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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 on Thursday, 26 February 2026 at 11:00 a.m. at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Central, Hong Kong for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions:

Specific Mandate

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the Subscription Agreement dated 17 November 2025 (the “**Subscription Agreement**”, a copy of which has been produced to the EGM and marked “A” and initialled by the chairman of the EGM for identification purpose) entered into between the Company and DigiPlus Interactive Corp. (the “**Subscriber**”), pursuant to which the Company has conditionally agreed to issue and the Subscriber has conditionally agreed to subscribe for the convertible notes (the “**Convertible Notes**”) in the aggregate amount of up to HK\$1.6 billion at the interest rate of 3% per annum issuable by the Company to the Subscriber in full in two tranches at the initial conversion price of HK\$1 per ordinary share of the Company (the “**Conversion Share(s)**”) (the “**Subscription**”) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the Conversion Shares, the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate for the allotment and issue of the Conversion Shares in accordance with the terms of the Subscription Agreement; and

- (c) any one Director be and is hereby authorised to do all such acts and things and sign, execute and deliver all documents (including affixing the common seal of the Company if appropriate) and take all steps which he or she considers necessary, desirable or expedient to carry out or to give effect to the Subscription Agreement and the transactions contemplated thereunder.”

Special Deal

ORDINARY RESOLUTION

2. “**THAT** subject to the consent of the Executive Director (the “**Executive**”) of the Securities and Futures Commission or any of his/her delegates pursuant to Rule 25 of the Codes on Takeovers and Mergers and Share Buy-backs (the “**Takeovers Code**”), the early repayment of the promissory notes in the total principal amount of approximately HK\$467.99 million and the interest accrued thereon, issued by the Company to Future Growth Opportunity Fund SPC — Future Growth Opportunity Fund SP1 (the “**PN Holder**”) (the “**Special Deal**”), using part of the proceeds raised from the issue of the Convertible Notes which constitutes a special deal under Rule 25 of the Takeovers Code, be and is hereby approved.”

Whitewash Waiver

ORDINARY RESOLUTION

3. “**THAT** the Subscription Agreement and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed.”

SPECIAL RESOLUTION

4. “**THAT** conditional upon (i) the passing of resolution numbered 3 above and (ii) subject to the Executive granting a whitewash waiver pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code waiving any obligation on the part of the Subscriber to make a mandatory offer for all the issued shares of the Company and other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) not already owned or agreed to be acquired by the Subscriber and the parties acting in concert with it which might otherwise arise as a result of the allotting and issuing to the Subscriber of the shares pursuant to the conversion of the Convertible Notes (the “**Whitewash Waiver**”), the Whitewash Waiver be and is hereby approved, and that any one Director be and is hereby authorised to do all such acts and things and sign, execute and deliver all documents (including affixing the common seal of the Company if appropriate) and take all steps which he or she considers necessary, desirable or expedient to carry out or to give effect to any matters relating to or in connection with the Whitewash Waiver.”

By Order of the Board
International Entertainment Corporation
Ho Wong Meng
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 9 February 2026

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

Suites 1802–1803, 18/F.
Three Exchange Square
8 Connaught Place
Central, Hong Kong

Registered office:

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

Notes:

1. Resolutions numbered 2, 3 and 4 will be voted on by the independent shareholders of the Company (the **“Independent Shareholders”**). The Independent Shareholders are the Company’s shareholders (the **“Shareholders”**) other than (i) the Subscriber, its associates, and any parties acting in concert with it; (ii) the PN Holder and (iii) all other Shareholders who are involved in or interested in the Subscription, the Whitewash Waiver and/or the Special Deal.
2. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares of the Company (**“Shares”**) may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
3. The instrument appointing a proxy shall be in such form as the board of directors of the Company (the **“Board”**) may determine and in the absence of such determination, shall be in writing signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or signed by an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
4. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened or any adjourned meeting thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding. Several executors or administrators of a deceased member in whose name any Share stands shall for the purposes of the articles of association of the Company be deemed joint holders thereof.

6. The register of members of the Company will be closed from Monday, 23 February 2026 to Thursday, 26 February 2026 (both dates inclusive) during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Friday, 20 February 2026 for registration. The record date for attending and voting at the EGM is Thursday, 26 February 2026.
7. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all votes of the Shareholders at the meeting will be taken by poll and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and of the Company (www.ientcorp.com).
8. The translation into Chinese language of the notice convening the meeting is for reference only. In case of any inconsistency or discrepancy, the English version shall prevail.
9. **BAD WEATHER ARRANGEMENTS:**

If tropical cyclone warning signal no. 8 or above is hoisted, "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force at 9 a.m. on Thursday, 26 February 2026, the EGM will not be held on that day but will automatically be postponed and, by virtue of this notice, be held at the same time and place on Friday, 27 February 2026. Shareholders may call the Company at (852) 2869 8117 during business hours from 9:00 a.m. to 6:00 p.m. from Monday to Friday, excluding public holidays, for details of the alternative meeting arrangements.

In the event the EGM is postponed as mentioned above, all forms of proxy deposited with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, for the purpose of the EGM will remain valid for the adjourned EGM. The book closure period for ascertaining the rights of the Shareholders who shall be entitled to attend and vote at the EGM remains unchanged.

The EGM 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. Shareholders should make their own decision as to whether they would attend the EGM under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.

As at the date of this notice, the Board comprises two executive Directors, namely Mr. Ho Wong Meng and Mr. Aurelio Jr. Dizon Tablante, and three independent non-executive Directors, namely Mr. Cheng Hong Wai, Mr. Luk Ching Kwan Corio and Ms. Danica Ramos Lumawig.