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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 the special general meeting of Eternity Investment Limited (the “**Company**”) will be held at Meeting Room (Soho 1), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Thursday, 15 August 2024 at 11:30 a.m. to transact the following ordinary business:

#### **ORDINARY RESOLUTIONS**

1. “**THAT**

- (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Exchange**”) granting the approval for the listing of, and the permission to deal in, the shares of the Company (the “**Shares**”) to be issued and allotted pursuant to the exercise of any options (the “**Options**”) under the new share option scheme of the Company (the “**New Share Option Scheme**”), a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose, the rules of the New Share Option Scheme be and are hereby approved and adopted, and the directors of the Company (the “**Directors**”) or their delegate(s) be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme, including but without limitation:
  - (i) to administer the New Share Option Scheme under which the Options will be granted to the Eligible Participants (as defined in the New Share Option Scheme and the Amended Share Award Scheme) eligible under the New Share Option Scheme to subscribe for Shares, including but not limited to determining and granting the Options in accordance with the terms of the New Share Option Scheme;

- (ii) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme;
  - (iii) to grant the Options under the New Share Option Scheme and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued (and/or to transfer such number of treasury Shares, as applicable) in respect of the Options to be granted under the New Share Option Scheme;
  - (iv) to make application at appropriate time or times to the Exchange and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued in respect of the Options to be granted under the New Share Option Scheme; and
  - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme;
- (b) the total number of Shares which may be issued (and, together with treasury Shares which may be transferred, as applicable) in respect of all options and awards to be granted under the New Share Option Scheme and any other schemes of the Company must not in aggregate exceed 10 per cent. (or such other percentage which may be specified by the Exchange from time to time) of the total number of Shares in issue (excluding treasury Shares) as at the date of approval of the New Share Option Scheme or the relevant date of approval of the refreshment of the Scheme Mandate Limit (as defined in the New Share Option Scheme and the Amended Share Award Scheme); and
- (c) conditional upon the New Share Option Scheme becoming effective, the existing share option scheme of the Company as adopted on 16 December 2021 (the “**Existing Share Option Scheme**”) be and is hereby terminated upon the New Share Option Scheme coming into effect (without prejudice to the rights and benefits of and attached to any outstanding options which have been granted under the Existing Share Option Scheme prior to the date hereof (if any)).”

## 2. “**THAT**

- (a) subject to and conditional upon the Listing Committee of the Exchange granting the approval for the listing of, and the permission to deal in, the Shares to be issued in respect of the awards granted under the amended share award scheme of the Company (the “**Amended Share Award Scheme**”), a copy of which is tabled at the meeting and marked “B” and initialled by the chairman of the meeting for identification purpose, the proposed amendments to the share award scheme of the Company adopted on 16 September 2021

(the “**Existing Share Award Scheme**”) be and are hereby approved and adopted, and the directors of the Company or their delegate(s) be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Amended Share Award Scheme, including but without limitation:

- (i) to administer the Amended Share Award Scheme under which award shares will be granted to the Eligible Participants eligible under the Amended Share Award Scheme to subscribe for Shares, including but not limited to determining and granting the award shares in accordance with the terms of the Amended Share Award Scheme;
  - (ii) to modify and/or amend the Amended Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Amended Share Award Scheme;
  - (iii) to grant awards of Shares under the Amended Share Award Scheme and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued (and/or to transfer such number of treasury Shares, as applicable) in respect of the awards to be granted under the Amended Share Award Scheme;
  - (iv) to make application at appropriate time or times to the Exchange and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued in respect of the awards to be granted under the Amended Share Award Scheme; and
  - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Amended Share Award Scheme; and
- (b) the total number of Shares which may be issued (and, together with treasury Shares which may be transferred, as applicable) in respect of all options and awards to be granted under the Amended Share Award Scheme and any other schemes of the Company must not in aggregate exceed 10 per cent. (or such other percentage which may be specified by the Exchange from time to time) of the total number of Shares in issue (excluding treasury Shares) as at the date of approval of amendments to the Existing Share Award Scheme or the relevant date of approval of the refreshment of the Scheme Mandate Limit.”

3. “**THAT**

conditional upon the passing of resolutions no. 1 and 2, the Service Provider Sublimit (as defined in the New Share Option Scheme and the Amended Share Award Scheme) (being 1 per cent. of the total number of Shares in issue (excluding treasury Shares) as at the date of approval of the New Share Option Scheme and the amendments to the Existing Share Award Scheme) on the total number of Shares that may be issued and treasury Shares that may be transferred in respect of all awards and options to be granted to Service Provider(s) (as defined in the New Share Option Scheme and the Amended Share Award Scheme) under the New Share Option Scheme, the Amended Share Award Scheme and any other schemes of the Company be and is hereby approved and adopted and the Directors be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the Directors may consider necessary, desirable or expedient to effect and implement the Service Provider Sublimit.”

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

Hong Kong, 29 July 2024

*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 special general 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 must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company's Hong Kong branch share registrar and transfer office, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the special general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the special general meeting or any adjournment thereof, should he/she/it so wish.

3. Where there are joint registered holders of any Shares, any one of such holders may vote at the special general 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 special general 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.
4. The register of members of the Company will be closed from Monday, 12 August 2024 to Thursday, 15 August 2024, both days inclusive, during which period no transfer of Shares can be registered. In order to ascertain shareholders' rights for the purpose of attending and voting at the special general 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 9 August 2024.
5. No gifts, food or beverages will be provided to attendees at the special general meeting.

*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. Cheung Kwok Fan; and four independent non-executive Directors, namely, Mr. Wan Shing Chi, Mr. Ng Heung Yan, Ms. Leung Man Yee Fanny and Mr. Law Kwok Ho Kenward.*