



# ETERNITY INVESTMENT LIMITED

(Incorporated in Bermuda with limited liabilities)

(Stock Code: 764)

## PROXY FORM

**Form of proxy for use by the shareholders of Eternity Investment Limited (the “Company”) at the annual general meeting (the “Meeting”) to be convened at Meeting Room (Soho 2), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Tuesday, 28 June 2016 at 10:30 a.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 Meeting Room (Soho 2), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Tuesday, 28 June 2016 at 10:30 a.m. or 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 20 May 2016 unless the context requires otherwise.

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

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive and consider the audited consolidated financial statements and the reports of the Directors and the independent auditors of the Company for the year ended 31 December 2015.		
2.	(a) To re-elect Mr. Lei Hong Wai as executive Director.		
	(b) To re-elect Mr. Cheung Kwok Wai Elton as executive Director.		
	(c) To re-elect Mr. Ng Heung Yan as independent non-executive Director.		
	(d) To authorise the Board to fix the Director’s remuneration.		
3.	To re-appoint HLB Hodgson Impney Cheng Limited as the auditors of the Company and to authorise the Board to fix its remuneration.		
4.	To grant the General Mandate to the Directors to allot, issue and otherwise deal with the Shares.		
5.	To grant the Repurchase Mandate to the Directors to repurchase the Shares.		
6.	To add the nominal amount of the Shares repurchased by the Company to the General Mandate granted to the Directors under resolution no. 4.		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2016

Shareholder’s signature \_\_\_\_\_ <sup>(notes e to h)</sup>

**Notes:**

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS LETTERS**.
- 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).
- 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 any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the boxes marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her/its discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her/its discretion. A proxy will also be entitled to vote at his/her/its 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, or his/her/its 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 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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time of the Meeting or any adjournment thereof.
- Any alteration made to this form should be initialled by the person who signs the form.

