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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 (the “**Company**”) will be held at 11:30 a.m. on Friday, 29 May 2020 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 resolution as ordinary resolution. Unless otherwise specified, capitalised terms used in this notice shall have the same meanings as defined in the circular of the Company dated 8 May 2020.

ORDINARY RESOLUTION

“**THAT:**

- (a) the sale and purchase agreement dated 14 February 2020 (the “**Sale and Purchase Agreement**”) and the supplemental agreement dated 5 May 2020 (the “**Supplemental Agreement**”) entered into between the Company as the seller and Next Leader Fund, L.P. as the purchaser in relation to the sale and purchase of the entire issued share capital of Newworth Ventures Limited, a wholly-owned subsidiary of the Company (copy of each of the Sale and Purchase Agreement and the Supplemental Agreement are marked “A” and “B” respectively 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 terms of, and the Company’s entry into and performance of, the loan agreement (the “**Loan Agreement**”) to be entered into between the Company as the lender and Wigan Athletic A.F.C. Limited as the borrower (copy of the Loan Agreement is marked “C” and produced to the EGM and signed by the chairman of the EGM for identification purpose) including the Deed of Guarantee, be and are hereby approved; and

- (c) any one or more of the director(s) of the Company (the “**Directors**”) 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 Sale and Purchase Agreement (including but not limited to extending the long stop date provided under the Sale and Purchase Agreement), the Loan Agreement and the respective transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Sale and Purchase Agreement and the Loan Agreement) as are, in the opinion of such Director(s), in the interests of the Company and its shareholders as a whole.”

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

Hong Kong, 8 May 2020

Registered office:

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Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Head office and principal place
of business in Hong Kong:*

Units 2109–10 21st Floor
Wing On House
No. 71 Des Voeux Road Central
Hong Kong

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 Limited 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, 25 May 2020 to Friday, 29 May 2020, 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, 22 May 2020.

- (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 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.