



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 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.)

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 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.) 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 11 June 2013 unless the context requires otherwise.

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

	Ordinary Resolutions	For	Against
1.	To approve the Conversion and the transactions contemplated thereunder.		
2.	To approve the Disposal and the transactions contemplated thereunder.		

Dated this _____ day of _____ 2013

Signature: _____ ^(notes e to h)

Notes:

- a Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- b Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the 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 any of the resolutions set out above, please tick ("✓") the box marked "For". If you wish to vote against the resolutions, please tick ("✓") the box marked "Against". If this form returned is duly signed but without specific direction on the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of the resolutions. A proxy will also be entitled to vote at his/her discretion on any resolutions 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, 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 and transfer office 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 adjournment thereof.
- h Any alteration made to this form should be initialled by the person who signs the form.