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**If you are in any doubt** about this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in International Entertainment Corporation (the “Company”), you should at once hand this circular and the enclosed form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**INTERNATIONAL ENTERTAINMENT CORPORATION**

**國際娛樂有限公司**

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

**(STOCK CODE: 01009)**

**PROPOSED GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES,  
PROPOSED RE-ELECTION OF DIRECTORS,  
PROPOSED ADOPTION OF THE AMENDED AND RESTATED  
ARTICLES OF ASSOCIATION,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**


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A notice convening the annual general meeting of the Company to be held at Meeting Room S428, Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Wednesday, 17 August 2016 at 11:00 a.m. is set out on pages 50 to 54 of this circular. Whether or not you are able to attend such meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding such meeting or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at such meeting or any adjourned meeting thereof (as the case may be) should you so wish.

15 July 2016

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## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at Meeting Room S428, Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Wednesday, 17 August 2016 at 11:00 a.m., the notice of which is set out on pages 50 to 54 of this circular, or any adjourned meeting thereof;
“Amended and Restated Articles of Association”	the amended and restated articles of association of the Company proposed to be adopted at the AGM;
“Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time;
“Close associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time;
“Company”	International Entertainment Corporation, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 01009);
“Companies Law”	The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands;
“Core connected person”	has the meaning ascribed to it under the Listing Rules;
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix 14 to the Listing Rules;
“Director(s)”	director(s) of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	the proposed general mandate to be granted to the Directors to issue Shares at the AGM;

## DEFINITIONS

“Latest Practicable Date”	11 July 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Repurchase Mandate”	the proposed general mandate to be granted to the Directors to repurchase Shares at the AGM;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time;
“Share(s)”	ordinary share(s) of HK\$1.00 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD



**INTERNATIONAL ENTERTAINMENT CORPORATION**

**國際娛樂有限公司**

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

**(STOCK CODE: 01009)**

*Executive Directors:*

Dr. Cheng Kar Shun (*Chairman*)  
Mr. Lo Lin Shing, Simon (*Deputy Chairman*)  
Mr. To Hin Tsun, Gerald  
Mr. Cheng Kam Chiu, Stewart  
Mr. Cheng Kam Biu, Wilson  
Dr. Cheng Chi Kong  
Mr. Cheng Chi Him

*Independent non-executive Directors:*

Mr. Cheung Hon Kit  
Mr. Kwee Chong Kok, Michael  
Mr. Lau Wai Piu  
Mr. Tsui Hing Chuen, William

*Registered office:*

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

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

Rooms 1207–8  
New World Tower 1  
16–18 Queen's Road Central  
Hong Kong

15 July 2016

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES,  
PROPOSED RE-ELECTION OF DIRECTORS,  
PROPOSED ADOPTION OF THE AMENDED AND RESTATED  
ARTICLES OF ASSOCIATION,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM for: (i) the granting of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate by adding to it the aggregate number of the

## LETTER FROM THE BOARD

issued Shares repurchased by the Company under the Repurchase Mandate; (iii) the re-election of the retiring Directors; and (iv) the proposed adoption of the Amended and Restated Articles of Association, and to give you notice of the AGM.

### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The existing general mandates to issue and repurchase Shares will expire at the conclusion of the AGM. Accordingly, ordinary resolutions will be proposed at the AGM to seek the approval from the Shareholders for the granting to the Directors of general mandates authorising them to:

- (i) exercise the powers of the Company to allot, issue and otherwise deal with new Shares up to a maximum of 20% of the Shares in issue as at the date of passing of such resolution;
- (ii) repurchase Shares up to a maximum of 10% of the Shares in issue as at the date of passing of such resolution; and
- (iii) subject to the passing of the ordinary resolutions to approve the Issue Mandate and the Repurchase Mandate at the AGM, extend the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,179,157,235 issued Shares.

