



# INTERNATIONAL ENTERTAINMENT CORPORATION

## 國際娛樂有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8118)

### FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We <sup>(note 1)</sup> \_\_\_\_\_ being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ ordinary shares of HK\$1.00 each in the share capital of International Entertainment Corporation (the "Company"), HEREBY APPOINT <sup>(note 3)</sup> the chairman of the annual general meeting, or \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend for me/us at the annual general meeting (and at any adjournment thereof) of the Company to be held on Thursday, 27 August 2009 at 11:00 a.m. at Meeting Room S225, Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit, and in respect of any other business that may be properly come before the meeting.

ORDINARY BUSINESS		For <sup>(note 4)</sup>	Against <sup>(note 4)</sup>
1.	To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (the "Directors") and the auditor for the year ended 31 March 2009.		
2.	A. To re-elect the Directors a. Dr. Cheng Kar Shun b. Mr. To Hin Tsun, Gerald c. Mr. Kwee Chong Kok, Michael	a. b. c.	a. b. c.
	B. To authorise the board of the Directors (the "Board") to fix the remuneration of the Directors.		
3.	To re-appoint auditor and authorise the Board to fix the remuneration of the auditor.		
ORDINARY RESOLUTIONS			
4(I).	To grant the Directors general mandate to issue shares.		
4(II).	To grant the Directors general mandate to repurchase shares.		
4(III).	To extend the general mandate granted to the Directors to issue, allot and deal with shares by the number of shares repurchased.		

Signature(s) <sup>(note 5)</sup>: \_\_\_\_\_

Date: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the chairman is preferred, please strike out "the chairman of the annual general meeting or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE RELEVANT BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- Any member of the Company entitled to attend and vote at the meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the general meeting of the Company. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation shall be entitled to exercise the same powers on behalf of the member of the Company which he or they represent as such member of the Company could exercise.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of 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.
- The instrument appointing a proxy and (if required by the board of directors of the Company) 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 Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjourned meeting thereof at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of the meeting or any adjourned meeting thereof, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
- Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Where there are joint holders of any share of the Company, 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 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 of the Company in respect of the joint holding.