

THIS OFFER DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the Offer, this Offer Document and/or the accompanying Form of Acceptance or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in International Entertainment Corporation, you should at once hand this Offer Document and the accompanying Form of Acceptance to the purchaser(s) or transferee(s) or to the bank or licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s). This Offer Document should be read in conjunction with the accompanying Form of Acceptance, the contents of which form part of the terms of the Offer contained herein.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this Offer Document and the Form of Acceptance, make no representation as to their 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 Offer Document and the Form of Acceptance.

BRIGHTEN PATH LIMITED

(Incorporated in the British Virgin Islands with limited liability)

**OFFER DOCUMENT IN RELATION TO
MANDATORY UNCONDITIONAL CASH OFFER BY**



**FOR AND ON BEHALF OF
BRIGHTEN PATH LIMITED
TO ACQUIRE ALL THE ISSUED SHARES OF
INTERNATIONAL ENTERTAINMENT CORPORATION
(OTHER THAN THOSE ALREADY OWNED BY
BRIGHTEN PATH LIMITED
AND PARTIES ACTING IN CONCERT WITH IT)**

Financial adviser to Offeror

VEDA | CAPITAL
智 略 資 本

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this Offer Document.

A letter from Head & Shoulders Securities containing, among other things, details of the terms of the Offer is set out on pages 7 to 22 of this Offer Document.

The procedures for acceptance and settlement of the Offer and other related information are set out in Appendix I to this Offer Document and in the accompanying Form of Acceptance. Acceptance of the Offer should be received by the Registrar no later than 4:00 p.m. on Friday, 9 June 2017 or such later time and/or date as the Offeror may determine and announce, in accordance with the requirements under the Takeovers Code.

Persons including, without limitation, custodians, nominees and trustees, who would, or otherwise intend to, forward this Offer Document and/or the Form of Acceptance to any jurisdiction outside Hong Kong, should read the details in this regard which are contained in the paragraph headed “Important Note to the Overseas Shareholders” in the “Letter from Head & Shoulders Securities” in this Offer Document before taking any action. It is the responsibility of each Overseas Shareholder wishing to accept the Offer to satisfy himself, herself or itself as to the full observance of the laws and regulations of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents and any registration or filing which may be required and the compliance with all necessary formalities, regulatory and/or legal requirements. Overseas Shareholders are advised to seek professional advice on deciding whether or not to accept the Offer.

This Offer Document will remain on the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.ientcorp.com as long as the Offer remains open for acceptance.

12 May 2017

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 This circular is printed on environmentally friendly paper

EXPECTED TIMETABLE

The timetable set out below is indicative only and may be subject to change. Further announcement(s) will be made in the event of any changes to the timetable as and when appropriate.

2017

Despatch date of this Offer Document and the Form of Acceptance and commencement date of the Offer (<i>Note 1</i>).....	Friday, 12 May
Latest date for the posting of the Response Document (<i>Note 2</i>)	Friday, 26 May
Latest time and date for acceptance of the Offer (<i>Notes 3 and 5</i>).....	4:00 p.m. on Friday, 9 June
Closing Date (<i>Note 3</i>)	Friday, 9 June
Announcement of the results of the Offer to be posted on the websites of the Stock Exchange and the Company (<i>Note 3</i>) ..	not later than 7:00 p.m. on Friday, 9 June
Latest date of posting of remittances for the amounts due in respect of valid acceptances received under the Offer (<i>Notes 4 and 5</i>).....	Tuesday, 20 June

Notes:

1. The Offer, which is unconditional, is made on the date of posting of this Offer Document, and is capable of acceptance on and from that date until the Closing Date. Acceptance of the Offer shall be irrevocable and shall not be capable of being withdrawn, except in the circumstances set out in the section headed “Right of Withdrawal” in Appendix I to this Offer Document.
2. In accordance with the Takeovers Code, the Company is required to post the Response Document to the Shareholders within 14 days from the posting of the Offer Document, unless the Executive consents to a later date and the Offeror agrees to extend the closing date by the number of days in respect of which the delay in the posting of the Response Document is agreed.
3. In accordance with the Takeovers Code, where the Response Document is posted after the date on which the Offer Document is posted, the Offer must initially be opened for acceptance for at least 28 days following the date on which this Offer Document is posted. The latest time for acceptance is at 4:00 p.m. on Friday, 9 June 2017 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. An announcement will be published on the websites of the Stock Exchange and the Company by 7:00 p.m. on Friday, 9 June 2017 stating whether the Offer has been extended, revised or expired. In the event that the Offeror decides to extend the Offer and the announcement does not specify the next closing date, at least 14 days’ notice by way of an announcement will be given before the Offer is closed to the Independent Shareholders who have not accepted the Offer.
4. Remittances in respect of the cash consideration payable for the Offer Shares tendered under the Offer will be made as soon as possible, but in any event within seven Business Days following the date of receipt of a duly completed acceptance in accordance with the Takeovers Code.
5. If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning:
 - (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer and the posting of remittances will remain at 4:00 p.m. on the same Business Day; or

EXPECTED TIMETABLE

- (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer and the posting of remittances will be rescheduled to 4:00 p.m. on the following Business Day.

All times and dates in this Offer Document and the Form of Acceptance shall refer to Hong Kong times and dates.

DEFINITIONS

In this Offer Document, unless the context otherwise requires, the following expressions shall have the following meanings:

“1st Joint Announcement”	the joint announcement dated 14 February 2017 issued by the Company and the Offeror in respect of, among other things, the Sale and Purchase Agreement and the Offer
“2nd Joint Announcement”	the joint announcement dated 10 May 2017 jointly issued by the Company and the Offeror regarding the revision of the terms of the Offer by (i) increasing the Offer Price from HK\$1.600 to HK\$1.644 per Offer Share; and (ii) offering the Independent Shareholders the Deferred Settlement Alternative (as defined hereinafter in the Letter from Head & Shoulders Securities)
“acting in concert”	has the meaning ascribed to it under the Takeovers Code
“Additional Facility”	a term loan facility of up to HK\$23,500,000 granted by Head & Shoulders Securities to the Offeror to finance the amount payable by the Offeror upon acceptance of the Offer
“Amendment Deed(s)”	two amendment deeds dated 9 May 2017 entered into by, among others, the Offeror and the Vendor to amend the terms of the Loan Note and the Facility
“associates”	has the meaning ascribed to it under the Takeovers Code
“Board”	the board of Directors
“Business Day”	a day on which the Stock Exchange is open for the transaction of business
“BVI”	the British Virgin Islands
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Closing Date”	Friday, 9 June 2017, the closing date of the Offer, which is 28 days after the date on which this Offer Document is posted, or if the Offer is extended, any subsequent closing date of the Offer as extended and announced by the Offeror in accordance with the Takeovers Code
“Company”	International Entertainment Corporation (國際娛樂有限公司), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the main board of the Stock Exchange (Stock Code: 01009)

DEFINITIONS

“Completion”	completion of the sale and purchase of the Sale Shares under the Sale and Purchase Agreement, which took place on 10 February 2017
“Consideration”	HK\$1,222,037,680, being the total consideration for the Sale Shares
“Controlling Shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Dr. Choi”	Dr. Choi Chiu Fai Stanley, being the sole director and sole shareholder of Head and Shoulders Direct Investment
“Encumbrance”	means (a) any mortgage, charge, pledge, lien, hypothecation, encumbrance or other security arrangement of any kind; (b) any option, equity, claim, adverse interest or other third party right of any kind; (c) any arrangement by which any right is subordinated to any right of such third party; or (d) any contractual right of set-off, including any agreement or commitment to create or procure to create, or to permit or suffer to be created or subsisted any of the above
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director
“Facility”	a term loan facility (as amended by the relevant Amendment Deed) of up to HK\$476,500,000 granted by the Vendor to the Offeror to finance the amount payable by the Offeror upon acceptance of the Offer, which is secured by (i) the personal guarantee granted by Dr. Choi in favour of the Vendor; and (ii) the charge over the Offer Shares to be acquired pursuant to the Offer granted by the Offeror in favour of the Vendor
“Form of Acceptance”	the form of acceptance and transfer of Shares in respect of the Offer which accompanies this Offer Document
“Group”	the Company and its subsidiaries from time to time

