

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **INTERNATIONAL ENTERTAINMENT CORPORATION**

**國際娛樂有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 01009)**

### **(1) POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 26 FEBRUARY 2026 AND (2) NO CHANGE IN THE ADVICE OF THE INDEPENDENT FINANCIAL ADVISER**

References are made to the circular (the “**Circular**”) of International Entertainment Corporation (the “**Company**”) dated 9 February 2026 and the proposed resolutions (the “**Resolutions**”) set out in the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of the Company dated 9 February 2026. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings given to them in the Circular.

At the EGM held on 26 February 2026, a poll was demanded by the chairman of the EGM for voting on all proposed resolutions as set out in the Notice.

As at the date of the EGM, the number of issued Shares of the Company was 1,369,157,235, which was the total number of Shares entitling the Shareholders to attend and vote for or against all resolutions at the EGM (the “**Existing Shares**”). The PN Holder was interested in 41,160,000 Existing Shares. The Subscriber, its associates and concert parties, the PN Holder and all other Shareholders who were involved in or interested in the Subscription, the Whitewash Waiver and/or the Special Deal whom held Existing Shares had abstained from voting on resolutions numbered 2, 3 and 4, being resolutions in relation to the Special Deal and the Whitewash Waiver, whilst Shareholders of 1,327,997,235 Existing Shares were entitled to attend and vote for or against on resolutions numbered 2, 3, and 4.

The EGM was chaired by Mr. Luk Ching Kwan Corio, who is disinterested and independent in the Specific Mandate, Special Deal and Whitewash Waiver and not acting in concert with the Subscriber, PN Holder and parties acting in concert with any of them under the Takeovers Code. All Directors attended the EGM in person or by electronic means.

## POLL RESULTS OF THE EGM

The poll at the EGM was scrutinized by Computershare Hong Kong Investor Services Limited, the Company's branch share registrar in Hong Kong. All Resolutions were approved by the Shareholders or the Independent Shareholders (as the case may be) and the poll results were as follows:

<b>ORDINARY RESOLUTIONS</b> <i>(Note)</i>		<b>Number of votes</b> <i>(Approximate %)</i>	
		<b>For</b>	<b>Against</b>
1.	To approve, ratify and confirm the Subscription Agreement and the transactions contemplated thereunder (including the issue of the Convertible Notes), to grant a specific mandate to the Directors for the allotment and issue of the Conversion Shares, and to authorise any one Director to do all such acts and things to carry out or give effect to the Subscription Agreement and the transactions contemplated thereunder.	951,616,636 (100%)	0 (0%)
2.	To approve the Special Deal (being the early repayment of the promissory notes by using part of the proceeds raised from the issue of the Convertible Notes), subject to the consent of the Executive of the Securities and Futures Commission or his/her delegates pursuant to Rule 25 of the Takeovers Code.	951,616,636 (100%)	0 (0%)
3.	To approve, ratify and confirm the Subscription Agreement and the transactions contemplated thereunder.	951,616,636 (100%)	0 (0%)
<b>SPECIAL RESOLUTION</b> <i>(Note)</i>			
4.	To approve the Whitewash Waiver granted or to be granted by the Executive pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code, and to authorise any one Director to do all such acts and things to carry out or give effect to any matters relating to or in connection with the Whitewash Waiver.	951,616,636 (100%)	0 (0%)

*Note:* The description of each resolution herein is by way of summary only. The full text of the resolutions is set out in the Notice.

As more than 75% of the votes were cast in favour of the Special Resolution numbered 4, the Special Resolution was duly passed as special resolution of the Company by the Independent Shareholders at the EGM by way of poll. As more than 50% of the votes were cast in favour of each of the Ordinary Resolutions numbered 1, 2 and 3, such Ordinary Resolutions were duly passed as ordinary resolutions of the Company by the Shareholders or the Independent Shareholders (as the case may be) at the EGM by way of poll.

## EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately upon full conversion of the Notes (assuming that there will be no change in the issued share capital of the Company from the date of this announcement up to the full conversion of the Notes) are as follows:

	(i) As at the date of this announcement		(ii) Immediately upon full conversion of the Notes at the initial Conversion Price	
	<i>Approximate Shares</i>	<i>Approximate %</i>	<i>Approximate Shares</i>	<i>Approximate %</i>
Excite Opportunity Fund L.P. <i>(Note 1)</i>	260,000,000	18.99	260,000,000	8.76
Eriska Investment Fund Ltd <i>(Note 2)</i>	131,800,000	9.63	131,800,000	4.44
The Subscriber	—	—	1,600,000,000	53.89
Other public Shareholders <i>(Note 3)</i>	<u>977,357,235</u>	<u>71.38</u>	<u>977,357,235</u>	<u>32.91</u>
Total	<u><u>1,369,157,235</u></u>	<u><u>100.00</u></u>	<u><u>2,969,157,235</u></u>	<u><u>100.00</u></u>

