



ETERNITY INVESTMENT LIMITED

(Incorporated in Bermuda with limited liabilities)

(Stock Code: 764)

TERMS OF REFERENCE FOR FINANCE COMMITTEE (Adopted on 31 August 2005 and amended on 23 March 2012)

CONSTITUTION

1. The board (the “Board”) of directors (the “Directors”) of Eternity Investment Limited (the “Company”) has resolved to establish a committee of the Board to be known as the Finance Committee.

MEMBERSHIP

2. The Finance Committee shall be appointed by the Board from amongst the Directors and shall consist of not less than two members. A quorum shall be a majority of members.

ATTENDANCE AT MEETINGS

3. The Chief Financial Officer shall normally attend meetings.
4. The Company Secretary shall be the secretary of the Finance Committee.

FREQUENCY OF MEETING

5. Meetings shall be held as and when required.

AUTHORITY

6. The Finance Committee is authorized by the Board to deal with any activity within its terms of reference and to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Finance Committee.
7. The Finance Committee is authorized by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

DUTIES

8. The duties of the Finance Committee shall be to review and approve:
 - (a) banking facilities and financial instruments to be granted or issued by the Company for the Group's needs;
 - (b) the provision of corporate guarantees by the Company for its subsidiaries and associates;
 - (c) financial assistance of the Company; and
 - (d) the provision of financing to third parties.

PROCEDURES

9. The chair, in consultation with the Director responsible for finance matters (the "Responsible Director") and the secretary of the Finance Committee, should be primarily responsible for drawing up and approving the agenda for each Finance Committee meeting. The chair, with the assistance of the secretary, shall ensure that all members shall receive sufficient information in a timely manner to enable effective discussion at the Finance Committee meeting. The chair shall, with the assistance of the Responsible Director, brief all members on issues arising at each Finance Committee meeting. The secretary shall circulate the draft and final versions of the minutes of meetings and reports of the Finance Committee to all members for comments and records within a reasonable time after each meeting, subject to any legal or regulatory restrictions restricting such circulation or the making of such reports. The chair shall report in the forthcoming Regular Board Meeting any key decisions made and shall table before the Board an index of meetings and issues discussed (*D.2.2*).
10. The secretary of the Finance Committee shall record minutes of all duly constituted meetings of the Finance Committee. All minutes shall record in sufficient details the matters considered, decisions reached or recommendations made and any concerns raised by any member including dissenting views.