DEFINITIONS

“Head and Shoulders Direct Investment”	Head and Shoulders Direct Investment Limited, a company incorporated in the BVI with limited liability and wholly and beneficially owned by Dr. Choi
“Head & Shoulders Securities”	Head & Shoulders Securities Limited, a licensed corporation to carry on business in type 1 (dealing in securities) and type 4 (advising on securities) regulated activities under the SFO and the agent making the Offer on behalf of the Offeror
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Independent Shareholder(s)”	Shareholder(s) other than the Offeror and parties acting in concert with it
“Last Trading Day”	10 February 2017, being the last day on which the Shares were traded on the Stock Exchange prior to the temporary halt in trading of the Shares pending the release of the 1st Joint Announcement
“Latest Practicable Date”	10 May 2017, being the latest practicable date prior to the printing of this Offer Document for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan Note”	a loan note in the principal amount of HK\$622,037,680 issued by the Offeror in favour of the Vendor pursuant to the Sale and Purchase Agreement
“Offer”	the unconditional mandatory cash offer to be made by Head & Shoulders Securities for and on behalf of the Offeror for all the issued Shares (other than those already owned by the Offeror and parties acting in concert with it) in accordance with Rule 26.1 of the Takeovers Code, terms of which have been revised by the Offeror as set out in the 2nd Joint Announcement
“Offer Document”	this offer document issued by the Offeror, which sets out, among others, details of the Offer in accordance with the Takeovers Code

DEFINITIONS

“Offer Period”	has the meaning ascribed to it under the Takeovers Code, being the period commencing from 14 February 2017 and ending on the Closing Date
“Offer Price”	the price at which the Offer is made, being HK\$1.644 per Offer Share
“Offer Share(s)”	all issued Shares, other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it (including the Remaining Shares)
“Offeror”	Brighten Path Limited, a company incorporated in the BVI, being the purchaser of the Sale Shares under the Sale and Purchase Agreement and the offeror of the Offer
“Overseas Shareholder(s)”	Independent Shareholder(s) whose address(es) as stated in the register of members of the Company is or are outside Hong Kong
“PRC” or “China”	the People’s Republic of China excluding, for the purpose of this Offer Document, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Registrar”	Computershare Hong Kong Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong
“Relevant Period”	the period commencing on the date falling six months preceding 14 February 2017, being the date of commencement of the Offer Period, and ending on and including the Latest Practicable Date
“Remaining Shares”	118,000,000 Shares, representing approximately 10.01% of the entire issued share capital of the Company as at the Latest Practicable Date, held by the Vendor immediately after Completion
“Response Document”	the response document in respect of the Offer Document required to be issued by the Company to the Independent Shareholders in accordance with the Takeovers Code
“Revised Loan Note”	the Loan Note (as amended by the relevant Amendment Deed), of which a principal amount of HK\$522,037,680 was outstanding as at the Latest Practicable Date

DEFINITIONS

“Sale and Purchase Agreement”	the sale and purchase agreement dated 10 February 2017 entered into between the Vendor as vendor and the Offeror as purchaser in respect of the sale and purchase of the Sale Shares
“Sale Share(s)”	a total of 763,773,550 Shares, representing approximately 64.77% of the entire issued share capital of the Company as at the Latest Practicable Date
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) with par value of HK\$1.00 each in the share capital of the Company
“Share Charge”	the charge over the Sale Shares in favour of the Vendor granted by the Offeror as security under the Loan Note
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers published by the SFC, as amended, supplemented or otherwise modified from time to time
“Veda Capital”	Veda Capital Limited, a licensed corporation permitted to carry out business in type 6 (advising on corporate finance) regulated activity under the SFO, which is appointed as the financial adviser to the Offeror in respect of the Offer
“Vendor”	Mediastar International Limited, a company incorporated in the BVI, the vendor of the Sale Shares under the Sale and Purchase Agreement and a Controlling Shareholder of the Company immediately prior to Completion, which is indirectly owned as to approximately 81.03% by Chow Tai Fook Capital Limited, which is in turn owned as to approximately 48.98% and 46.65% by Cheng Yu Tung Family (Holdings) Limited and Cheng Yu Tung Family (Holdings II) Limited respectively
“%”	per cent.

DEFINITIONS

Notes:

1. All time and date references contained in this Offer Document refer to Hong Kong times and dates.
2. Certain amounts and percentage figures in this Offer Document have been subject to rounding adjustments.
3. The singular includes the plural and vice versa, unless the context otherwise requires.
4. References to any appendix, paragraph and any sub-paragraphs of them are references to the appendices to, and paragraphs of, this Offer Document and any sub-paragraphs of them respectively.
5. References to any statute or statutory provision include a statute or statutory provision which amends, consolidates or replaces the same whether before or after the date of this Offer Document.
6. Reference to one gender is a reference to all or any genders.



12 May 2017

To the Independent Shareholders

Dear Sirs,

**MANDATORY UNCONDITIONAL CASH OFFER BY
HEAD & SHOULDERS SECURITIES LIMITED
FOR AND ON BEHALF OF
THE OFFEROR TO ACQUIRE ALL THE ISSUED SHARES OF
INTERNATIONAL ENTERTAINMENT CORPORATION
(OTHER THAN THOSE ALREADY OWNED BY THE OFFEROR AND
PARTIES ACTING IN CONCERT WITH IT)**

1. INTRODUCTION

Reference is made to the 1st Joint Announcement that, on 10 February 2017 (after trading hours of the Stock Exchange), the Offeror as purchaser and the Vendor as vendor entered into the Sale and Purchase Agreement pursuant to which the Offeror purchased and the Vendor sold a total of 763,773,550 Shares, representing approximately 64.77% of the entire issued share capital of the Company as at the date of the 1st Joint Announcement, for the Consideration of HK\$1,222,037,680 (equivalent to HK\$1.600 per Sale Share).

As disclosed in the 1st Joint Announcement, the Consideration for the sale and purchase of the Sale Shares is HK\$1,222,037,680, equivalent to HK\$1.600 per Sale Share, and was paid by the Offeror in the following manner:

- (i) a sum of HK\$600,000,000 was paid by the Offeror to the Vendor in cash upon Completion; and
- (ii) the balance of the Consideration in the sum of HK\$622,037,680 was settled by the delivery of the Loan Note and the security documents thereunder in favour of the Vendor on Completion.

In addition, the consideration payable under the Offer will be financed through the Facility provided by the Vendor.

The Completion took place on 10 February 2017 in accordance with the terms of the Sale and Purchase Agreement. Immediately after Completion, the Offeror and the parties acting in concert with it (excluding the Vendor) owned a total of 763,773,550 Shares, representing approximately 64.77% of the entire issued share capital of the Company as at the Latest Practicable Date. Pursuant to Rule 26.1 of the Takeovers Code, the Offeror is required to make a mandatory unconditional cash offer for all the issued Shares, other than those already owned and/or agreed to be acquired by the Offeror or parties acting in concert with it.

LETTER FROM HEAD & SHOULDERS SECURITIES

Reference is also made to the 2nd Joint Announcement that the terms of the Offer have been revised by (i) increasing the Offer Price from HK\$1.600 to HK\$1.644 per Offer Share; and (ii) offering the Independent Shareholders the Deferred Settlement Alternative (hereinafter defined).

Given that both the Facility and the Loan Note confer favourable conditions to the Vendor, the Executive considered that both the Facility and the Loan Note are special deals under Rule 25 of the Takeovers Code.

In order to ensure that all the Shareholders are equally treated, the interest and arrangement fee under the Facility payable by the Offeror to the Vendor and the deferred payment arrangement of the balance of the Consideration under the Loan Note should also be extended to all Independent Shareholders.

In these regards, the Offeror revises the terms of the Offer while the interest and arrangement fee under the Facility payable by the Offeror to the Vendor will be reflected under the Offer Price of HK\$1.644 and the deferred payment arrangement of the balance of the Consideration under the Revised Loan Note will be extended to all Independent Shareholders through the Deferred Settlement Alternative (hereinafter defined).

This letter sets out, among other things, the details of the Offer, information on the Offeror and the intention of the Offeror regarding the Group. The terms of the Offer and the procedures of acceptance are set out in this letter, Appendix I to this Offer Document and the Form of Acceptance.

The Company is required to despatch the Response Document within 14 days after the posting of this Offer Document. Independent Shareholders are advised to read this Offer Document and the Response Document before taking any action in respect of the Offer.

2. THE OFFER

As at the Latest Practicable Date, there were 1,179,157,235 Shares in issue. The Company did not have any outstanding options, derivatives, warrants or securities which are convertible or exchangeable into Shares and had not entered into any agreement for the issue of such options, derivatives, warrants or securities which are convertible or exchangeable into Shares as at the Latest Practicable Date.