Subject to the passing of the ordinary resolutions to approve the Issue Mandate and the Repurchase Mandate at the AGM and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed to issue up to a maximum of 235,831,447 Shares under the Issue Mandate and to repurchase up to a maximum of 117,915,723 Shares under the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate, if approved by the Shareholders at the AGM, will continue until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; and
- (iii) the revocation or variation of such authority by the Shareholders.

The explanatory statement providing the requisite information regarding the Repurchase Mandate as required to be sent to the Shareholders under the Listing Rules is set out in Appendix I to this circular.

## LETTER FROM THE BOARD

### RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 87A of the Articles of Association and the Corporate Governance Code, Mr. Cheng Kam Chiu, Stewart, Dr. Cheng Chi Kong and Mr. Cheng Chi Him, being the executive Directors, shall retire from office by rotation at the AGM. All retiring Directors, being eligible, offer themselves for re-election at the AGM.

Biographical and other details of the retiring Directors which are required to be disclosed under the Listing Rules are set out below.

**Mr. Cheng Kam Chiu, Stewart**, aged 61, was appointed as an executive Director in January 2008 and is the authorised representative of the Company. Mr. Cheng holds a Bachelor's degree in Civil and Environmental Engineering from the University of Wisconsin-Madison; a Master's degree in Civil Engineering from the University of California, Berkeley, the United States of America; and a Master's degree in Business Administration from the Chinese University of Hong Kong. Being a member of The Hong Kong Institution of Engineers, Mr. Cheng is a professional engineer with extensive experience in property development and construction management. Mr. Cheng is a member of the Shunde District, Foshan City Committee of the Chinese People's Political Consultative Conference since November 2006.

Mr. Cheng joined Hip Hing Construction Company Limited in 1984 as a project manager and was subsequently appointed as director. From 1993 to 1997, Mr. Cheng was transferred to New World Development (China) Limited as a director and an assistant general manager, overseeing property development in the People's Republic of China. He was a director of NWS Service Management Limited (formerly known as New World Services Limited) from 1997 to 2006. Mr. Cheng is the managing director of Cheung Hung Development (Holdings) Limited, principally engaging in property development in both Hong Kong and the People's Republic of China. Mr. Cheng is also the chairman and an executive director of New Times Energy Corporation Limited (stock code: 166), a company whose issued shares are listed on the Stock Exchange.

Save as disclosed above, Mr. Cheng did not hold any directorship in other public companies whose securities are listed on any securities market in Hong Kong or overseas during the preceding three years.

Mr. Cheng is the cousin of Dr. Cheng Kar Shun, the brother of Mr. Cheng Kam Bui, Wilson, and the uncle of Dr. Cheng Chi Kong and Mr. Cheng Chi Him, all of whom are executive Directors.

Save as disclosed above, Mr. Cheng does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (as respectively defined in the Listing Rules). As at the Latest Practicable Date, Mr. Cheng did not have any interests in the Shares within the meaning of Part XV of the SFO.

## LETTER FROM THE BOARD

Mr. Cheng has not entered into any service contract with the Company and is subject to retirement by rotation pursuant to the Articles of Association and the Corporate Governance Code. Mr. Cheng received a director's fee of HK\$200,000 for the year ended 31 March 2016. The remuneration of the Directors is based on the performance and experience of individuals and is determined with reference to the Group's performance, the remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, in connection with the re-election of Mr. Cheng as an executive Director, there are no other matters that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules.

