



ETERNITY INVESTMENT LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 764)

PROXY FORM

Form of proxy for use by shareholders of Eternity Investment Limited (the “Company”) at the special general meeting (the “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 Thursday, 17 September 2015 at 10:30 a.m. or any adjournment thereof.

I/We ^(note a) _____
of _____
being the registered holder(s) of ^(note b) _____ ordinary shares of HK\$0.01 each in the share capital of the Company hereby appoint THE CHAIRMAN OF THE MEETING or _____
of _____
to act as my/our proxy ^(note c) at the Meeting to 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. or any adjournment thereof and to vote on my/our behalf as directed below.

Terms used in this form of proxy shall have the same meanings as defined in the circular of the Company dated 31 August 2015 unless the context requires otherwise.

Please tick (“✓”) in the appropriate box to indicate how you wish your vote to be cast ^(note d).

Ordinary Resolution	For	Against
To approve the S&P Agreement and the transactions contemplated thereunder (including but not limited to the grant of a specific mandate to the Directors to allot and issue 1,500,000,000 Eternity Consideration Shares in accordance with the S&P Agreement) and to authorise any Director to do all such acts and things and execute all such documents to give effect to the same.		

Dated this _____ day of _____ 2015

Signature: _____ ^(notes e to h)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- A proxy need not be a member of the Company but must attend the meeting in person to represent you. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “THE CHAIRMAN OF THE MEETING or” and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for the resolution set out above, please tick (“✓”) the box marked “For”. If you wish to vote against the resolution, please tick (“✓”) the box marked “Against”.** If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his/her discretion in respect of the resolution. A proxy will also be entitled to vote at his/her discretion on any resolutions properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a Shareholder, his/her attorney duly authorised in writing, or if the Shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any 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 deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time of the Meeting or any adjournment thereof.
- Any alteration made to this form should be initialled by the person who signs the form.