Head & Shoulders Securities, on behalf of the Offeror, makes the Offer to all the Independent Shareholders for all issued Shares (other than those Shares already owned by the Offeror and parties acting in concert with it) in compliance with Rule 26.1 of the Takeovers Code on the following basis:

For each Offer Share HK\$1.644 in cash

LETTER FROM HEAD & SHOULDERS SECURITIES

The Independent Shareholders who accept the Offer are entitled to choose **either one** of the following alternative:

- (i) **Full Settlement Alternative:** the Independent Shareholders will receive full payment of the Offer Price of HK\$1.644 per Offer Share within 7 Business Days from the date of acceptance; or
- (ii) **Deferred Settlement Alternative:** the Independent Shareholders will receive payment of HK\$0.9417 per Offer Share (i.e. approximately 57.28% of the Offer Price of HK\$1.644 per Offer Share) (the “**Offer Price First Payment**”) within 7 Business Days from the date of the acceptance while the balance of HK\$0.7023 per Offer Share (i.e. approximately 42.72% of the Offer Price of HK\$1.644 per Offer Share) (the “**Offer Price Balance Payment**”) together with interest accruing at the same interest rate as the Revised Loan Note will be settled in single or multiple payment(s) at the discretion of the Offeror on or before the date which is the earlier of (i) the maturity date of the Revised Loan Note; or (ii) the date on which the outstanding amount of the Revised Loan Note is repaid by the Offeror in full (the “**Deferred Settlement Alternative**”).

As at the Latest Practicable Date, the outstanding principal amount of the Revised Loan Note is HK\$522,037,680, representing approximately 42.72% of the Consideration. In other words, approximately 57.28% of the Consideration has been settled by the Offeror.

The arrangement of the Offer Price First Payment and the Offer Price Balance Payment is the same as the Revised Loan Note. In the event that the Offeror repays any amount of the Revised Loan Note before its maturity date, the Offer Price Balance Payment will be settled by the Offeror in the same proportion as the then amount repaid by the Offeror to the total outstanding amount of the Revised Loan Note.

The Offer is unconditional in all respects and is extended to all Shares in issue on the date of despatch of this Offer Document. The Shares to be acquired under the Offer shall be fully paid and shall be acquired free from all Encumbrances, rights of pre-emption and any other third party rights of any nature and together with all rights attaching to them on the date on which the Offer is made or subsequently becoming attached to them, including the right to receive in full all dividends and other distributions, if any, declared, made or paid on or after the date on which the Offer is made, being the date of posting of this Offer Document.

Undertaking not to dispose of the Remaining Shares

Immediately after Completion and as at the Latest Practicable Date, the Vendor held 118,000,000 Shares (being the Remaining Shares), representing approximately 10.01% of the total issued share capital of the Company. The Vendor has irrevocably undertaken to and covenanted with the Offeror that the Remaining Shares will remain beneficially owned by it from the date of the Sale and Purchase Agreement up to and including the Closing Date.

LETTER FROM HEAD & SHOULDERS SECURITIES

Comparison of value

The Offer Price of HK\$1.644 per Offer Share represents:

- (i) a discount of approximately 2.72% to the closing price of HK\$1.690 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) an increase of approximately 2.75% as compared to the original Offer Price of HK\$1.600 per Offer Share;
- (iii) a discount of approximately 7.12% to the closing price of HK\$1.770 per Share as quoted on the Stock Exchange on 15 February 2017, being the first trading date after the commencement date of the offer period;
- (iv) discount of approximately 2.14% to the closing price of HK\$1.680 per Share as quoted on the Stock Exchange on 9 May 2017, being the last trading day prior to the date of the 2nd Joint Announcement;
- (v) a premium of approximately 26.46% over the closing price of HK\$1.300 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (vi) a premium of approximately 29.86% over the average of the closing prices of approximately HK\$1.266 per Share as quoted on the Stock Exchange for the five consecutive trading days immediately prior to and including the Last Trading Day;
- (vii) a premium of approximately 33.17% over the average of the closing prices of approximately HK\$1.233 per Share as quoted on the Stock Exchange for the 10 consecutive trading days immediately prior to and including the Last Trading Day;
- (viii) a premium of approximately 37.34% over the average of the closing prices of approximately HK\$1.197 per Share as quoted on the Stock Exchange for the 30 consecutive trading days immediately prior to and including the Last Trading Day; and
- (ix) a premium of approximately 49.73% over the unaudited consolidated net asset value of the Group attributable to the Shareholders of approximately HK\$1.098 per Share as at 30 September 2016, calculated based on the Group's unaudited consolidated net assets attributable to the Shareholders of approximately HK\$1,294.2 million as at 30 September 2016 and 1,179,157,235 Shares in issue as at the date of the 2nd Joint Announcement.

Assuming that the Revised Loan Note will be repaid by the Offeror in full on the maturity date of the Revised Loan Note, the maximum price to be received by the Independent Shareholders who have chosen the Deferred Settlement Alternative will be

LETTER FROM HEAD & SHOULDERS SECURITIES

HK\$1.6788 per Share including the interest accruing from the date of this Offer Document to the maturity date of the Revised Loan Note, which represents a premium of approximately 2.12% over the Offer Price of HK\$1.644 per Offer Share.

Assuming that the Revised Loan Note is repaid by the Offeror in full on the date of this Offer Document, the price to be received by the Independent Shareholders who have chosen the Deferred Settlement Alternative will be equal to the Offer Price i.e. HK\$1.644 per Shares and no additional interest will be accrued.

Value of the Offer

Excluding the 881,773,550 Shares held by the Offeror and parties acting in concert with it (including the Remaining Shares held by the Vendor), the number of Shares subject to the Offer is 297,383,685 Shares.

Based on the Offer Price of HK\$1.644 per Offer Share and 297,383,685 Offer Shares, the Offer is valued at approximately HK\$488,898,734.

Assuming the Offer Price Balance Payment will be settled in full on the maturity date of the Loan Note on 9 November 2017 and based on the terms of the Loan Note, the maximum amount of interest on the Offer Price Balance Payment would be approximately HK\$10,356,798.

Highest and lowest Share prices

The highest and lowest closing prices of the Shares as quoted on the Stock Exchange during the Relevant Period were HK\$1.81 per Share on 22 February 2017 and HK\$1.11 per Share on 19 September 2016 and 20 September 2016, respectively.

Financial resources available to the Offeror

The Offeror intends to finance the consideration payable under the Offer through the Additional Facility provided by Head & Shoulders Securities and the Facility provided by the Vendor. Under the terms of the Facility, as security, (i) Dr. Choi has executed a personal guarantee in favour of the Vendor; and (ii) the Offeror has agreed to charge any Offer Shares acquired pursuant to the Offer in favour of the Vendor.

The Offeror does not intend that the payment of interest on, repayment of or security for any liability (contingent or otherwise) relating to the Facility and the Additional Facility granted for the financing of the consideration payable under the Offer will depend to any significant extent on the business of the Company.

Veda Capital, the financial adviser to the Offeror, is satisfied that sufficient resources are, and will remain, available to the Offeror to satisfy the amount of funds required for full acceptance of the Offer.

LETTER FROM HEAD & SHOULDERS SECURITIES

Effect of accepting the Offer

The Offer is unconditional in all respects and is not conditional upon acceptances being received in respect of a minimum number or any other conditions.

By validly accepting the Offer, the Independent Shareholders will sell their Shares to the Offeror free from all Encumbrances, rights of pre-emption and any other third party rights of any nature and together with all rights attaching to them including the right to receive in full all dividends and other distributions, if any, declared, made or paid on or after the date on which the Offer is made, being the date of this Offer Document.

Acceptance of the Offer will be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code.

Payment

For Full Settlement Alternative and the Offer Price First Payment under the Deferred Settlement Alternative, payment in cash in respect of acceptances of the Offer will be made as soon as possible but in any event, within seven Business Days of the date on which the duly completed acceptances of the Offer and the relevant documents of title in respect of such acceptances are received by the Offeror (or its agent) to render such acceptance complete and valid (the “**Valid Acceptance**”). For the Offer Price Balance Payment under the Deferred Settlement Alternative, a confirmation letter which set out a summary of the settlement arrangement under the Deferred Settlement Alternative as extracted from this Offer Document will be despatched to those Independent Shareholders who choose the Deferred Settlement Alternative by ordinary post at their own risk within seven Business Days upon the date of Valid Acceptance while payment in cash in respect of acceptances of the Offer will be made as soon as possible but in any event, within seven Business Days of the date on which the Offeror repays the Revised Loan Note. Details of the Settlement Arrangement for acceptance of the Offer are set out in the section headed “2. Settlement” in the Appendix I to this Offer Document.

Stamp duty

The seller’s Hong Kong ad valorem stamp duty arising in connection with acceptances of the Offer will be payable by the relevant Independent Shareholders at a rate of 0.1% of (i) the market value of the Offer Shares; or (ii) the consideration payable by the Offeror in respect of the relevant acceptances of the Offer, whichever is higher, and the amount of such duty will be deducted from the cash amount payable by the Offeror to the relevant Independent Shareholders accepting the Offer. The Offeror will arrange for payment of the seller’s Hong Kong ad valorem stamp duty on behalf of the relevant Independent Shareholders accepting the Offer and pay the buyer’s Hong Kong ad valorem stamp duty in connection with the acceptance of the Offer and the transfer of the Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

LETTER FROM HEAD & SHOULDERS SECURITIES

For the purpose of calculating the stamp duty in respect of the acceptances of the Offer under Deferred Settlement Alternative, the consideration payable by the Offeror in respect of the relevant acceptances of the Offer under Deferred Settlement Alternative will be calculated as “the Offer Price First Payment + the Offer Price Balance Payment + the interest accruing from the despatch date of this Offer Document up to 9 November 2017 (i.e. the maturity date of the Loan Note).”