**Dr. Cheng Chi Kong**, aged 36, was appointed as an executive Director in January 2008. He is the executive vice-chairman and joint general manager of New World Development Company Limited (stock code: 17), an executive director of New World China Land Limited (stock code: 917), New World Department Store China Limited (stock code: 825) and Chow Tai Fook Jewellery Group Limited (stock code: 1929), and a non-executive director of Giordano International Limited (stock code: 709) and Modern Media Holdings Limited (stock code: 72), all of which are companies whose issued shares are listed on the Stock Exchange. He is also a director of Chow Tai Fook (Holding) Limited, which is the substantial Shareholder. Dr. Cheng worked in a major international bank prior to joining the New World Group in September 2006 and has substantial experience in corporate finance. Dr. Cheng holds a Bachelor of Arts Degree (cum laude) from Harvard University, and was conferred the Honorary Doctorate of Humanities by the Savannah College of Art and Design. He is the vice-chairman of the Youth Federation of the Central State-owned Enterprises, the vice-chairman of All-China Youth Federation, a member of the Tianjin Municipal Committee of The Chinese People's Political Consultative Conference, the chairman of China Young Leaders Foundation, the chairman of New World Group Charity Foundation Limited, the honorary chairman of K11 Art Foundation and a member of Board of the West Kowloon Cultural District Authority.

Save as disclosed above, Dr. Cheng did not hold any directorship in other public companies whose securities are listed on any securities market in Hong Kong or overseas during the preceding three years.

Dr. Cheng is the son of Dr. Cheng Kar Shun, the nephew of Mr. Cheng Kam Chiu, Stewart and Mr. Cheng Kam Bui, Wilson, and the cousin of Mr. Cheng Chi Him, all of whom are executive Directors.

Save as disclosed above, Dr. Cheng does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders. As at the Latest Practicable Date, Dr. Cheng did not have any interests in the Shares within the meaning of Part XV of the SFO. He had a corporate interest in 20,000 shares of Chow Tai Fook Jewellery Group Limited, an associated corporation of the Company within the meaning of Part XV of the SFO.



## LETTER FROM THE BOARD

Dr. Cheng has not entered into any service contract with the Company and is subject to retirement by rotation pursuant to the Articles of Association and the Corporate Governance Code. Dr. Cheng received a director's fee of HK\$200,000 for the year ended 31 March 2016. The remuneration of the Directors is based on the performance and experience of individuals and is determined with reference to the Group's performance, the remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, in connection with the re-election of Dr. Cheng as an executive Director, there are no other matters that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules.

**Mr. Cheng Chi Him**, aged 37, was appointed as an executive Director in January 2008. Mr. Cheng is an executive director of New World China Land Limited (stock code: 917) and the chairman and a non-executive director of Greenheart Group Limited (stock code: 94), both of which are companies whose issued shares are listed on the Stock Exchange. He graduated from University of Toronto in Canada with a Bachelor of Arts degree in Statistics.

Save as disclosed above, Mr. Cheng did not hold any directorship in other public companies whose securities are listed on any securities market in Hong Kong or overseas during the preceding three years.

Mr. Cheng is the nephew of Dr. Cheng Kar Shun, Mr. Cheng Kam Chiu, Stewart and Mr. Cheng Kam Biu, Wilson, and the cousin of Dr. Cheng Chi Kong, all of whom are executive Directors.

Save as disclosed above, Mr. Cheng does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders. As at the Latest Practicable Date, Mr. Cheng did not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Cheng has not entered into any service contract with the Company and is subject to retirement by rotation pursuant to the Articles of Association and the Corporate Governance Code. Mr. Cheng received a director's fee of HK\$200,000 for the year ended 31 March 2016. The remuneration of the Directors is based on the performance and experience of individuals and is determined with reference to the Group's performance, the remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, in connection with the re-election of Mr. Cheng as an executive Director, there are no other matters that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules.

## LETTER FROM THE BOARD

### **PROPOSED ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

The Board proposes certain amendments to be made to the existing Articles of Association for housekeeping purposes and for the purpose of conforming with certain amendments to the Listing Rules which have become effective since the last amendment of the Articles of Association by way of adoption of the Amended and Restated Articles of Association.

The proposed adoption of the Amended and Restated Articles of Association will be subject to the approval by the Shareholders by way of a special resolution.

