



ETERNITY INVESTMENT LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 764)

PROXY FORM

Form of proxy for use by shareholders of Eternity Investment Limited (the “Company”) at the special general meeting (the “Meeting”) to be convened at Pacific Room, 2nd Floor, Island Pacific Hotel, 152 Connaught Road West, Hong Kong on Thursday, 30 June 2011 at 2:00 p.m. (or any adjournment thereof)

I/We ^(note a) _____
of _____
being the registered holder(s) of ^(note b) _____ ordinary shares of HK\$0.01 each in the share capital of the Company hereby appoint the Chairman of the Meeting or _____
of _____
to act as my/our proxy ^(note c) at the Meeting to be held at Pacific Room, 2nd Floor, Island Pacific Hotel, 152 Connaught Road West, Hong Kong on Thursday, 30 June 2011 at 2:00 p.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Terms used in this form of proxy shall have the same meanings as defined in the circular of the Company dated 25 May 2011 unless the context requires otherwise.

Please tick (“✓”) in the appropriate box to indicate how you wish your vote(s) to be cast ^(note d).

Ordinary Resolution	For	Against
To approve the Subscription Agreement and the transactions contemplated thereunder, including but not limited to the exercise of the conversion right attaching to the Convertible Bonds.		

Dated this _____ day of _____ 2011

Signature: _____ ^(notes e to h)

Notes:

- a Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS LETTERS**.
- b Please insert the number of ordinary shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares registered in your name(s).
- c A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- d If you wish to vote for the resolution set out above, please tick (“✓”) the box marked “For”. If you wish to vote against the resolution, please tick (“✓”) the box marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolution, the proxy will vote or abstain at his/her discretion in respect of the resolution. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- e In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f The form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- g To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Hong Kong branch share registrar of the Company, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- h Any alteration made to this form should be initialled by the person who signs the form.