Further terms of the Offer

Further terms of the Offer including, among other things, procedures for acceptance and settlement, the acceptance period and taxation matters are set out in Appendix I to this Offer Document and in the Form of Acceptance.

3. THE AMENDMENT DEEDS TO REVISE THE LOAN NOTE AND FACILITY

The Offeror and the Vendor have entered into the Amendment Deeds to amend the terms of the Loan Note and the Facility.

The principal terms of the Loan Note are as follows:

Issuer:	The Offeror
Noteholder:	The Vendor
Principal amount:	HK\$622,037,680 (of which a principal amount of HK\$522,037,680 is outstanding as at the Latest Practicable Date)
Maturity date:	9 November 2017 or such later date as may be agreed in writing between the Offeror and the Vendor
Interest rate:	10% per annum payable quarterly in arrears on the outstanding principal amount
Security:	The Revised Loan Note is secured by the personal guarantee executed by Dr. Choi and the share charge
Early repayment:	The Offeror may, by giving not less than five business days' notice in writing, prepay the whole or any part of the amount outstanding under the Revised Loan Note, at any time and from time to time after the date of the Revised Loan Note without any penalty and shall prepay a proportionate amount outstanding under the Revised Loan Note simultaneously upon prepayment of the whole or any part of the Offer Price Balance Payment to the Independent Shareholders

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The principal terms of the Facility (as amended by the relevant Amendment Deed) are as follows:

Borrower:	The Offeror
Lender:	The Vendor
Term loan facility:	Up to HK\$476,500,000 to finance the amount payable by the Offeror upon acceptance of the Offer
Availability period:	<p>The earlier of:</p> <ul style="list-style-type: none">(a) the date falling 3 months after the date of the agreement of the Facility i.e. 10 February 2017, which has been extended to 9 July 2017 at the request of the Offeror on 10 May 2017;(b) the 7th Business Day after the Closing Date; and(c) the date on which the Facility is fully drawn, cancelled or terminated. <p>The Facility is available for drawdown after the Additional Facility is utilised in full.</p>
Final repayment date:	the 7th Business Day after the close of the Offer, provided that to the extent any part of the Facility is drawn for the purpose of financing the Offer Price Balance Payment, the final repayment date in respect of such part of the Facility shall fall on 9 November 2017
Interest rate:	10% per annum
Arrangement fee:	HK\$4,765,000 (being 1% of the principal amount of the Facility) subject to increase by an additional sum of HK\$2,382,500 (being 0.5% of the principal amount of the Facility) in case the availability period is extended upon request in writing by the Offeror
Security:	The Facility is secured by the personal guarantee granted by Dr. Choi and charge over the Offer Shares to be acquired pursuant to the Offer granted by the Offeror in favour of the Vendor.

4. INFORMATION ON THE OFFEROR

The Offeror is a company incorporated in the BVI with limited liability. It is principally engaged in investment holding. The Offeror is wholly and beneficially owned by Head and Shoulders Direct Investment. The sole director of the Offeror is Head and Shoulders Direct Investment.

Head and Shoulders Direct Investment is a company incorporated in the BVI with limited liability, which is engaged in investment holdings. Head and Shoulders Direct Investment is wholly and beneficially owned by Dr. Choi, who is also the sole director of Head and Shoulders Direct Investment.

Dr. Choi possesses more than 20 years of experience in financial service and merger and acquisition projects. He is the chairman of Head & Shoulders Financial Group Limited. Apart from working at senior positions for different financial groups in Hong Kong, Dr. Choi has also served as a member of the senior management of various listed companies in Hong Kong. Dr. Choi is currently an executive director of Target Insurance (Holdings) Limited (a company listed on the main board of the Stock Exchange, stock code: 6161), and is an executive director and chairman of Daqing Dairy Holdings Limited (a company listed on the main board of the Stock Exchange, stock code: 1007). He was an executive director of Media Asia Group Holdings Limited (a company listed on the Growth Enterprise Market of the Stock Exchange, stock code: 8075) from October 2011 to September 2015. Dr. Choi obtained a bachelor's degree of business administration (Magna Cum Laude) from Wichita State University in 1995 and a master's degree of science from the University of Illinois at Urbana Champaign in 1996, both of which are in the United States of America. He has also obtained a doctoral degree of business administration from the City University of Hong Kong in 2013.

5. INTENTION OF THE OFFEROR IN RELATION TO THE GROUP

Immediately after Completion, the Offeror has become the Controlling Shareholder of the Company. Following the close of the Offer, the Offeror intends to continue the existing principal businesses of the Group. The Offeror will conduct a review on the existing principal businesses and the financial position of the Group for the purpose of formulating business plans and strategies for the future business development of the Group. In this regard, the Offeror may look into business opportunities and consider whether any asset disposals, asset acquisitions, business rationalisation, business divestment, fund raising, restructuring of the business and/or business diversification will be appropriate in order to enhance the long-term growth potential of the Group. Should such corporate actions materialise, further announcement(s) will be made in accordance with the Listing Rules.

Save for the Offeror's intention regarding the Group as set out above, the Offeror has no intention to (i) discontinue the employment of any employees of the Group; or (ii) redeploy the fixed assets of the Group other than those in its ordinary and usual course of business.

6. PROPOSED CHANGE TO THE BOARD COMPOSITION

The Board is currently made up of eleven Directors, comprising seven executive Directors, being Dr. Cheng Kar Shun, Mr. Lo Lin Shing, Simon, Mr. To Hin Tsun, Gerald, Mr. Cheng Kam Chiu, Stewart, Mr. Cheng Kam Bui, Wilson, Dr. Cheng Chi Kong and Mr. Cheng Chi Him; and four independent non-executive Directors, being Mr. Cheung Hon Kit, Mr. Kwee Chong Kok, Michael, Mr. Lau Wai Piu and Mr. Tsui Hing Chuen, William.

It is understood that all existing Directors will resign with effect from the day immediately after the first Closing Date and new executive and independent non-executive Directors will be appointed with effect from the Business Day immediately after the despatch of this Offer Document.

The Offeror currently intends to nominate seven new members to the Board, namely Dr. Choi, Mr. Lam Yat Ming and Mr. Zhang Yan Min as executive Directors and Mr. Ren Yunan, Ms. Lu Gloria Yi, Mr. Sun Jiong and Mr. Ha Kee Choy Eugene as independent non-executive Directors. Such appointment will only take effect from the Business Day immediately after the date of despatch of this Offer Document.

Proposed executive Directors

Dr. Choi, aged 48, possesses more than 20 years of experience in financial service and merger and acquisition projects. He is the chairman of Head & Shoulders Financial Group Limited. Apart from working at senior positions for different financial groups in Hong Kong, Dr. Choi has also served as a member of the senior management of various listed companies in Hong Kong. He is currently an executive director of Target Insurance (Holdings) Limited (a company listed on the main board of the Stock Exchange, stock code: 6161), and is an executive director and chairman of Daqing Dairy Holdings Limited (a company listed on the main board of the Stock Exchange, stock code: 1007). He was an executive director of Media Asia Group Holdings Limited (a company listed on the Growth Enterprise Market of the Stock Exchange, stock code: 8075) from October 2011 to September 2015. Dr. Choi obtained a bachelor's degree of business administration (Magna Cum Laude) from Wichita State University in 1995 and a master's degree of science from the University of Illinois at Urbana Champaign in 1996, both of which are in the United States of America. He has also obtained a doctoral degree of business administration from the City University of Hong Kong in 2013.

Dr. Choi is the sole shareholder of Head and Shoulders Direct Investment, a company incorporated in the BVI with limited liability, which in turn is the sole shareholder of the Offeror, currently the Controlling Shareholder of the Company. As at the Latest Practicable Date, Dr. Choi is deemed, by virtue of his interest in the Offeror, to be interested in 763,773,550 Shares under the SFO, representing approximately 64.77% of the issued share capital of the Company.

Mr. Lam Yat Ming, aged 57, is a director of Head & Shoulders Financial Group Limited. He possesses extensive experience in financial services, administrative and management functions, and project investment. He has served as senior management for different financial investment services companies and public listed companies in Hong

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Kong. Between September 2009 to June 2010, he was a chief operating officer of Simsen International Corporation Limited (presently known as Huarong International Financial Holdings Limited) (a company listed on the main board of the Stock Exchange, stock code: 993). Between October 2006 and July 2009, he was an executive director of Oriental Ginza Holdings Limited (presently known as Carnival Group International Holdings Limited) (a company listed on the main board of the Stock Exchange, stock code: 996). Mr. Lam graduated from the University of Newcastle Upon-Tyne in the United Kingdom with a bachelor's degree in 1985 and is a member of the Hong Kong Securities and Investment Institute.

