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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 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, 19 March 2012 at 3:00 p.m. to consider and, if thought fit, pass with or without amendments, the following resolutions as special resolutions:

#### **SPECIAL RESOLUTIONS**

1. “**THAT** the bye-laws of the Company (the “**Bye-law(s)**”) be amended in the following manner:

**(a) Bye-law 1**

(i) By adding the following new definition of “business day” in the existing Bye-law 1 after the definition of “Board” or “Directors”:

““business day” a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for any trading session for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Bye-laws be counted as a business day.”

- (ii) By deleting the definition of “Company” in its entirety and substituting therefor with the following:

““Company” Eternity Investment Limited.”

- (iii) By adding the following new definition of “substantial shareholder” in the existing Bye-law 1 after the definition of “Statutes”:

““substantial shareholder” the meaning attributed to it in the rules of the Designated Stock Exchange from time to time.”

**(b) Bye-law 2**

- (i) By adding the following words before the semi-colon at the end of the existing Bye-law 2(e):

“, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election comply with all applicable Statutes, rules and regulations”

- (ii) By deleting the existing Bye-law 2(h) in its entirety and substituting therefor with the following:

“(h) a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given pursuant to Bye-law 59;”

- (iii) By deleting the existing Bye-law 2(i) in its entirety and substituting therefor with the following:

“(i) a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given pursuant to Bye-law 59;”

(iv) By deleting the full stop at the end of the existing Bye-law 2(j) and replacing it with a semi-colon and inserting the following new Bye-law 2(k):

“(k) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.”

**(c) Bye-law 3**

(i) By deleting “HK\$0.10” in the second line of Bye-law 3(1) and substituting therefor with “HK\$0.01”.

(ii) By deleting the existing Bye-law 3(3) in its entirety and substituting therefor with the following:

“(3) Subject to compliance with the rules and regulations of the Designated Stock Exchange and any other relevant regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.”

**(d) Bye-law 6**

By deleting the existing Bye-law 6 in its entirety and substituting therefor with the following:

“6. The Company may from time to time by special resolution, subject to any confirmation or consent required by law, reduce its authorised or issued share capital or, save for the use of share premium as expressly permitted by the Act, any share premium account or other undistributable reserve.”

**(e) Bye-law 10**

(i) By adding the word “and” after the semi-colon in the last line of the existing Bye-law 10(a).

(ii) By deleting the words “on a poll” in the first line of Bye-law 10(b).

(iii) By deleting “; and” after the words “every such share held by him” in the last line of Bye-law 10(b) and inserting a full stop thereafter.

(iv) By deleting the existing Bye-law 10(c) in its entirety.

**(f) Bye-law 44**

By deleting the existing Bye-law 44 in its entirety and substituting therefor with the following:

“44. The Register and branch register of Members, as the case may be, shall be open to inspection between 10 a.m. and 12 noon on every business day by members of the public without charge at the Office or such other place at which the Register is kept in accordance with the Act. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.”

**(g) Bye-law 46**

By deleting the existing Bye-law 46 in its entirety and substituting therefor with the following:

“46. Subject to these Bye-laws, any Member may transfer all or any of his shares in any manner permitted by and in accordance with the rules of the Designated Stock Exchange or by an instrument of transfer in the usual or common form or in a form prescribed by the Designated Stock Exchange or in any other form approved by the Board and may be under hand or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time.”

**(h) Bye-law 51**

By deleting the existing Bye-law 51 in its entirety and substituting therefor with the following:

“51. The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in any newspapers in accordance with the requirements of any Designated Stock Exchange or by any means in such manner as may be accepted by the Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.”

**(i) Bye-law 59**

By deleting the existing Bye-law 59(1) in its entirety and substituting therefor with the following:

“59. (1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any special general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other special general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.”

**(j) Bye-law 63**

By deleting the existing Bye-law 63 in its entirety and substituting therefor with the following:

“63. The president of the Company or the chairman, if one is appointed, shall preside as chairman at every general meeting. If at any meeting the president or the chairman, as the case may be, is not present within fifteen (15) minutes after the time appointed for holding the meeting, or if neither of them is willing to act as chairman, or if no such officer is appointed, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be chairman.”

**(k) Bye-law 66**

By deleting the existing Bye-law 66 in its entirety and substituting therefor with the following:

“66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorised representative) or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Bye-law, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.

(2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:

(a) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or

(b) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or

(c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting

being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Member.”

**(l) Bye-law 67**

By deleting the existing Bye-law 67 in its entirety and substituting therefor with the following:

“67. Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”

**(m) Bye-law 68**

By deleting the existing Bye-law 68 in its entirety and substituting therefor with the following:

“68. [INTENTIONALLY DELETED]”.

**(n) Bye-law 69**

By deleting the existing Bye-law 69 in its entirety and substituting therefor with the following:

“69. [INTENTIONALLY DELETED]”.

**(o) Bye-law 70**

By deleting the existing Bye-law 70 in its entirety and substituting therefor with the following:

“70. [INTENTIONALLY DELETED]”.

**(p) Bye-law 73**

By deleting the words “, whether on a show of hands or on a poll” from the first line of Bye-law 73.

**(q) Bye-law 75(1)**

By deleting the words “whether on a show of hands or on a poll,” after the words “persons incapable of managing their own affairs may vote,” in the fourth line of the existing Bye-law 75(1); by deleting the words “on a poll” after the words “curator bonis or other person may vote” in the sixth line of the existing Bye-law 75(1); and by deleting the words “or poll” after the words “not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting” in the last line of the existing Bye-law 75(1).

