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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 Macau Jockey Club, 1/F Function Room, 1st Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Monday, 12 December 2011 at 3:20 p.m. (or immediately after the conclusion of the special general meeting of the Company which is scheduled to be held on the same day at 3:10 p.m.) for the purposes of considering and, if thought fit, passing with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the sale and purchase agreement dated 25 May 2011 entered into between Vartan Holdings Limited and Riche (BVI) Limited (the “**Sale and Purchase Agreement**”), in respect of which a copy of the Sale and Purchase Agreement marked “A” have been produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification, the supplemental agreement dated 10 June 2011 entered into between Vartan Holdings Limited and Riche (BVI) Limited (the “**Supplemental Agreement**”), in respect of which a copy of the Supplemental Agreement marked “B” have been produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification, the deed of indemnity to be entered into between Vartan Holdings Limited, Adelio Holdings Limited, One Synergy Limited, Rexdale Investment Limited and Riche (BVI) Limited (the “**Deed of Indemnity**”), in respect of which a copy of the Deed of Indemnity marked “C” have been produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification, and the terms of and the transactions contemplated thereunder (the “**Acquisition**”) and all such documents ancillary to the Acquisition be and are hereby approved, ratified and confirmed; and

- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents and to do all such acts or things incidental to, ancillary to or in connection with the Acquisition.”

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

Hong Kong, 23 November 2011

<i>Registered office:</i>	<i>Head office and principal place of business in Hong Kong:</i>
Clarendon House	Unit 3811
2 Church Street	Shun Tak Centre, West Tower
Hamilton HM 11	168-200 Connaught Road Central
Bermuda	Hong Kong

Notes:

1. A form of proxy for use at the Meeting is enclosed with the circular despatch to the shareholders of the Company on 23 November 2011.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
3. A member entitled to attend and vote at the Meeting 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 but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
4. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the Meeting or any adjournment thereof, should he/she/it so wish.
5. In the case of joint holders of shares, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons 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.

As at the date of this notice, the board of directors of the Company comprises of three executive directors, namely, Mr. Lei Hong Wai, Mr. Cheung Kwok Wai, Elton and Mr. Chan Kin Wah, Billy; one non-executive director, namely, Mr. Cheung Kwok Fan; and three independent non-executive directors, namely, Mr. Wan Shing Chi, Mr. Ng Heung Yan and Mr. Wong Tak Chuen.