Mr. Zhang Yan Min, aged 61, is a chief operations officer of Goldenway Capital Management (Hong Kong) Limited which is a member of Goldenway Investments Holdings Limited and graduated from Sun Yat-sen University, Guangzhou, China with a bachelor's degree in foreign language of English in 1983. He obtained a master's degree in business administration of sales and marketing from Oklahoma State University in the United States of America in 1987.

Mr. Zhang has over 28 years' experiences in commercial development, investment and business management.

He was a general manager of Lloyd's Register Industrial Technical Services (Shanghai) Co., Ltd. ("LR") from 2011 to 2016, and was responsible for managing the overall operations of LR. Mr. Zhang worked with SABIC Asia Pacific Pte. Ltd. as the country manager from 2002 to 2008, he was responsible for the sales and marketing of all its products in China. Mr. Zhang worked with SABIC (Shanghai) Trading Co., Ltd. as an investment director in its China Investment department from 2008 to 2010. Mr. Zhang was the general manager of Amylum (Group) Asia Ltd. (the "Amylum Group") from 1995 to 2000 for its subsidiary plants in Guangzhou, China, he was responsible for managing the Amylum Group's joint venture company in Guangzhou, China.

Proposed independent non-executive Directors

Mr. Ren Yunan, aged 41, has over 7 years of legal practice experience. He graduated from Peking University with a bachelor's degree in law in 1997 and received a master's degree in law from Harvard Law School in 1999. He was qualified to practise law both in Hong Kong and New York, the United States of America. He served as an executive director of investment banking department in UBS AG, Hong Kong Branch between 2008 and 2010. Mr. Ren served as a member of the board of directors and chairman of audit committee of IDI, Inc. (a company then listed on New York Stock Exchange AMEX) (currently known as Cogint, Inc. and is currently listed on the NASDAQ Stock Market) from 2012 to 2015. Mr. Ren currently holds several directorships in different listed companies, including a non-executive director of China Child Care Corporation (a company listed on the main board of the Stock Exchange, stock code: 1259); an independent non-executive director of Ronshine China Holdings Limited (a company listed on the main board of the Stock Exchange, stock code: 3301); an independent director of SPI Energy Co., Ltd. (a company listed on the NASDAQ, stock code: SPI); and a non-executive director of Labixiaoxin Snacks Group Limited (a company listed on

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the main board of the Stock Exchange, stock code: 1262). Mr. Ren currently is a managing director in private equity department of CITIC Securities International Company Limited.

Ms. Lu Gloria Yi, aged 46, has over 20 years of experience in investment banking, capital market and risk management. She was the head of equities of China Renaissance Securities (Hong Kong) Limited (“**China Renaissance**”) between 2014 and 2016 and was responsible for equity research, sales and trading, distribution and operation of both Hong Kong and the United States of America equity markets. Prior to joining China Renaissance, she was a deputy chief executive officer of China Life Franklin Asset Management Co., Limited and was responsible for its investment, research, product development, marketing and distribution as well as administrative duties. She also worked for Blackrock Asset Management North Asia Limited and Deutsche Securities Asia Limited in her professional career. She was an executive director of Global Digital Creations Holdings Limited (a company listed on the Growth Enterprise Market of the Stock Exchange, stock code: 8271) from September 2007 to September 2009. She obtained her bachelor’s degree in commerce from the University of Toronto in 1994. She is a charterholder of Chartered Financial Analyst and currently a responsible officer of Parantoux Capital Limited for type 9 regulated activity (asset management) registered with the SFC.

Mr. Sun Jiong, aged 47, is currently a vice president of Alibaba Cloud department in Taobao (China) Software Co. Ltd., a business unit of Alibaba Group, which develops and provides highly scalable cloud computing and data management services. He worked with Alibaba (China) Technology Co. Ltd from 2007 to 2010 as the general manager of its Japanese business unit. He served as a chairman of Open Associates China Co., Ltd. from November 2010 to December 2013.

Mr. Ha Kee Choy Eugene, aged 60, holds a master’s degree in business administration and is a fellow member of the Chartered Association of Certified Accountants. Mr. Ha is a director of a certified public accountants corporate practice in Hong Kong. He is currently an independent non-executive director of Daqing Dairy Holdings Limited (stock code: 1007) and China Touyun Tech Group Limited (stock code: 1332). Both companies are listed on the main board of the Stock Exchange.

He was an independent non-executive director of China Innovative Finance Group Limited (stock code: 412) (formerly known as Heritage International Holdings Limited), which is listed on the main board of the Stock Exchange, for the period from October 2005 to April 2015. Mr. Ha was also a director of 401 Holdings Limited (“**401 Holdings**”), a company listed on the main board of the Stock Exchange, for the period from 13 March 2001 to 27 July 2004. Mr. Ha had resigned from 401 Holdings well before it was subsequently wound up on 13 June 2005 and delisted with effect from 21 June 2005. During his tenure in 401 Holdings, Mr. Ha was responsible for helping the company in formulating a restructuring plan. He was not involved in 401 Holdings’ daily operation or winding up proceedings.

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Save as disclosed above, each of the seven proposed new Directors has not held any other directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

Save as disclosed above, as at the Latest Practicable Date, each of the seven proposed new Directors does not have any interest in the Shares (within the meaning of Part XV of the SFO).

Save for Dr. Choi, who is the ultimate beneficial owner of the Offeror and as disclosed above, as at the Latest Practicable Date, each of the seven proposed new Directors (i) does not hold any other positions in the Company or its subsidiaries; and (ii) does not have any other relationship with each other and the other Directors, senior management, substantial shareholders (as defined in the Listing Rules) or Controlling Shareholders of the Company.

Each of Dr. Choi, Mr. Lam Yat Ming and Mr. Zhang Yan Min has entered into a letter of appointment with the Company with no fixed term of service commencing on the date of his appointment subject to the provisions of the Company's articles of association in force from time to time. Dr. Choi, Mr. Lam Yat Ming and Mr. Zhang Yan Min will receive a Director's remuneration of HK\$1,200,000, HK\$600,000 and HK\$960,000 per annum respectively which is determined with reference to his position, his level of responsibilities, the remuneration policy of the Company and prevailing market conditions. Each of Dr. Choi, Mr. Lam Yat Ming and Mr. Zhang Yan Min is entitled to a bonus in respect of each financial year of the Company for an amount to be determined by the Board in its absolute discretion.

Each of Mr. Ren Yunan, Ms. Lu Gloria Yi, Mr. Sun Jiong and Mr. Ha Kee Choy Eugene has entered into a letter of appointment with the Company for a term of three years commencing on the date of his/her appointment and is subject to the provisions of the Company's articles of association in force from time to time. Pursuant to the said letter of appointment, the directorship may be terminated by either party thereto by giving to the other a three months' prior notice in writing. Each of Mr. Ren Yunan, Ms. Lu Gloria Yi, Mr. Sun Jiong and Mr. Ha Kee Choy Eugene will receive a Director's remuneration of HK\$240,000 per annum which is determined with reference to his/her position, his/her level of responsibilities, the remuneration policy of the Company and prevailing market conditions. Each of Mr. Ren Yunan, Ms. Lu Gloria Yi, Mr. Sun Jiong and Mr. Ha Kee Choy Eugene confirmed that he/she met the independence criteria as set out in Rule 3.13 of the Listing Rules.

Each of the seven proposed new Directors shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting in accordance with the articles of association of the Company.

Each of the seven proposed new Directors confirmed that there is no other information which is discloseable nor is/was he/she involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there is no other matter that needs to be brought to the attention of the Shareholders.

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Details of the changes to composition of the Board and the appointment of new Directors will be further announced as and when appropriate in compliance with the Takeovers Code and the Listing Rules.

7. COMPULSORY ACQUISITION

The Offeror does not intend to avail itself of any power of compulsory acquisition of any Shares after the close of the Offer.

8. MAINTAINING THE LISTING STATUS OF THE COMPANY

The Offeror intends the Company to remain listed on the Stock Exchange. The sole director of the Offeror and the seven proposed new Directors to be appointed to the Board will jointly and severally undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares.

The Offeror will enter into a placing agreement with Head & Shoulders Securities pursuant to which Head & Shoulders Securities will be appointed as the placing agent for the placing of such number of Shares to be held by the Offeror and parties acting in concert with it upon close of the Offer in excess of 884,367,926 Shares (being such number of Shares representing 75% of the Shares in issue), at a placing price being the then prevailing market price of the Shares, within a period of 90 days from the date immediately following the close of the Offer (or such other period as the Offeror and Head & Shoulders Securities may agree in writing), to independent third parties who are not Shareholders unless the Offeror is to sell the same in the market directly as soon as practicable after the close of the Offer, upon completion of which the minimum public float of 25% as set out in Rule 8.08(1)(a) of the Listing Rules will be restored. Accordingly, the placing arrangement contemplated under the placing agreement will not take effect prior to the close of the Offer.