**(r) Bye-law 80**

By deleting the words “or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid” after the words “the person named in the instrument proposes to vote” in the eighth line of the existing Bye-law 80; and by deleting the words “or on a poll demanded at a meeting or an adjourned meeting” after the words “except at an adjourned meeting” in the twelfth line of the existing Bye-law 80.

**(s) Bye-law 81**

By deleting the words “to demand or join in demanding a poll and” after the words “The instrument of proxy shall be deemed to confer authority” in the fourth line of the existing Bye-law 81.

**(t) Bye-law 82**

By deleting the words “or the taking of the poll,” after the words “the meeting or adjourned meeting,” in the seventh line of the existing Bye-law 82.

**(u) Bye-law 84**

By deleting the existing Bye-law 84(2) in its entirety and substituting therefor with the following:

“(2) Where a Member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of

Members provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Bye-law shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including, where a show of hands is allowed, the right to vote individually on a show of hands.”

**(v) Bye-law 92**

By deleting the words “next annual election of Directors or, if earlier, the date on which the relevant Director ceases” in the seventh line of this Bye-law and substituting therefor with the words “happening of any event which, if he were a Director, would cause him to vacate such office or if his appointer ceases for any reason”.

**(w) Bye-law 103**

(i) By deleting paragraph (v) of Bye-law 103(1) in its entirety and substituting therefor with the following:

“(v) [INTENTIONALLY DELETED]”.

(ii) By deleting paragraph (2) of Bye-law 103 in its entirety and substituting therefor with the following:

“(2) [INTENTIONALLY DELETED]”.

(iii) By deleting paragraph (3) of Bye-law 103 in its entirety and substituting therefor with the following:

“(3) [INTENTIONALLY DELETED]”.

**(x) Bye-law 115**

By deleting the existing Bye-law 115 in its entirety and substituting therefor with the following:

“115. A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board whenever he shall be required so to do by any Director. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it

is given to such Director in writing or verbally (including in person or by telephone) or via electronic mail or in such other manner as the Board may from time to time determine.”

**(y) Bye-law 122**

By adding a new sentence “Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.” in the twelfth line of the existing Bye-law 122 after the words “a Director or an alternate Director shall be treated as valid.”

**(z) Bye-law 127**

(i) By deleting the words “a president and vice president or chairman and deputy chairman,” in the first line of the existing Bye-law 127(1) and by inserting “, subject to Bye-law 132(4),” after “for the purposes of the Act and” in the last line of Bye-law 127(1).

(ii) By deleting the existing Bye-law 127(2) in its entirety and substituting therefor with the following:

“(2) [INTENTIONALLY DELETED]”.

**(aa) Bye-law 129**

By deleting the existing Bye-law 129 in its entirety and substituting therefor with the following:

“129. [INTENTIONALLY DELETED]”.

**(bb) Bye-law 138**

By deleting the words “the aggregate of its liabilities and its issued share capital and share premium accounts” and substituting therefor with the words “its liabilities”.

**(cc) Bye-law 153**

(i) By inserting the words “and Bye-law 153A” after the words “Subject to Section 88 of the Act” in the first line of the existing Bye-law 153; by inserting the words “and at the same time as the notice of annual general meeting” after “at least twenty-one (21) days before the date of the general meeting” in the sixth line of this Bye-

law; and by deleting the word “in” and substituting therefor with the words “at the annual” after the words “and laid before the Company” in the seventh line of this Bye-law.

- (ii) By adding the following new Bye-laws 153A and 153B after the existing Bye-law 153:

“153A. To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Bye-law 153 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company’s annual accounts and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors’ report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company’s annual financial statement and the directors’ report thereon.

153B. The requirement to send to a person referred to in Bye-law 153 the documents referred to in that provision or a summary financial report in accordance with Bye-law 153A shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Bye-law 153 and, if applicable, a summary financial report complying with Bye-law 153A, on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.”

**(dd) Bye-law 160**

By deleting the existing Bye-law 160 in its entirety and substituting therefor with the following:

“160. Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the Member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.”

**(ee) Bye-law 161**

- (i) By deleting the word “and” at the end of existing Bye-law 161(a).
- (ii) By deleting the full stop at the end of existing Bye-law 161(b) and replacing it with a semi-colon and inserting the word “and” after the semi-colon; and by re-numbering the existing Bye-law 161(b) as Bye-law 161(c).
- (iii) By inserting the following new Bye-law 161(b) after the existing Bye-law 161(a):
  - “(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company’s website or the website of the Designated Stock

Exchange is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;”

(iv) By inserting the following new Bye-law 161(d) after the new Bye-law 161(c):

“(d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.””

2. “**THAT** the bye-laws of the Company in the form of the document marked “A” and produced to this meeting and for the purpose of identification signed by the chairman of this meeting, which consolidates all of the proposed amendments referred to in Resolution 1 above and all previous amendments made pursuant to resolutions passed by the members of the Company at general meetings be approved and adopted as the new bye-laws of the Company in substitution for and to the exclusion of the existing Bye-laws of the Company with immediate effect.”

Yours faithfully  
For and on behalf of the Board of  
**Eternity Investment Limited**  
**Lei Hong Wai**  
*Chairman*

Hong Kong, 24 February 2012

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place of  
business in Hong Kong:*  
Unit 3811, Shun Tak Centre  
West Tower  
168-200 Connaught Road Central  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and to vote on his behalf. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be 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.

3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon must be deposited with the Company's branch share registrar in Hong Kong, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude you from attending and voting in person at the special general meeting or any adjournment thereof should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.
5. Any voting of the meeting should be taken by poll.

*As at the date of this notice, the board of directors of the Company comprises 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.*