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INTERNATIONAL ENTERTAINMENT CORPORATION

國際娛樂有限公司

(Incorporated in the Cayman Islands with limited liability)

(STOCK CODE: 01009)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of International Entertainment Corporation (“**Company**”) will be held at 11:30 a.m. on Friday, 2 November 2018 at Song, Yuan & Ming Rooms, The Dynasty Club, 7th Floor, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong to consider and, if thought fit, pass the following resolutions as ordinary resolutions.

ORDINARY RESOLUTIONS

“THAT:

- (a) the share purchase agreement dated 21 May 2018 (the “**Share Purchase Agreement**”) entered into among David Whelan, Patricia Whelan and Jayne Best (for themselves and as the trustees of the Whelan Family Bare Trust) and Huron Property Investments Limited as sellers, Hamsard 3467 Limited, a wholly-owned subsidiary of the Company, as purchaser (the “**Purchaser**”) and the Company as guarantor in relation to the sale and purchase of (i) the entire issued capital of Wigan Athletic Holdings Limited; and (ii) 8,000,000 preferred shares of GBP1.00 each in the capital of Wigan Athletic A.F.C. Limited (the “**Club**”), representing approximately 16.67% of all the preferred shares of the Club in issue as at the date of completion of the Share Purchase Agreement (copies of the Share Purchase Agreement are marked “A” and produced to the EGM and signed by the chairman of the EGM for identification purpose) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved;
- (b) the conditional purchase agreement dated 21 May 2018 (the “**Property Agreement A**”) entered into among Hamsard 3483 Limited, a wholly-owned subsidiary of the Company, as the purchaser (the “**Property Buyer**”), the Company as guarantor and Sharpe Investments (Wigan) Limited as seller in relation to the sale and purchase of the land lying to the north of Anjou Boulevard, Wigan (copies of the Property Agreement A are marked “B” and produced to the EGM and signed by the chairman of the EGM for identification purpose) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved;

- (c) the conditional purchase agreement dated 21 May 2018 (the “**Property Agreement B**”) entered into among the Property Buyer as purchaser, the Company as guarantor and David Whelan as seller in relation to the sale and purchase of the land of Christopher Park, Woodrush Road, Standish Lower Ground, Wigan (copies of the Property Agreement B are marked “C” and produced to the EGM and signed by the chairman of the EGM for identification purpose) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved;
- (d) the conditional purchase agreement dated 21 May 2018 (the “**Property Agreement C**”, which together with the Property Agreement A and the Property Agreement B, collectively the “**Property Agreements**”) entered into among the Property Buyer as purchaser, the Company as guarantor and Huron Property Investments Limited as seller in relation to the sale and purchase of the land at Euxton Lane Sports and Social Club, Euxton Lane, Euxton, Chorley, PR7 6DL (copies of the Property Agreement C are marked “D” and produced to the EGM and signed by the chairman of the EGM for identification purpose) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved; and
- (e) any one or more of the director(s) of the Company be and is/are hereby authorised to do all such acts and things and execute and deliver all such documents and deeds (including any supplemental agreement) whether under the common seal of the Company or otherwise which he/she/they considers necessary or expedient to give effect to the Share Purchase Agreement (including but not limited to extending the long stop date provided under the Share Purchase Agreement), the Property Agreements and the transactions contemplated thereunder and/or to protect the interests of the Company, the Purchaser and the Property Buyer in relation to the Share Purchase Agreement, the Property Agreements and the transactions contemplated thereunder, in each case in such manner as may be deemed appropriate by such director(s).”

Yours faithfully,
By Order of the Board
International Entertainment Corporation
Dr. Choi Chiu Fai Stanley
Chairman

Hong Kong, 9 October 2018

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Cayman Islands

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business in Hong Kong:*
18th Floor, Three Exchange Square
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Notes:

- (1) A member of the Company entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or if he/she is the holder of two or more shares, more than one proxy to attend and, subject to the provisions of the memorandum of association and articles of association of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. 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) In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Ltd. at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the EGM or any adjournment thereof, should he so wish.
- (3) The register of members of the Company will be closed from Monday, 29 October 2018 to Friday, 2 November 2018, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the forthcoming EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Friday, 26 October 2018.
- (4) Completion and return of an instrument appointing a proxy will not preclude a member of the Company from attending and voting in person at the EGM and/or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolutions will be decided by way of poll.

As at the date of this notice, the executive directors of the Company are Dr. Choi Chiu Fai Stanley, Mr. Zhang Yan Min and Mr. Chan Chun Yiu Thomas; and the independent non-executive directors of the Company are Ms. Lu Gloria Yi, Mr. Sun Jiong and Mr. Ha Kee Choy Eugene.