The Stock Exchange has stated that if, at the close of the Offer, less than the minimum prescribed percentage applicable to the listed issuer, being 25% of the issued Shares, are held by the public, or if the Stock Exchange believes that: (a) a false market exists or may exist in the trading of the Shares; or (b) there are insufficient Shares in public hands to maintain an orderly market, it will consider exercising its discretion to suspend trading in the Shares.

9. TAX IMPLICATION

Independent Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offer. None of the Offeror, parties acting in concert with it, the Company, the Vendor, Head & Shoulders Securities, the Registrar, and their respective ultimate beneficial owners, directors, officers, agents, associates, professional advisors or any other person involved in the Offer accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offer.

10. IMPORTANT NOTE TO THE OVERSEAS SHAREHOLDERS

The Offeror intends to make the Offer available to all Independent Shareholders, including those who are not resident in Hong Kong. The availability of the Offer to any Overseas Shareholders may be subject to, or limited by, the applicable laws and regulations of their relevant jurisdictions of residence. Overseas Shareholders should observe any applicable legal and regulatory requirements and, where necessary, consult their own professional advisers. It is the responsibilities of the Overseas Shareholders who wish to accept the Offer to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offer (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due by such Overseas Shareholders in respect of such jurisdictions).

Any acceptance of the Offer by any Overseas Shareholders will be deemed to constitute a representation and warranty from such Overseas Shareholders to the Offeror that the applicable local laws and requirements have been complied with. The Overseas Shareholders should consult their professional advisers if in doubt.

11. ACCEPTANCE AND SETTLEMENT

Your attention is drawn to the further details regarding the procedures for acceptance and settlement and acceptance period as set out in Appendix I to this Offer Document and the accompanying Form of Acceptance.

12. DEALINGS DISCLOSURE

In accordance with Rule 3.8 of the Takeovers Code, associates of the Company and the Offeror (including but not limited to a person who owns or controls 5% or more of any class of relevant securities (as defined in paragraphs (a) to (d) in Note 4 to Rule 22 of the Takeovers Code) of the Company or the Offeror) are hereby reminded to disclose their dealings in any securities of the Company pursuant to the requirements of the Takeovers Code. The full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below pursuant to Rule 3.8 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

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Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

13. GENERAL

To ensure equality of treatment of all Independent Shareholders, those registered Independent Shareholders who hold the Shares as nominee for more than one beneficial owner should, as far as practicable, treat the holding of each beneficial owner separately. It is essential for the beneficial owners of the Shares whose investments are registered in the names of nominees to provide instructions to their nominees of their intentions with regard to the Offer.

Attention of the Overseas Shareholders is drawn to the paragraph headed “Important Note to the Overseas Shareholders” above in this letter.

All documents and remittances to be sent to the Independent Shareholders will be sent to them by ordinary post at their own risk. Such documents and remittances will be sent to the Independent Shareholders at their respective addresses as they appear in the register of members of the Company or in the case of joint holders, to such Independent Shareholder whose name appears first in the register of members of the Company. The Offeror, its beneficial owners, Veda Capital, Head & Shoulders Securities, the Registrar or any of their respective directors or professional advisers or any other parties involved in the Offer will not be responsible for any loss or delay in transmission or any other liabilities that may arise as a result thereof or in connection therewith.

14. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this Offer Document and the accompanying Form of Acceptance which form part of this Offer Document.

In considering what action to take in connection with the Offer, you should consider your own tax or financial position and if you are in any doubt, you should consult your professional advisers.

Yours faithfully,
For and on behalf of
Head & Shoulders Securities Limited
Chan Wai Sang
Director

1. PROCEDURES FOR ACCEPTANCE OF THE OFFER

To accept the Offer, which you must choose **EITHER** to accept the Offer under the Full Settlement Alternative **OR** the Deferred Settlement Alternative, you should complete and sign the Form of Acceptance in accordance with the instructions printed thereon, which instructions form part of the terms of the Offer.

- (a) If the share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares is/are in your name, and you wish to accept the Offer, you must send the Form of Acceptance duly completed and signed together with the relevant share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) to the Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, by post or by hand, marked “**International Entertainment Corporation — Offer**” on the envelope, in any event not later than 4:00 p.m., on the Closing Date or such later time and/or date as the Offeror may determine and announce in accordance with the Takeovers Code.
- (b) If the share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares is/are in the name of a nominee company or a name other than your own, and you wish to accept the Offer whether in full or in part of your Shares, you must either:
 - (i) lodge your share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) with the nominee company, or other nominee, with instructions authorising it to accept the Offer on your behalf and requesting it to deliver in an envelope marked “**International Entertainment Corporation — Offer**” the duly completed and signed Form of Acceptance together with the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) to the Registrar; or
 - (ii) arrange for the Shares to be registered in your name by the Company through the Registrar, and deliver in an envelope marked “**International Entertainment Corporation — Offer**” the duly completed and signed Form of Acceptance together with the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) to the Registrar; or

- (iii) if your Shares have been lodged with your licensed securities dealer/registered institution in securities/custodian bank through CCASS, instruct your licensed securities dealer/registered institution in securities/custodian bank to authorise HKSCC Nominees Limited to accept the Offer on your behalf on or before the deadline set by HKSCC Nominees Limited. In order to meet the deadline set by HKSCC Nominees Limited, you should check with your licensed securities dealer/registered institution in securities/custodian bank for the timing on the processing of your instruction, and submit your instruction to your licensed securities dealer/registered institution in securities/custodian bank as required by them; or
 - (iv) if your Shares have been lodged with your investor participant's account maintained with CCASS, authorise your instruction via the CCASS Phone System or CCASS Internet System on or before the deadline set by HKSCC Nominees Limited.
- (c) If the share certificate(s) and/or transfer receipts and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares is/are not readily available and/or is/are lost and you wish to accept the Offer in respect of your Shares, the Form of Acceptance should nevertheless be duly completed and signed and delivered in an envelope marked “**International Entertainment Corporation — Offer**” to the Registrar together with a letter stating that you have lost one or more of your share certificate(s) and/or transfer receipts and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) or that it/they is/are not readily available. If you find such document(s) or if it/they become(s) available, it/they should be forwarded to the Registrar as soon as possible thereafter. If you have lost your share certificate(s), you should also write to the Registrar for a letter of indemnity which, when completed in accordance with the instructions given, should be returned to the Registrar.
- (d) If you have lodged transfer(s) of any of your Shares for registration in your name and have not yet received your share certificate(s), and you wish to accept the Offer in respect of your Shares, you should nevertheless complete and sign the Form of Acceptance and deliver it in an envelope marked “**International Entertainment Corporation — Offer**” to the Registrar together with the transfer receipt(s) duly signed by yourself. Such action will be deemed to be an irrevocable instruction and authority to each of Head & Shoulders Securities and/or the Offeror and/or any of their respective agent(s) to collect from the Company or the Registrar on your behalf the relevant share certificate(s) when issued and to deliver such certificate(s) to the Registrar and to authorise and instruct the Registrar to hold such share certificate(s), subject to the terms and conditions of the Offer, as if it was/they were delivered to the Registrar with the Form of Acceptance.

- (e) Acceptance of the Offer will be treated as valid only if the duly completed and signed Form of Acceptance is received by the Registrar by no later than 4:00 p.m. on the Closing Date or such later time and/or date as the Offeror may determine and announce in accordance with the Takeovers Code and the Registrar has recorded that the Form of Acceptance and any relevant documents required have been so received, and is:
- (i) accompanied by the relevant share certificate(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) and, if those Share certificate(s) is/are not in your name, such other documents (e.g. a duly stamped transfer of the relevant Share(s) in blank or in your favour executed by the registered holder) in order to establish your right to become the registered holder of the relevant Shares; or
 - (ii) from a registered Shareholder or his personal representative (but only up to the amount of the registered holding and only to the extent that the acceptance relates to the Shares which are not taken into account under the other subparagraph of this paragraph (e)); or
 - (iii) certified by the Registrar or the Stock Exchange. If the Form of Acceptance is executed by a person other than the registered Shareholder, appropriate documentary evidence of authority (such as grant of probate or certified copy of power of attorney) to the satisfaction of the Registrar must be produced.
- (f) In Hong Kong, seller's ad valorem stamp duty arising in connection with acceptances of the Offer will be payable by relevant Independent Shareholders at a rate of 0.1% of the market value of the Offer Shares or consideration payable by the Offeror in respect of the relevant acceptances of the Offer, whichever is higher, and will be deducted from the cash amount payable by the Offeror to the relevant Independent Shareholder accepting the Offer (where the amount of stamp duty is a fraction of a dollar, the stamp duty will be rounded up to the nearest dollar). The Offeror will arrange for payment of the seller's ad valorem stamp duty on behalf of relevant Independent Shareholders accepting the Offer and will pay the buyer's ad valorem stamp duty in connection with the acceptance of the Offer and the transfer of the Shares. **For the purpose of calculating the stamp duty in respect of the acceptances of the Offer under Deferred Settlement Alternative, the consideration payable by the Offeror in respect of the relevant acceptances of the Offer under Deferred Settlement Alternative will be calculated as "the Offer Price First Payment + the Offer Price Balance Payment + the interest accruing from the despatch date of this Offer Document up to 9 November 2017 (i.e. the maturity date of the Loan Note)."**
- (g) No acknowledgement of receipt of any Form of Acceptance, share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) will be given.

