



# ETERNITY INVESTMENT LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 764)

## FORM OF PROXY

**Form of proxy for use by the shareholders of Eternity Investment Limited (the "Company") at the special general meeting (the "Meeting") to be convened 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 3:00 p.m. (or any adjournment thereof).**

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ <sup>(note b)</sup>  
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 <sup>(note c)</sup> at the Meeting to 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 3:00 p.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please tick ("✓") in the appropriate boxes to indicate how you wish your vote(s) to be cast <sup>(note d)</sup>.

Special Resolution		For	Against
1.	(a) the entire amount of HK\$482,493,000 standing to the credit of the share premium account of the Company as at 31 December 2010 be cancelled (the "Share Premium Cancellation");		
	(b) the credit which will arise as a result of the Share Premium Cancellation pursuant to paragraph (a) of this resolution above be transferred to the contributed surplus account of the Company and then applied to eliminate the entire balance standing to the debit of the accumulated losses of the Company of HK\$491,790,000 as at 31 December 2010 on a dollar for dollar basis and the directors of the Company (the "Directors") be and are hereby authorised to apply such surplus in such manner as may be permitted by the bye-laws of the Company; and		
	(c) the Directors be and are hereby generally and unconditionally authorised to prepare and execute all documents and to do all things they consider necessary, expedient and appropriate to effect and implement any of the foregoing.		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2011

Signature \_\_\_\_\_ <sup>(notes e, f, g and h)</sup>

### Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS LETTERS**.
- 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 ordinary shares registered in your name(s).
- 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.
- 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 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.
- 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.
- 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.
- 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 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.
- Any alteration made to this form should be initialled by the person who signs the form.