



# INTERNATIONAL ENTERTAINMENT CORPORATION

## 國際娛樂有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01009)

### FORM OF PROXY

Form of proxy for use by shareholders at the extraordinary general meeting (the “Meeting”) of International Entertainment Corporation (the “Company”) to 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 (or any adjournment thereof)

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ <sup>(note 2)</sup> shares of HK\$1.00 each in the share capital of the Company, **HEREBY APPOINT** the chairman of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy <sup>(note 3)</sup>, to attend and vote for me/us and on my/our behalf at the Meeting to 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 and at any adjournment thereof and to vote on my/our behalf as directed below.

Capitalised terms used in this form of proxy shall have the same meaning as those defined in the circular of the Company dated 8 May 2020 unless content requires otherwise.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast <sup>(note 4)</sup>.

ORDINARY RESOLUTION	FOR	AGAINST
To (i) ratify, confirm and approve the Sale and Purchase Agreement, the Supplemental Agreement and the transactions contemplated thereunder; (ii) approve the terms of, and the Company’s entry into and performance of, the Loan Agreement (including the Deed of Guarantee); and (iii) authorise any one or more of the Director(s) 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		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2020 Shareholder’s signature \_\_\_\_\_ <sup>(notes 5, 6, 7 and 8)</sup>

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- A proxy need not be a shareholder of the Company. If you wish to appoint some person other than the chairman of the Meeting as your proxy, please delete the words “the chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the boxes marked “Against”. If this form of proxy returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- This form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, no later than 11:30 a.m. on Wednesday, 27 May 2020 (Hong Kong time).
- Any alteration made to this form of proxy should be initialled by the person who signs the form.

The description of the resolution in this form is by way of summary only. Please refer to the notice of the Meeting dated 8 May 2020 for the full text of the resolution.

#### PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”), which include your and your proxy’s name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this form of proxy (the “Purposes”). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its share registrar and/or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Computershare Hong Kong Investor Services Limited at the above address.