- (h) The address of the Registrar is Shops 1712–1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong.

2. SETTLEMENT

- (a) Settlement of the consideration to which any Shareholders are entitled under the Offer will be implemented in full in accordance with the terms of the Offer (save with respect to the payment of seller’s ad valorem stamp duty), without regard to any lien, right of set-off, counterclaim or other analogous right to which the Offeror may otherwise be, or claim to be, entitled against such Shareholders.
- (b) Under Full Settlement Alternative, provided that a valid Form of Acceptance and the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) have been received by the Registrar no later than the latest time for acceptance, a cheque for the amount due to each accepting Shareholder, less the seller’s ad valorem stamp duty payable by him, will be despatched to such Shareholder by ordinary post at his own risk as soon as possible but in any event within seven Business Days following the date on which all the relevant documents are received by the Registrar to render such acceptance complete and valid.

Under Deferred Settlement Alternative, provided that a valid Form of Acceptance and the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) have been received by the Registrar no later than the latest time of acceptance, a cheque for the amount of Offer Price First Payment due to each accepting Shareholder, less the seller’s ad valorem stamp duty payable by him (For details of the calculation of the stamp duty in respect of the acceptances of the Offer under the Deferred Settlement Alternative, please refer to paragraph 1(f) in this Appendix I) and a confirmation letter which set out a summary of the settlement arrangement under the Deferred Settlement Alternative as extracted from this Offer Document, will be despatched to each Shareholder by ordinary post at his own risk as soon as possible but in any event within seven Business Days following the date on which all the relevant documents are received by the Registrar to render such acceptance complete and valid. For the amount of Offer Price Balance Payment, on the date when the Offeror settles the Revised Loan Note (the “**Revised Loan Note Settlement Date**”) in a specific amount (the “**Repaid Amount**”) at the discretion of the Offeror, the Offeror will settle the Offer Price Balance Payment in the same proportion (i.e. Repaid Amount/Total Outstanding Amount of the Revised Loan Note as at the Settlement Date) (the “**Repaid Percentage**”) together with interest accruing from the despatch date of this Offer Document up to the Settlement Date (the “**Interest Incurred**”). Thus, the amount to be settled for the Offer Price Balance Payment would be calculated by “Outstanding balance of Offer Price Balance Payment as at the Revised Loan Note Settlement Date x Repaid Percentage + Interest Incurred” and such amount will be paid to the Shareholders within 7 Business Days from the Revised Loan Note Settlement Date. The Offeror will notify

the Company and Company will make an announcement to inform the public about the Revised Loan Note Settlement Date and the Repaid Amount. A written notification will also be sent to those Shareholders who have accepted the Offer under the Deferred Settlement Alternative separately.

3. ACCEPTANCE PERIOD AND REVISIONS

- (a) Unless the Offer has previously been revised or extended with the consent of the Executive, all acceptances of the Offer must be received by the Registrar by 4:00 p.m. on Friday, 9 June 2017, being the Closing Date. The Offer is unconditional.
- (b) If the Offer is extended or revised, the announcement of such extension or revision shall state the next Closing Date or that the Offer will remain open until further notice. For the latter case, at least 14 days' notice in writing will be given to the Shareholders who have not accepted the Offer before the Offer is closed, and an announcement in respect thereof shall be released. If the Offeror revises the terms of the Offer, all Independent Shareholders, whether or not they have already accepted the Offer, will be entitled to accept the revised Offer under the revised terms.
- (c) If the Closing Date is extended, any reference in this Offer Document and in the Form of Acceptance to the Closing Date shall, except where the context otherwise requires, be deemed to refer to the Closing Date as so extended.

4. NOMINEE REGISTRATION

To ensure equality of treatment of all Independent Shareholders, those registered Independent Shareholders who hold the Shares as nominees for more than one beneficial owner should, as far as practicable, treat the holding of each beneficial owner separately. It is essential for the beneficial owners of the Shares whose investments are registered in the names of nominees to provide instructions to their nominees of their intentions with regard to the Offer.

5. ANNOUNCEMENTS

- (a) By 6:00 p.m. on Friday, 9 June 2017 (or such later time and/or date as the Executive may in exceptional circumstances permit) which is the Closing Date, the Offeror must inform the Executive and the Stock Exchange of its decision in relation to the expiry, revision or extension of the Offer. The Offeror must post an announcement on the Stock Exchange's website by 7:00 p.m. on the Closing Date stating the results of the Offer and whether the Offer has been revised or extended.

The announcement must state the total number of Shares and rights over Shares:

- (i) for which acceptances of the Offer have been received;

- (ii) held, controlled or directed by the Offeror or persons acting in concert with it before the Offer Period; and
- (iii) acquired or agreed to be acquired during the Offer Period by the Offeror or persons acting in concert with it.

The announcement must also include details of any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company which the Offeror or any person acting in concert with it has borrowed or lent (save for any borrowed Shares which have been either on-lent or sold) and specify the percentages of the issued share capital of the Company and the percentages of voting rights of the Company represented by these numbers.

- (b) In computing the total number of Shares represented by acceptances, only valid acceptances that have been received by the Registrar no later than 4:00 p.m. on the Closing Date shall be included.
- (c) As required under the Takeovers Code, all announcements in respect of the Offer must be made in accordance with the requirements of the Takeovers Code and the Listing Rules.

6. RIGHT OF WITHDRAWAL

- (a) Acceptance of the Offer tendered by any Independent Shareholders shall be irrevocable and cannot be withdrawn, except in the circumstances set out below.
- (b) If the Offeror is unable to comply with the requirements set out in the paragraph headed “Announcements” above, as set out in Rule 19.2 of the Takeovers Code, the Executive may require that the Independent Shareholders who have tendered acceptances to the Offer be granted a right of withdrawal on terms that are acceptable to the Executive until the requirements set out in that Rule are met.
- (c) In such case, if the Independent Shareholders withdraw their acceptances, the Offeror and the Registrar shall, as soon as possible but in any event within ten days thereof, return by ordinary post the share certificate(s), and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of the Shares lodged with the Form of Acceptance to the relevant Independent Shareholders.

7. GENERAL

- (a) All communications, notices, Form of Acceptance, share certificates, transfer receipts, other documents of title (and/or any satisfactory indemnity or indemnities required in respect thereof) and remittances to settle the consideration payable under the Offer to be delivered or sent to the Independent Shareholders will be delivered or sent to them, or their designated agents by post at their own risk, and the Offeror, its beneficial owners, the Company, Veda Capital, Head & Shoulders Securities,

BaoQiao Partners, the Registrar or the company secretary of the Company, any of their respective directors and professional advisers and any other parties involved in the Offer and any of their respective agents do not accept any liability for any loss or delay in postage or any other liabilities that may arise as a result thereof.

- (b) The provisions set out in the Form of Acceptance form part of the terms of the Offer.
- (c) The accidental omission to despatch this Offer Document and/or Form of Acceptance or any of them to any person to whom the Offer is made will not invalidate the Offer in any way.
- (d) The Offer is, and all acceptances will be, governed by and construed in accordance with the laws of Hong Kong.
- (e) Due execution of the Form of Acceptance will constitute an authority to the Offeror, Head & Shoulders Securities or such person or persons as the Offeror may direct to complete, amend and execute any document on behalf of the person or persons accepting the Offer and to do any other act that may be necessary or expedient for the purposes of vesting in the Offeror, or such person or persons as it may direct, the Shares in respect of which such person or persons has/have accepted the Offer.
- (f) Acceptance of the Offer by any person or persons will be deemed to constitute a warranty by such person or persons to the Offeror and the Company that the Shares under the Offer are free from all third party rights and Encumbrances whatsoever and together with all rights accruing or attaching thereto including the rights to receive in full all dividends and distributions recommended, declared, made or paid on or after the date on which the Offer is made.
- (g) References to the Offer in this Offer Document and the Form of Acceptance shall include any revision and/or extension thereof.
- (h) The making of the Offer to the Overseas Shareholders may be prohibited or affected by the laws of the relevant jurisdictions. The Overseas Shareholders should inform themselves about and observe any applicable legal or regulatory requirements. It is the responsibility of each Overseas Shareholder who wishes to accept the Offer to satisfy himself/herself/itself as to the full observance of the laws and regulations of all relevant jurisdictions in connection therewith, including, but not limited to the obtaining of any governmental, exchange control or other consents and any registration or filing which may be required and the compliance with all necessary formalities, regulatory and/or legal requirements. Such Overseas Shareholders shall be fully responsible for the payment of any transfer or other taxes and duties due by such Overseas Shareholders in respect of the relevant jurisdictions. The Overseas Shareholders are recommended to seek professional advice on deciding whether or not to accept the Offer.

