
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Eternity Technology Holdings Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Eternity Technology Holdings Limited
恒達科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1725)

PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used in this cover shall have the same meanings as defined in this circular.

A notice convening an extraordinary general meeting of the Company to be held at ProTop Financial Press Limited, Level 22, Nexxus Building, 41 Connaught Road Central, Hong Kong at 11:20 a.m. (or immediately after the annual general meeting of the Company to be held on the same date) on Wednesday, 2 June 2021 or any adjourned meeting hereof to approve matters referred to in this circular, is set out on pages 7 to 8 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk and the Company at www.szeternity.com.

Whether or not you are able to attend the extraordinary general meeting in person, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the extraordinary general meeting (i.e. before 11:20 a.m. on Monday, 31 May 2021) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

6 May 2021

PRECAUTIONARY MEASURES AT THE EGM

Due to the on-going outbreak of COVID-19, the following measures will be taken to safeguard the health and well-being of the Shareholders who are attending the EGM in person:

- body temperature check
- wearing of surgical face masks
- social distancing
- access restriction for quarantine participants according to the Department of Health of Hong Kong
- no distribution of corporate gifts or refreshments

Any Shareholders who (i) refuses to co-operate with the precautionary measures; (ii) has a body temperature of over 37.0 degree Celsius; and/ or (iii) has any flu-like symptoms will not be admitted to the venue. The Company reminds the Shareholders that physical attendance is not necessary for the purpose of exercising their rights and encourages the Shareholders to exercise their right to vote by appointing the Chairman of the EGM as their proxy instead of attending the EGM in person.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Acquisition”	the purchase of 191,250,000 Shares by the Offeror from Rich Blessing Group Limited in accordance with the terms and conditions of the sale and purchase agreement dated 15 April 2021
“Aerospace Business”	being satellite precision manufacturing, satellite launch, aerospace measurement and control and aerospace data services to promote the marketisation of aerospace technology and to support regional aerospace commercialisation needs
“Article(s)”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Eternity Technology Holdings Limited (恒達科技控股有限公司), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (Stock code: 1725)
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be held on Wednesday, 2 June 2021 at 11:20 a.m. (or immediately after the annual general meeting of the Company to be held on the same date) (or any adjournment thereof) for the purpose of considering, and if though fit, approving the Proposed Change of Company Name, or any adjourned thereof
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Joint Announcement”	the announcement dated 22 April 2021 jointly issued by the Offeror and the Company in relation to, among others, the Proposed Change of Company Name
“Latest Practicable Date”	3 May 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information referred to in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Offer”	the mandatory unconditional cash offer to be made by Kingston Securities Limited, on behalf of the Offeror, to acquire all the issued Shares (other than those already owned and/or agreed to be acquired by the Offeror and/or parties acting in concert with it) subject to the terms summarised in the Joint Announcement and in accordance with the Takeovers Code
“Offeror”	Hong Kong Aerospace Technology Group Limited (香港航天科技集團有限公司), a company incorporated in Hong Kong with limited liability and the controlling shareholder of the Company
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Eternity Technology Holdings Limited” to “Hong Kong Aerospace Technology Group Limited”, and the adoption of the Chinese name of “香港航天科技集團有限公司” as the dual foreign name of the Company in place of its existing Chinese name “恒達科技控股有限公司”
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD

Eternity Technology Holdings Limited
恒達科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1725)

Executive Directors:

Mr. Ma Fujun (*Chairman*)

Ms. Chen Xiaoyuan

Mr. Cheng Bin

Registered office:

Cricket Square

Hutchins Drive, P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Independent non-executive Directors:

Mr. Wu Chi-luen

Mr. Chan Chung Kik, Lewis

Mr. Chow Kit Ting

Principal place of

business in Hong Kong:

Room A, 12th Floor

Granville House

41C Granville Road

Tsim Sha Tsui, Kowloon

Hong Kong

6 May 2021

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the Joint Announcement in relation to, among other things, the Proposed Change of Company Name. The purpose of this circular is to provide the Shareholders with information in respect of the special resolution to be proposed at the EGM for the Proposed Change of Company Name, and the notice of the EGM to be convened and held for the purpose of considering, and if thought fit, approving the Proposed Change of Company Name.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Eternity Technology Holdings Limited” to “Hong Kong Aerospace Technology Group Limited”, and to adopt the Chinese name of “香港航天科技集團有限公司” as the dual foreign name of the Company in place of its existing Chinese name “恒達科技控股有限公司”.

LETTER FROM THE BOARD

CONDITIONS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name is subject to the following conditions:

1. the passing of a special resolution by the Shareholders at the EGM to approve the Proposed Change of Company Name; and
2. the Registrar of Companies in the Cayman Islands (the “**Registrar**”) approving the Proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date of entry of the new name of the Company on the register maintained by the Registrar. The Company will carry out all necessary registration and/or filing procedures with the Registrar and the Companies Registry in Hong Kong.

REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME

Immediately following completion of the sale and purchase agreement dated 15 April 2021 entered into between Rich Blessing Group Limited as vendor and the Offeror as purchaser in relation to the sale and purchase of 191,250,000 Shares, representing 63.75% of the issued share capital of the Company, as at the Latest Practicable Date, the Offeror had become the new controlling shareholder of the Company. For details, please refer to the Joint Announcement.

As disclosed in the Joint Announcement, following the completion of the Acquisition and the close of the Offer, the Offeror intends that the Group will be engaging in the Aerospace Business, while continuing its existing principal businesses.

The Board considers that the Proposed Change of Company Name will better reflect the current status of the Group’s business development and its direction of future development. The Board believes that the new name can provide the Company with a more appropriate corporate image and identity which will benefit the Company’s future business development and is in the best interests of the Company and the Shareholders as a whole.

EFFECTS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name will not affect any of the rights of the Shareholders or the Company’s daily business operation and its financial position. All existing share certificates in issue bearing the Company’s existing name shall continue to be valid evidence of the title and valid for trading, settlement, registration and delivery for the same number of Shares in the new name of the Company. There will not be any arrangements for free exchange of existing share certificates for new share certificates under the new name of the Company. Once the Proposed Change of Company Name becomes effective, new share certificates will be issued under the new name of the Company.

LETTER FROM THE BOARD

Upon the Proposed Change of Company Name becoming effective, the Company intends to change the stock short name of the Company correspondingly. The Company will make further announcement(s) on the Proposed Change of Company Name as soon as practicable after the Proposed Change of Company Name has become effective and will announce the change of the stock short name and change of Company's website following the Proposed Change of Company Name. The stock code of the Company will remain as "1725".

EGM AND PROXY ARRANGEMENT

A notice convening the EGM is set out on pages 7 to 8 of this circular. The EGM will be held at ProTop Financial Press Limited, Level 22, Nexus Building, 41 Connaught Road Central, Hong Kong on Wednesday, 2 June 2021 at 11:20 a.m. (or immediately after the annual general meeting of the Company to be held on the same date), for the Shareholders to consider and, if thought fit, to approve the Proposed Change of Company Name.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to Computershare Hong Kong Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible, and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles, any vote of Shareholders at a general meeting must be taken by poll save that the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he is the holder. A Shareholder entitled to more than one vote on a poll needs not use all his votes or cast all the votes he uses in the same way. The Company will appoint scrutineers to handle vote-taking procedures at the EGM. The results of the poll will be published on the websites of the Stock Exchange and the Company as soon as possible in accordance with Rule 13.39(5) of the Listing Rules.

The Proposed Change of Company Name is subject to the approval of a special resolution passed by the Shareholders. To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, as none of the Shareholders is interested in the Proposed Change of Company Name, no Shareholders are required to abstain from voting at the EGM on the Proposed Change of Company Name.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

Yours faithfully
For and on behalf of the Board of
Eternity Technology Holdings Limited
Ma Fujun
Chairman

NOTICE OF EGM

Eternity Technology Holdings Limited 恒達科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1725)

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**Meeting**”) of Eternity Technology Holdings Limited (the “**Company**”) will be held at ProTop Financial Press Limited, Level 22, Nexxus Building, 41 Connaught Road Central, Hong Kong on Wednesday, 2 June 2021 at 11:20 a.m. (or immediately after the annual general meeting of the Company to be held on the same date), for considering and, if thought fit, passing, with or without amendments, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands has been obtained, the English name of the Company be changed from “Eternity Technology Holdings Limited” to “Hong Kong Aerospace Technology Group Limited” and the adoption of the Chinese name of “香港航天科技集團有限公司” as the dual foreign name of the Company in place of its existing Chinese name “恒達科技控股有限公司” and that any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the aforesaid change of the name of the Company, and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the board
Eternity Technology Holdings Limited
Ma Fujun
Chairman

Hong Kong, 6 May 2021

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the Meeting is enclosed herewith.
3. The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.

NOTICE OF EGM

4. The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be lodged at the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 48 hours before the time appointed for holding the Meeting or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the Meeting or at any adjourned meeting (as the case may be) should they so wish.
5. Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members in respect of such Share shall be accepted to exclusion of the votes of the other joint holders.
6. Any voting at the Meeting shall be taken by poll.
7. In the case of any inconsistency between the Chinese translation and the English text hereof, the English text shall prevail.
8. If tropical cyclone warning signal no. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force at 7:00 a.m. on Wednesday, 2 June 2021, the Meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The Meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the Meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.
9. PRECAUTIONARY MEASURES FOR THE MEETING

The health of our shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the Meeting to protect attending shareholders, staff and stakeholders from the risk of infection: -

- (i) Compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.0 degrees Celsius may be denied entry into the Meeting venue or be required to leave the meeting venue.
- (ii) The Company encourages each attendee to wear a surgical face mask throughout the Meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served, and there will be no corporate gift.

In addition, the Company reminds all shareholders that physical attendance in person at the Meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the Meeting as their proxy to vote on the relevant resolution(s) at the Meeting instead of attending the Meeting in person, by completing and return the proxy form attached to this document.