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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 Friday, 28 June 2013 at 10:10 a.m. (or immediately after conclusion or adjournment of the annual general meeting of the Company scheduled to be held at the same place and on the same date at 10:00 a.m.) for the purposes of considering and, if thought fit, passing with or without modifications, the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. “**THAT**

- (a) the exercise of conversion rights conferred by the bonus convertible bonds (the “**Bonus Convertible Bonds**”) issued by China Star Entertainment Limited (“**China Star**”) on 9 January 2013 to Simple View Investment Limited (“**Simple View**”) and Victory Peace Holdings Limited (“**Victory Peace**”), both of them are indirect wholly owned subsidiaries of the Company, in the aggregate principal amount of HK\$6,079,806.76 (the “**Conversion**”) be and are hereby approved; and
- (b) any one or more of the directors (each a “**Director**”) of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as he/they consider(s) necessary, desirable or expedient in his/their opinion to implement and/or give effect to the Conversion.”

2. **“THAT**

- (a) the disposal by (i) Simple View of up to 235,990,338 ordinary shares of HK\$0.01 each in the share capital of China Star (each a **“China Star Share”**); (ii) Simple View of up to 471,980,676 China Star Shares which may fall to be allotted and issued to Simple View upon the exercise of the conversion rights conferred by the Bonus Convertible Bonds in the principal amount of HK\$4,719,806.76 subject to and conditional upon the passing of the ordinary resolution numbered 1 as set out in the notice of the Meeting; (iii) Victory Peace of up to 68,000,000 China Star Shares; (iv) Victory Peace of up to 136,000,000 China Star Shares which may fall to be allotted and issued to Victory Peace upon the exercise of the conversion rights conferred by the Bonus Convertible Bonds in the principal amount of HK\$1,360,000.00 subject to and conditional upon the passing of the ordinary resolution numbered 1 as set out in the notice of the Meeting; and (v) Eternity Finance Group Limited (**“Eternity Finance”**), an indirect wholly owned subsidiary of the Company, of up to 3,181,818,181 China Star Shares which may fall to be allotted and issued to Eternity Finance upon the exercise of the conversion rights conferred by the convertible bonds issued by China Star to Eternity Finance on 7 July 2011 in the aggregate principal amount of HK\$350,000,000 on terms more particularly set out in the circular of the Company date 11 June 2013 (the **“Circular”**) (a copy of the Circular marked “A” and initialed by the chairman of the Meeting for identification purpose has been tabled at the Meeting) within a period of 12-month from the date of passing of this resolution and on such other terms and conditions as may be determined by the Directors from time to time (provided that such terms and conditions shall not be inconsistent with the terms set out in the Circular) (collectively, the **“Disposal”**) be and are hereby approved; and
- (b) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as he/they consider(s) necessary, desirable or expedient in his/their opinion to implement and/or give effect to the Disposal.”

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

Hong Kong, 11 June 2013

*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 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.
2. 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 Hong Kong branch share registrar and transfer office, 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 later 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 and in such event, the form of proxy shall be deemed to be revoked.
3. 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 share(s) 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 share(s) shall alone be entitled to vote in respect thereof.

*As at the date of this notice, the Board 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.*