- (i) Acceptances of the Offer by any persons will be deemed to constitute a warranty by such persons that such persons are permitted under all applicable laws and regulations to receive and accept the Offer, and any revision thereof, and such acceptances shall be valid and binding in accordance with all applicable laws and regulations. Any such persons will be responsible for any such issue, transfer and other applicable taxes or other governmental payments payable by such persons.
- (j) In the event of inconsistency, the English texts of this Offer Document and the Form of Acceptance shall prevail over their respective Chinese texts.
- (k) Subject to the Takeovers Code, the Offeror reserves the right to notify any matter (including the making of the Offer) to all or any Independent Shareholders with registered address(es) outside Hong Kong or whom the Offeror or Head & Shoulders Securities knows to be nominees, trustees or custodians for such persons by announcement in which case such notice shall be deemed to have been sufficiently given notwithstanding any failure by any such Independent Shareholders to receive or see such notice, and all references in this Offer Document to notice in writing shall be construed accordingly.
- (l) In making their decision, the Independent Shareholders must rely on their own examination of the Offeror, the Group and the terms of the Offer, including the merits and risks involved. The contents of this Offer Document, including any general advice or recommendation contained herein together with the Form of Acceptance shall not be construed as any legal or business advice on the part of the Offeror, its beneficial owners, the Company, Veda Capital, Head & Shoulders Securities or BaoQiao Partners or their respective professional advisers. The Independent Shareholders should consult their own professional advisers for professional advice.

1. RESPONSIBILITY STATEMENT

The sole director of the Offeror and the ultimate beneficial owner of the Offeror, jointly and severally accept full responsibility for the accuracy of the information contained in this Offer Document (other than information relating to the Group and the Vendor), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this Offer Document (other than opinions expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this Offer Document, the omission of which would make any statement in this Offer Document misleading.

2. MARKET PRICES

The table below shows the closing price of the Shares quoted on the Stock Exchange on (i) the last day on which trading took place in each of the calendar months during the Relevant Period; (ii) the Last Trading Day; and (iii) the Latest Practicable Date.

Date	Closing price of Shares (HK\$)
31 August 2016	1.27
30 September 2016	1.27
31 October 2016	1.23
30 November 2016	1.28
30 December 2016	1.21
27 January 2017	1.22
The Last Trading Day	1.30
28 February 2017	1.71
The Latest Practicable Date	1.69

Note: Trading of Shares was suspended from 13 February to 14 February 2017 pending the release of the 1st Joint Announcement.

During the six-month period prior to commencement of the Offer Period on 14 February 2017 and up to and including the Latest Practicable Date, the highest closing price of the Shares was HK\$1.81 per Share as quoted on the Stock Exchange on 22 February 2017 and the lowest closing price of the Shares was HK\$1.11 per Share as quoted on the Stock Exchange on 19 September 2016 and 20 September 2016.

3. INTERESTS IN THE COMPANY AND THE OFFEROR AND ARRANGEMENTS IN CONNECTION WITH THE OFFER

As at the Latest Practicable Date:

- (a) save for the Sale Shares and the Remaining Shares, none of the Offeror, its director, the sole ultimate beneficial owner of the Offeror and its director and/or parties acting in concert with any of them was interested in or owned or controlled any Shares, derivatives, warrants or convertible or exchangeable securities carrying rights to subscribe for, convert or exchange into, Shares;
- (b) there was no outstanding derivative in respect of securities in the Company which has been entered into by the Offeror and/or any person acting in concert with it;
- (c) the Offeror and/or parties acting in concert with it had not received any irrevocable commitment to accept or reject the Offer;
- (d) save for the undertakings provided by the Vendor (details of which are set out in the paragraph headed “Undertaking not to dispose of the Remaining Shares” in the “Letter from Head & Shoulders Securities”) and the pledge of the Offer Shares under the terms of the Facility, there was no arrangement of the kind referred to in the third paragraph of Note 8 to Rule 22 of the Takeovers Code which existed between the Offeror, the Offeror’s associates or any person acting in concert with it and any other person;
- (e) there was no relevant security (as defined in Note 4 to Rule 22 of the Takeovers Code including shares, warrants, options, derivatives or convertible securities) in the Company which the Offeror or any party acting in concert with it borrowed or lent;
- (f) no benefit will be given to any Director as compensation for loss of office or otherwise in connection with the Offer;
- (g) save for the undertakings provided by the Vendor (details of which are set out in the paragraph headed “Undertaking not to dispose of the Remaining Shares” in the “Letter from Head & Shoulders Securities”), there was no agreement, arrangement or understanding (including any compensation arrangement) existing between the Offeror or any person acting in concert with it and any Directors, recent Directors, Shareholders or recent Shareholders having any connection with or dependent upon the Offer; and
- (h) there was no agreement or arrangement to which the Offeror was a party which related to the circumstances in which the Offeror may or may not invoke or seek to invoke a condition to the Offer.

Pursuant to the terms of the Facility, the Offeror has agreed to charge, including but not limited to, any Shares to be acquired pursuant to the Offer in favor of the Vendor (details of which has been set out in the section headed “Financial resources available to the Offeror” in the “Letter from Head & Shoulders Securities”). Save as aforementioned, there was no

agreement, arrangement or understanding that any securities of the Company, acquired in pursuance of the Offer would be transferred, charged or pledged to any other persons. As at the Latest Practicable Date, Head & Shoulders Securities is not interested in any securities in the Company.

4. DEALINGS IN SECURITIES AND ARRANGEMENTS IN RELATION TO DEALINGS

During the Relevant Period:

- (a) save for the Sale Shares, none of the Offeror nor parties acting in concert with it had dealt for value in any Shares, derivatives, warrants or convertible or exchangeable securities carrying rights to subscribe for, convert or exchange into, Shares;
- (b) no person owning or controlling any shareholding in the Company with whom the Offeror, the Offeror's associates or any person acting in concert with the Offeror had any arrangement of the kind referred to in Note 8 to Rule 22 of the Takeovers Code had dealt in any Shares, convertible securities, warrants, options or derivatives of the Company; and
- (c) there were no relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company which the Offeror or parties acting in concert with the Offeror had borrowed or lent.

5. CONSENTS AND QUALIFICATIONS OF PROFESSIONAL ADVISERS

The followings are the names and the qualifications of the professional advisers whose letters, opinions or advice are contained or referred to in this Offer Document:

Name	Qualifications
Head & Shoulders Securities	a licensed corporation to carry on business in type 1 (dealing in securities) and type 4 (advising on securities) regulated activities under the SFO
Veda Capital	a licenced corporation to carry out type 6 (advising on corporate finance) regulated activity under the SFO

Each of Head & Shoulders Securities and Veda Capital has given and has not withdrawn its written consent to the issue of this Offer Document with the inclusion herein of its letter, opinions or advice and references to its names in the form and context in which they respectively appear.

As at the Latest Practicable Date, each of Head & Shoulders Securities and Veda Capital did not have any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

6. GENERAL

As at the Latest Practicable Date:

- (a) The registered office of the Offeror is situated at CCS Trustees Limited, 263 Main Street, Road Town, Tortola, BVI and the correspondence address of the Offeror is 18/F., Three Exchange Square, 8 Connaught Place, Hong Kong.
- (b) The registered office of Veda Capital is situated at Room 1106, 11/F., Wing On Centre, 111 Connaught Road Central, Hong Kong.
- (c) The registered office of Head & Shoulders Securities is situated at Room 2511, 25/F., Cosco Tower, 183 Queen's Road Central, Hong Kong.

7. DOCUMENTS ON DISPLAY

Copies of the following documents are on display at the websites of the SFC (www.sfc.hk) and the Company (www.ientcorp.com) during the period from the date of this Offer Document up to and including the Closing Date:

- (a) the memorandum and articles of association of the Offeror;
- (b) the "Letter from Head & Shoulders Securities", the text of which is set out in this Offer Document, in respect of the Offer;
- (c) the written consent from Head & Shoulders Securities as referred to in the paragraph headed "Consents and Qualifications of Professional Advisers" in Appendix II to this Offer Document; and
- (d) the written consent from Veda Capital as referred to in the paragraph headed "Consents and Qualifications of Professional Advisers" in Appendix II to this Offer Document.