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ETERNITE INTERNATIONAL COMPANY LIMITED

永恒國際股份有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 08351)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Eternite International Company Limited (the “**Company**”) will be held at 2:30 p.m. on 12 July 2011 at Unit 603, 6th Floor, Tower 1 Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong or any adjournment thereof (as the case may be), for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the conditional sale and purchase agreement dated 14 April 2011 (the “**Agreement**”, a copy of which has been produced to this meeting marked “A” and initialled by the chairman of the meeting for the purpose of identification) entered into among Peakwood Limited, Eternite International Company Limited (the “**Company**”), Solid Bonus Limited and Mr. Chan Tzuenn Man in relation to the acquisition of the entire issued share capital of Sharp Wonder Holdings Limited as at completion of the Agreement, the performance and implementation of the transactions contemplated under the Agreement be and are hereby confirmed, approved and ratified; and
- (b) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents as they in their absolute discretion consider necessary or expedient to give effect to the Agreement and the implementation of all transactions contemplated thereunder.”

* *For identification purpose only*

2. “**THAT:**

- (a) the lease proposed to be entered into between Larry Jewelry Limited and Goldfull Property Limited for the lease of Shop C2, Ground Floor and Mezzanine Floor, Alpha House, 33 Nathan Road, Tsimshatsui, Kowloon, Hong Kong (the “**Lease**”, the final draft of which has been produced to this meeting marked “**B**” and initialled by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved provided that the annual aggregate rent payable under the Lease shall not exceed the following caps (the “**Leasing Annual Caps**”):

Period	<i>Cap (HK\$)</i>
(i) Date of completion of the sale and purchase agreement dated 14 April 2011 entered into among Peakwood Limited, Eternite International Company Limited (the “ Company ”), Solid Bonus Limited and Mr. Chan Tzuenn Man up to 31 March 2012	9,600,000
(ii) 1 April 2012 to 31 March 2013	12,000,000
(iii) 1 April 2013 to 31 March 2014	14,400,000

- (b) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents as they in their absolute discretion consider necessary or expedient to give effect to the Lease and the Leasing Annual Caps, as well as the implementation of all transactions contemplated under the Lease.”

Yours faithfully,

By order of the Board

ETERNITE INTERNATIONAL COMPANY LIMITED

Tsang Po Yee Pauline

Executive Director

Hong Kong, 24 June 2011

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Headquarters and principal place of
business in Hong Kong:*
25th Floor
Shun Feng International Centre
182 Queen’s Road East
Wan Chai
Hong Kong

Notes:

- (1) A member entitled to attend and vote at the above meeting may appoint a proxy to attend and vote on his behalf and such proxy need not be a member of the Company. A form of proxy for use at the meeting is enclosed.
- (2) In order to be valid, the form of proxy, together with any power of attorney or authority under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (3) Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or any adjournment thereof and in such event, the authority of the proxy shall be deemed to be revoked.
- (4) In case of joint holders of any share, if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.

As at the date hereof, the board of directors of the Company comprises Mr. So Chun Kai and Ms. Tsang Po Yee Pauline as executive Directors; Mr. Chan Man Fai Joe as chairman and non-executive Director; Mr. Joseph Patrick Chu Yeong Kang, Mr. Yim Kwok Man and Mr. Tam B Ray Billy as non-executive Directors; and Mr. Seto Man Fai, Mr. Ho Hin Hung Henry and Mr. Lam Kin Kok as independent non-executive Directors.

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