



ETERNITY INVESTMENT LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 764)

PROXY FORM

Form of proxy for use by the shareholders of Eternity Investment Limited (the “Company”) at the special general meeting (the “Meeting”) to be convened 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. 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 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. 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 29 July 2024 unless the context requires otherwise.

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

	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	To approve the New Share Option Scheme, the Scheme Mandate Limit for the New Share Option Scheme and any other schemes of the Company, and terminate the Existing Share Option Scheme, in terms as set out in ordinary resolution number 1 in the notice of the Meeting.		
2.	To approve and adopt the amendments to the Existing Share Award Scheme to become the Amended Share Award Scheme and the Scheme Mandate Limit for the Amended Share Award Scheme and any other schemes of the Company, in terms as set out in ordinary resolution number 2 in the notice of the Meeting.		
3.	Conditional upon the passing of resolutions no. 1 and 2 above, to adopt the Service Provider Sublimit for the New Share Option Scheme, the Amended Share Award Scheme and any other schemes of the Company, in terms as set out in ordinary resolution number 3 in the notice of the Meeting.		

Dated the _____ day of _____ 2024

Shareholder’s signature: _____ ^(notes e, f and h)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS LETTERS**.
- 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. 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 any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the boxes marked “Against”. If this form of proxy returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her/its discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her/its discretion. A proxy will also be entitled to vote at his/her/its discretion on any resolution 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.
- This form of proxy must be signed by a Shareholder, or his/her/its 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time of the Meeting or any adjournment thereof.
- Any alteration made to this form of proxy should be initialled by the person who signs it.

