

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



ETERNITY INVESTMENT LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 764)

DISCLOSEABLE TRANSACTION PROVISION OF FINANCIAL ASSISTANCE

PROVISION OF FINANCIAL ASSISTANCE

On 5 September 2017 (after trading hours of the Stock Exchange), the Shareholders' Loan Agreement was entered into between Legend Rich and the Third Party Shareholder as lenders on one part, and Elite Prosperous as borrower on the other part. Pursuant to the Shareholders' Loan Agreement, Legend Rich has agreed to provide the Loan in the amount of US\$4.90 million (equivalent to approximately HK\$38.34 million) to Elite Prosperous, being its pro rata share of a shareholders' loan in the principal amount of US\$10.00 million (equivalent to approximately HK\$78.25 million) in aggregate to be provided by all the shareholders of Elite Prosperous.

The principal terms of the Shareholders' Loan Agreement are set out in the section headed "The Shareholders' Loan Agreement" in this announcement.

The Directors consider that the provision of the Loan under the Shareholders' Loan Agreement is fair and reasonable and in the interests of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

As one of the relevant applicable percentage ratios calculated in accordance with the Listing Rules in respect of the provision of the Loan under the Shareholders' Loan Agreement is more than 5% but less than 25%, the provision of the Loan under the Shareholders' Loan Agreement constitutes a discloseable transaction of the Company and is subject to the announcement requirement under Chapter 14 of the Listing Rules.

PROVISION OF FINANCIAL ASSISTANCE

On 5 September 2017 (after trading hours of the Stock Exchange), the Shareholders' Loan Agreement was entered into between Legend Rich and the Third Party Shareholder as lenders on one part, and Elite Prosperous as borrower on the other part. Pursuant to the Shareholders' Loan Agreement, Legend Rich has agreed to provide the Loan in the amount of US\$4.90 million (equivalent to approximately HK\$38.34 million) to Elite Prosperous, being its pro rata share of a shareholders' loan in the principal amount of US\$10.00 million (equivalent to approximately HK\$78.25 million) in aggregate to be provided by all the shareholders of Elite Prosperous.

The Shareholders' Loan Agreement

The principal terms of the Shareholders' Loan Agreement are summarised as follows:

Date	:	5 September 2017.
Lenders	:	Legend Rich, a wholly owned subsidiary of the Company, and the Third Party Shareholder.
Borrower	:	Elite Prosperous, which is owned as to 49% by Legend Rich and as to 51% by the Third Party Shareholder.
Principal amount of the shareholders' loan	:	US\$10.00 million (equivalent to approximately HK\$78.25 million) in aggregate, of which the Loan in the amount of US\$4.90 million (equivalent to approximately HK\$38.34 million) shall be provided by Legend Rich and US\$5.10 million (equivalent to approximately HK\$39.91 million) shall be provided by the Third Party Shareholder.
Drawdown	:	6 September 2017, or any other date to be agreed between the parties.
Interest	:	The shareholders' loan bears no interest.
Repayment	:	The shareholders' loan is repayable on demand by the lenders.
Security	:	The shareholders' loan is unsecured.
Reborrow	:	Repayments and prepayments of the shareholders' loan shall not be reborrowed.

Funding of the Loan

The Loan will be financed by the internal resources of the Company.

Information on Elite Prosperous

Elite Prosperous is a company incorporated in the BVI with limited liability, which is owned as to 49% by Legend Rich and as to 51% by the Third Party Shareholder, whose ultimate beneficial owner is an Independent Third Party. Elite Prosperous is principally engaged in investment holding.

Information on the Group and Legend Rich

The Company is an investment holding company and its subsidiaries are principally engaged in sale of financial assets, property investment, money lending, and design and sale of jewelry products.

Legend Rich is a wholly owned subsidiary of the Company, and is principally engaged in investment holding.

Reasons for and benefits of the provision of the Loan under the Shareholders' Loan Agreement

The Directors consider that the provision of the shareholders' loan under the Shareholders' Loan Agreement will facilitate Elite Prosperous meeting its operating and investment needs. The terms of the Shareholders' Loan Agreement are negotiated on an arm's length basis between Legend Rich, the Third Party Shareholder and Elite Prosperous.

Although the Loan bears no interest, given that Elite Prosperous is an associate (as defined in Hong Kong Accounting Standard 28 *Investments in Associates*) of the Company, the Company is able to share the potential benefit from the performance of Elite Prosperous. In addition, the shareholders' loan under the Shareholders' Loan Agreement is to be provided by all the shareholders of Elite Prosperous on a pro rata basis according to their shareholding interests in Elite Prosperous. As such, the Directors are of the view that the terms of the Shareholders' Loan Agreement are on normal commercial terms. The Directors consider that the provision of the Loan under the Shareholders' Loan Agreement is fair and reasonable and in the interests of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

As one of the relevant applicable percentage ratios calculated in accordance with the Listing Rules in respect of the provision of the Loan under the Shareholders' Loan Agreement is more than 5% but less than 25%, the provision of the Loan under the Shareholders' Loan Agreement constitutes a discloseable transaction of the Company and is subject to the announcement requirement under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Company”	Eternity Investment Limited, a company incorporated in Bermuda with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange under stock code: 764
“Director(s)”	the director(s) of the Company
“Elite Prosperous”	Elite Prosperous Investment Limited, a company incorporated in the BVI with limited liability, an associate (as defined in Hong Kong Accounting Standard 28 <i>Investments in Associates</i>) of the Company, and is owned as to 49% by Legend Rich and as to 51% by the Third Party Shareholder
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	person(s) independent of the Company and its connected persons (as defined in the Listing Rules)
“Legend Rich”	Legend Rich Limited, a company incorporated in the BVI with limited liability and a wholly owned subsidiary of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan”	the shareholders’ loan in the amount of US\$4.90 million (equivalent to approximately HK\$38.34 million) to be provided to Elite Prosperous by Legend Rich, being its pro rata share of a shareholders’ loan in the principal amount of US\$10.00 million (equivalent to approximately HK\$78.25 million) in aggregate to be provided by all the shareholders of Elite Prosperous

“Shareholders’ Loan Agreement”	the shareholders’ loan agreement dated 5 September 2017 entered into between Legend Rich and the Third Party Shareholder as lenders on one part, and Elite Prosperous as borrower on the other part relating to the provision of a shareholders’ loan in the principal amount of US\$10.00 million (equivalent to approximately HK\$78.25 million) in aggregate by all the shareholders of Elite Prosperous on a pro rata basis according to their shareholding interests in Elite Prosperous
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Third Party Shareholder”	the other shareholder of Elite Prosperous holding 51% shareholding interest in Elite Prosperous, whose ultimate beneficial owner is an Independent Third Party
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent.

By Order of the Board
Eternity Investment Limited
Lei Hong Wai
Chairman

Hong Kong, 5 September 2017

As at the date of this announcement, the Board comprises four executive Directors, namely, Mr. Lei Hong Wai, Mr. Cheung Kwok Wai Elton, Mr. Chan Kin Wah Billy and Mr. Cheung Kwok Fan; and three independent non-executive Directors, namely, Mr. Wan Shing Chi, Mr. Ng Heung Yan and Mr. Wong Tak Chuen.