### Notes:

- As at the date of this announcement, the Shares were held by Excite Opportunity Fund L.P., an exempted limited partnership established in accordance with the Exempted Limited Partnership Law of the Cayman Islands, and managed by Excite Investments Holdings Limited (as general partner) which was wholly-owned by Mr. Ho Wong Meng (“**Mr. Ho**”), an executive Director. Excite Opportunity Fund L.P. was owned as to 100% by Glorious Future Fund SPC as limited partner, whose management shares were held by AG Investment Management Company Limited in its capacity as investment manager. AG Investment Management Company Limited was wholly-owned by Mr. Tang Yuk Fan. Accordingly, each of Glorious Future Fund SPC, AG Investment Management Company Limited, Mr. Tang Yuk Fan and Mr. Ho was deemed to be interested in the Shares held by Excite Opportunity Fund L.P. under the SFO.
- Based on the information available on the LEI (Legal Entity Identification) public register (the “**LEI Public Register**”) as at the date of this announcement, the direct parent and ultimate parent of Eriska Investment Fund Ltd was M.I.H. International Ltd. Based on the information available on the LEI Public Register as at the date of this announcement, the parents of M.I.H. International Ltd. were natural persons in respect of which the direct parent exception and ultimate parent exception were reported. No further information on the direct parent and ultimate parent of M.I.H. International Ltd. was provided on the LEI Public Register. As at the date of this announcement, none of the Directors owned any shares of Eriska Investment Fund Ltd.
- As at the date of this announcement, apart from Mr. Ho, an executive Director, who was deemed interested in 260,000,000 Shares as disclosed in Note 1 above, none of the Directors was interested in any Shares.

## **GRANT OF WHITEWASH WAIVER**

The Executive has granted the Whitewash Waiver, subject to:

- (i) approval by at least 75% of the votes cast by the Independent Shareholders in person or by proxy at the EGM by way of poll in respect of the Whitewash Waiver;
- (ii) approval by more than 50% of the votes cast by the Independent Shareholders in person or by proxy at the EGM by way of poll in respect of the Subscription Agreement and the transaction contemplated thereunder; and
- (iii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Subscriber and parties acting in concert with it between the Announcement and the Completion.

As at the date of this announcement, the aforesaid conditions (i) and (ii) have been fulfilled.

## **CONSENT TO SPECIAL DEAL**

The Executive has granted consent for the Special Deal subject to approval by more than 50% of the votes cast by the Independent Shareholders in person or by proxy at the EGM by way of poll in respect of the Special Deal, which has been fulfilled as at the date of this announcement.

## **STATUS OF FULFILMENT OF CONDITIONS PRECEDENT OF SUBSCRIPTION AGREEMENT**

As disclosed in the Circular, the First Completion is conditional upon satisfaction (or wavier) of the following conditions precedent:

- (i) the approval by more than 50% of the votes cast by the Shareholders at the EGM in respect of the issue of the Conversion Shares under the Specific Mandate;
- (ii) (a) the approval by at least 75% of the votes cast by the Independent Shareholders at the EGM in respect of the Whitewash Waiver;
- (b) the approval by more than 50% of the votes cast by the Independent Shareholders at the EGM in respect of the Subscription Agreement and the transactions contemplated thereunder; and
- (c) the approval by more than 50% of the votes cast by the Independent Shareholders at the EGM in respect of the Special Deal;
- (iii) the granting of the Whitewash Waiver by the Executive pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code of the obligation on the part of the Subscriber and the parties acting in concert with it to make a mandatory general offer for all the Shares and other securities of the Company (other than those already owned or agreed to be acquired by the Subscriber and its concert parties) as a result of the issue and allotment of the Conversion Shares pursuant to the conversion of the Notes, and the Whitewash Waiver remaining in full force and effect;

- (iv) the Executive having consented to the Special Deal pursuant to Note 5 to Rule 25 of the Takeovers Code;
- (v) the Listing Committee having granted (either unconditionally or subject to conditions) listing of, and permission to deal in, the Conversion Shares;
- (vi) the warranties made by the Company in the Subscription Agreement being true, complete and accurate and not misleading in all material respects when made and shall be true, complete and accurate, and not misleading in all material respects as at the First Completion as if made at the First Completion; and
- (vii) the warranties made by the Subscriber in the Subscription Agreement being true, complete and accurate and not misleading in all material respects when made and shall be true, complete and accurate, and not misleading in all material respects as at the First Completion as if made at the First Completion.

The Second Completion is conditional upon the satisfaction (or waiver) of following conditions precedent:

- (viii) the warranties made by the Company in the Subscription Agreement being true, complete and accurate and not misleading in all material respects when made and shall be true, complete and accurate, and not misleading in all material respects as at the Second Completion as if made at the Second Completion; and
- (ix) the warranties made by the Subscriber in the Subscription Agreement being true, complete and accurate and not misleading in all material respects when made and shall be true, complete and accurate, and not misleading in all material respects as at the Second Completion as if made at the Second Completion.

As at the date of this announcement, the aforesaid conditions precedent (i) to (iv) for the First Completion have been fulfilled.

Further announcement will be made upon Completion of the Subscription Agreement and issuance of the Notes.

## **NO CHANGE IN THE ADVICE OF THE INDEPENDENT FINANCIAL ADVISER**

Reference is made to the interim results announcement of the Company for the six months ended 31 December 2025 dated 25 February 2026 (the “**2025 Interim Results**”).

As disclosed in the Circular, the Independent Financial Adviser has been appointed to advise the Independent Board Committee in respect of the Subscription Agreement, the Whitewash Waiver and the Special Deal, and in such regard, the Independent Financial Adviser has advised that the Subscription Agreement, the Whitewash Waiver and the Special Deal are fair and reasonable so far as the Independent Shareholders are concerned, and in the interests of the Company and the Independent Shareholders as a whole and as far as the Independent Shareholders are concerned. The Independent Financial Adviser recommended the Independent Board Committee to advise the Independent Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM to approve the Subscription Agreement and the transactions contemplated thereunder, the Whitewash Waiver and the Special Deal. The Independent Financial Adviser has confirmed to the Company that the information in the 2025 Interim Results does not affect their advice in relation to the Subscription Agreement, the Whitewash Waiver and the Special Deal as set out in the section headed “Letter from the Independent Financial Adviser” in the Circular, and as such there is no change in their advice and recommendation.

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

Hong Kong, 26 February 2026

*As at the date of this announcement, 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.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm that, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.*