#### **A brief summary of certain major proposed amendments to the existing Articles of Association are as follows:**

- (a) to replace the term “associate” with “close associate” to align with the Listing Rules and to update the relevant provisions in the Articles of Association in this regard;
- (b) to include certain defined terms to align with the Listing Rules and the relevant provisions in the Amended and Restated Articles of Association including “clear business days” and “substantial shareholder” and to update the relevant provisions in the Articles of Association in this regard;
- (c) to exclude the application of Section 8 of the Electronic Transactions Law of the Cayman Islands to the extent it imposes obligations or requirements in addition to those set out in the Articles of Association;
- (d) to authorise the Company to make payments in respect of a repurchase of its own Shares out of its capital or other account or fund which can be authorised in accordance with the Companies Law;
- (e) to provide that special resolution is no longer required for the use of share premium which is expressly permitted under the Companies Law;
- (f) to allow the Directors to issue Shares with such rights or restrictions as the Directors may determine without the need for Shareholders’ approval;
- (g) to expressly allow the seal of the Company to be printed on the share certificates instead of physically affixing the securities seal and to provide the affixing of the seal on a share certificate with the authority of the Directors or appropriate officials with statutory authority, unless otherwise determined by the Directors;
- (h) to allow inspection of the register of members of the Company for at least two hours during business hours by the Shareholders and to adjust the fee for such inspection by persons other than the Shareholders;

## LETTER FROM THE BOARD

- (i) to allow the Company to publish notice and advertisement in newspaper or any other means in accordance with the Listing Rules in respect of any suspension in the registration of transfer of Shares;
- (j) to specify that an annual general meeting shall be called by written notice of not less than 21 clear days (as defined in the Amended and Restated Articles of Association) and not less than 20 clear business days (as defined in the Amended and Restated Articles of Association) and any other general meeting shall be called by written notice of not less than 14 clear days (as defined in the Amended and Restated Articles of Association) and not less than 10 clear business days (as defined in the Amended and Restated Articles of Association);
- (k) to include the granting of any mandate or authority to the Directors to repurchase the securities of the Company as part of the ordinary business to be transacted at an annual general meeting;
- (l) to specify that all resolutions at general meetings of the Company shall be decided by poll except where the chairman of the meeting may in good faith decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands and consequential changes in relation thereto;
- (m) to provide that the Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Listing Rules;
- (n) to provide that any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Shareholders after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election;
- (o) to provide that at each annual general meeting of the Company, one-third of the Directors for the time being shall retire from office by rotation without any exception being given to the chairman and/or managing Director of the Company. Every Director will be subject to retirement at an annual general meeting of the Company at least once every three years;
- (p) to expressly provide that no person other than an existing Director retiring at a general meeting of the Company shall, unless recommended by the Directors for election, be eligible for election as a Director at such general meeting unless a notice signed by a Shareholder (other than the person to be proposed) duly qualified to attend and vote at such general meeting for which such notice is given of his intention to propose such person for election and also a notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the office where the branch register of members is kept provided that the minimum length of the period, during which such notices are given, shall be at least seven (7) days and that the period for lodgment of such notices shall commence on

## LETTER FROM THE BOARD

the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting;

- (q) to provide that subject to certain exceptions under the Listing Rules, a Director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his close associate(s) has a material interest nor shall he be counted in the quorum present at the meeting of the Board;
- (r) to remove the exception for a Director to vote on resolutions regarding any contract or arrangement relating to any other company in which such Director or his close associate(s) is beneficially interested in 5% or more of the issued shares or the voting rights of any class of shares of such company;
- (s) to prevent the Company from making any loan to a Director or his close associate(s) if and to the extent it would be prohibited by the Companies Ordinance as if the Company were a company incorporated in Hong Kong;
- (t) to expressly allow notice of a meeting of the Board to be given in writing or verbally (including in person or by telephone) or via electronic mail;
- (u) to provide that if a substantial Shareholder or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter should be dealt with by a physical Board meeting rather than a written resolution;
- (v) to provide that an auditor appointed by the Company may only hold office until the next annual general meeting of the Company and to remove the requirement for a notice in writing of an intention to nominate a person, other than a retiring auditor, as auditor of the Company;
- (w) to allow the Company to serve notice by advertisement in appropriate newspapers in accordance with the Listing Rules; and
- (x) to make other miscellaneous amendments to update, modernise or clarify provisions of the Articles of Association where it is considered desirable and to better align the wording with the Listing Rules and the Companies Law.

