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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 3:10 p.m. on Monday, 12 December 2011 (or immediately after the conclusion of the special general meeting of the Company scheduled to be held on the same day at 3:00 p.m.) at Macau Jockey Club, 1/F Function Room, 1st Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company by way of poll:

ORDINARY RESOLUTION

“**THAT:**

- (a) the existing share option scheme (the “**Existing Share Option Scheme**”) of the Company adopted on 21 January 2002 be and is hereby terminated and conditional upon The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of and permission to deal in the shares (the “**Shares**”) of HK\$0.01 each in the capital of the Company falling to be allotted and issued pursuant to the new share option scheme (the “**New Share Option Scheme**”), the terms of which are set out in the document marked “A” which has been produced to this Meeting and signed by the chairman of this Meeting for the purpose of identification, the rules of the New Share Option Scheme be and are hereby approved and adopted and the directors (the “**Directors**”) of the Company be and are hereby authorised to grant options and to allot, issue and deal in the Shares fall to be allotted and issued upon the exercise of any option granted thereunder and to take all such steps as they may consider necessary or expedient to implement the New Share Option Scheme; and

- (b) the aggregate nominal amount of share capital to be allotted and issued pursuant to resolution (a) above, together with any issue of Shares upon the exercise of any options granted under any other share option schemes of the Company as may from time to time adopted by the Company, shall not exceed 10 per cent. of the Shares in issue as at the date of passing of this resolution (the “**Scheme Mandate Limit**”).”

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

Hong Kong, 18 November 2011

As at the date of this notice, the Directors are as follows:

Executive Directors:

Mr. Lei Hong Wai (*Chairman*)
Mr. Cheung Kwok Wai, Elton
Mr. Chan Kin Wah, Billy

Non-executive Director:

Mr. Cheung Kwok Fun

Independent non-executive Directors:

Mr. Wan Shing Chi
Mr. Ng Heung Yan
Mr. Wong Tak Chuen

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business in Hong Kong:*

Units 3811, Shun Tak Centre
West Tower
168-200 Connaught Road Central
Hong Kong

Notes:

1. A shareholder (“Shareholder”) of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is holder of two or more Shares may appoint more than one proxy to attend and vote instead of him. A proxy need not be a Shareholder.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong no later than 48 hours before the time appointed for the Meeting (or any adjournment thereof).
3. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Meeting or any adjournment thereof should they so desire.
4. Bye-law 66 of the Company’s bye-laws sets out the procedures by which Shareholders may demand a poll at general meetings. According to Rule 13.39(4) of the Listing Rules, any voting of the Shareholders at the Meeting will be taken by way of poll and an announcement will be made after the Meeting on the results of the Meeting.
5. Any voting at the Meeting shall be taken by poll.
6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.