guarantor in relation to the sale and purchase of one share of US\$1 of Proactivity Plus Co., Ltd (the “**Target Company**”), a company incorporated in the British Virgin Islands with limited liability, representing the entire issued share capital of the Target Company for a consideration of not more than HK\$800,000,000 (the “**Consideration**”) pursuant to the terms of the Sale and Purchase Agreement, of which (a) HK\$25,000,000 shall be satisfied by the Purchaser by procuring the Company to allot and issue 100,000,000 shares (the “**First Consideration Shares**”) of the Company (the “**Share(s)**”) at the issue price of HK\$0.250 each; (b) as to HK\$135,000,000 shall be satisfied by the Purchaser by procuring the Company to issue the promissory note in the principal amount of HK\$135,000,000 (the “**First Promissory Note**”); (c) as to the remaining of not exceeding HK\$640,000,000 shall be satisfied by the Purchaser by (1) not more than HK\$120,000,000 in cash; (2) procuring the Company to issue the promissory note in the principal amount of not more than HK\$307,500,000 (the “**Second Promissory Note**”, together with the First Promissory Note, the “**Promissory**

- Notes**”); and (3) procuring the Company to allot and issue not more than 850,000,000 Shares (the “**Second Consideration Shares**”, together with the First Consideration Shares, the “**Consideration Shares**”) at the issue price of HK\$0.250 each (a copy of the Sale and Purchase Agreement (as supplemented and amended) has been produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the allotment and issue of the Consideration Shares by the Company to the Vendor to settle part of the Consideration payable by the Purchaser in accordance with the terms and conditions of the Sale and Purchase Agreement and the transactions contemplated thereunder be and is hereby approved, confirmed and ratified;
- (c) the issue of the Promissory Notes by the Company to the Vendor to settle part of the Consideration payable by the Purchaser in accordance with the terms and conditions of the Sale and Purchase Agreement and the transactions contemplated thereunder be and is hereby approved, confirmed and ratified;
- (d) subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consideration Shares to be allotted and issued, the directors (the “**Directors**”) of the Company be and are hereby granted a specific mandate (the “**Specific Mandate**”) to allot and issue the Consideration Shares provided that the Specific Mandate is in addition to, and shall not prejudice nor revoke any existing or such other general or specific mandates which may from time to time be granted to the Directors prior to the passing of this resolution; and
- (e) any one or more of the Director(s) be and is/are hereby authorised to do all such acts and things and execute all such documents (including under seal) which he/they considers necessary or expedient to give effect to the Sale and Purchase Agreement and the transactions contemplated thereunder including but not limited to the allotment and issue of the Consideration Shares and the issue of the Promissory Notes.”

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

Hong Kong, 25 November 2021

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

*Head office and principal place of business
in Hong Kong:*
Unit 1211, 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 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.
2. In order to be valid, the 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 such power or authority, must be lodged at the Company's Hong Kong branch share registrar and transfer office, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
3. Completion and return of the form of proxy will not preclude members from attending and voting in person at the Meeting or any adjournment thereof should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any shares of the Company, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto, but if more than one of such holders be present at the Meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
5. The register of members of the Company will be closed from Friday, 10 December 2021 to Wednesday, 15 December 2021, both days inclusive, during which period no transfer of shares of the Company can be registered. In order to ascertain shareholders' rights for the purpose of attending and voting at the Meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 9 December 2021.
6. The voting on the resolution will be conducted by way of poll.
7. In view of the ongoing COVID-19 epidemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the Meeting to protect attending members, staff and other stakeholders from the risk of infection (i) compulsory body temperature checks will be conducted on every members, proxy and other attendee at the entrance of the Meeting venue and any person with a body temperature of over 37.5 degrees Celsius may be denied entry into the Meeting venue or be required to leave the Meeting venue; (ii) the Company requests attendees to wear surgical face masks inside the Meeting venue at all times, and to maintain a safe distance between seats; and (iii) no refreshments will be served, and there will be no corporate gifts. To the extent permitted under law, the Company reserves the right to deny entry into the Meeting venue or require any person to leave the Meeting venue in order to ensure the safety of the attendees at the Meeting. In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all members that physical attendance in person at the Meeting is not necessary for the purpose of exercising voting rights. As an alternative, by using forms of proxy with voting instructions inserted, members may appoint the chairman of the Meeting as their proxy to vote on the resolution at the Meeting instead of attending the Meeting in person.

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.