Other housekeeping amendments to the Articles of Association are also proposed, including making consequential amendments in connection with the above amendments to the Articles of Association and for clarity and consistency with the other provisions of the Articles of Association where it is considered desirable and to better align the wording with those of the Listing Rules and the Companies Law.

A summary of the principal amendments to the Articles of Association that would be incorporated in the Amended and Restated Articles of Association are set out in Appendix II on pages 17 to 49 of this circular.

## **LETTER FROM THE BOARD**

The Company's legal advisers as to Hong Kong laws and the Cayman Islands laws have respectively confirmed that the proposed amendments to the Articles of Association are in compliance with the requirements of the Listing Rules and the Companies Law. The Company also confirms that there is nothing unusual about the proposed amendments to the Articles of Association for a company listed in Hong Kong.

Full text of the Amended and Restated Articles of Association are available in English and Chinese on the Company's website ([www.ientcorp.com](http://www.ientcorp.com)). The Chinese translation of the Amended and Restated Articles of Association is for the Shareholders' reference only. In case there is any inconsistency between the English version and the Chinese version, the English version shall prevail. Copies of the Amended and Restated Articles of Association and the existing Articles of Association will also be available for inspection by the Shareholders during normal business hours at the principal place of business of the Company in Hong Kong at Rooms 1207-8, New World Tower 1, 16-18 Queen's Road Central, Hong Kong from the date of this circular up to and including the date of the AGM.

### **AGM**

A notice convening the AGM to be held at Meeting Room S428, Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Wednesday, 17 August 2016 at 11:00 a.m. is set out on pages 50 to 54 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all the resolutions proposed at the AGM will be taken by way of poll. None of the Shareholders is required to abstain from voting on any resolution to be proposed at the AGM pursuant to the Listing Rules and/or the Articles of Association.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof (as the case may be) should you so wish.

### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Tuesday, 16 August 2016 to Wednesday, 17 August 2016 (both dates inclusive) during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, 15 August 2016 for registration.

## LETTER FROM THE BOARD

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

The Directors consider that the granting of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate, the proposed re-election of the retiring Directors and the proposed adoption of the Amended and Restated Articles of Association are in the interests of the Group and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of all the resolutions to be proposed at the AGM.

### ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,  
For and on behalf of the Board  
**International Entertainment Corporation**  
**Dr. Cheng Kar Shun**  
*Chairman*

This appendix serves as the explanatory statement as required by the Listing Rules to provide the Shareholders with the requisite information concerning the Repurchase Mandate proposed to be granted to the Directors at the AGM.

### **SHARE CAPITAL**

As at the Latest Practicable Date, the authorised share capital of the Company was 2,000,000,000 Shares, of which a total of 1,179,157,235 Shares were issued and fully paid.

Subject to the passing of the proposed ordinary resolution to approve the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 117,915,723 Shares.

### **REASONS FOR REPURCHASES**

The Directors believe that it is in the interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

### **FUNDING OF REPURCHASES**

Any repurchase of Shares will be made out of funds legally available for such purpose in accordance with the Articles of Association and the laws of the Cayman Islands.

As compared with the financial position of the Company as at 31 March 2016 (being the date to which the latest audited accounts of the Company were made up), the Directors consider that there might be a material adverse impact on the working capital or the gearing position of the Company in the event that the Repurchase Mandate were to be exercised in full during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors, are from time to time appropriate for the Company.

**DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge and belief, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders at the AGM, to sell Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken to do so, in the event that the Repurchase Mandate is approved by the Shareholders at the AGM.

**UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

**EFFECT OF THE TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors' exercising the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for Shares under Rules 26 and 32 of the Takeovers Code.



If the Repurchase Mandate were exercised in full, the shareholding percentage of the Shareholders, who have an interest in 5% or more of the issued share capital of the Company (based on the number of the issued Shares they held as at the Latest Practicable Date), before and after such repurchase would be as follows:

Name of Shareholder	Number of Shares held	Percentage of existing shareholding	Percentage of the Repurchase Mandate is exercised in full
Mediastar International Limited ("Mediastar")	881,773,550	74.78%	83.09%
Sky Warrior Investments Limited ("Sky Warrior")	881,773,550 (Note 1)	74.78%	83.09%
Chow Tai Fook (Holding) Limited	881,773,550 (Note 2)	74.78%	83.09%
Chow Tai Fook Capital Limited	881,773,550 (Note 3)	74.78%	83.09%
Cheng Yu Tung Family (Holdings II) Limited	881,773,550 (Note 4)	74.78%	83.09%
Cheng Yu Tung Family (Holdings) Limited	881,773,550 (Note 5)	74.78%	83.09%

*Notes:*

- (1) Mediastar is wholly-owned by Sky Warrior. Accordingly, Sky Warrior is deemed to be interested in 881,773,550 Shares held by Mediastar under the SFO.
- (2) Sky Warrior is wholly-owned by Chow Tai Fook (Holding) Limited. Accordingly, Chow Tai Fook (Holding) Limited is deemed to be interested in 881,773,550 Shares held by Mediastar under the SFO.
- (3) Chow Tai Fook Capital Limited is interested in approximately 78.58% of the issued share capital of Chow Tai Fook (Holding) Limited. Accordingly, Chow Tai Fook Capital Limited is deemed to be interested in 881,773,550 Shares held by Mediastar under the SFO.
- (4) Cheng Yu Tung Family (Holdings II) Limited is interested in approximately 46.65% of the issued share capital of Chow Tai Fook Capital Limited. Accordingly, Cheng Yu Tung Family (Holdings II) Limited is deemed to be interested in 881,773,550 Shares held by Mediastar under the SFO.
- (5) Cheng Yu Tung Family (Holdings) Limited is interested in approximately 48.98% of the issued share capital of Chow Tai Fook Capital Limited. Accordingly, Cheng Yu Tung Family (Holdings) Limited is deemed to be interested in 881,773,550 Shares held by Mediastar under the SFO.

In the event that the Repurchase Mandate is exercised, the shareholding of these Shareholders in the Company would be increased as shown in the table above. Accordingly, they will not be required under the Takeovers Code to make a mandatory offer for all the issued Shares as a result of such increase. The Directors will not exercise the Repurchase Mandate to such an extent that the public holding of Shares would be reduced below 25% of the Company's total number of issued Shares.

### SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

### SHARE PRICE

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months immediately prior to the Latest Practicable Date were as follows:

	Per Share	
	Highest HK\$	Lowest HK\$
<b>2015</b>		
July	2.384A	1.533A
August	2.311A	1.850
September	2.290	1.650
October	2.290	1.700
November	1.880	1.560
December	1.820	1.600
<b>2016</b>		
January	2.150	1.550
February	2.010	1.680
March	1.840	1.600
April	1.860	1.580
May	1.720	1.530
June	1.640	1.290
July (up to Latest Practicable Date)	1.490	1.290

*A = adjusted for special dividend of HK\$0.45 per Share with ex-date 25 August 2015*

*Set out below is a summary of the principal changes proposed to be made to the Articles of Association.*

Article No.	Amendments to the Articles of Association	
2(1)	<del>“associate”</del>	<del>the meaning attributed to it in the rules of the Designated Stock Exchange.</del>
2(1)	“Articles”	these Articles <u>of Association</u> in their present form or as supplemented or amended or substituted from time to time.
2(1)	<del>“Board” or “Directors”</del>	the board of <del>d</del> <u>Directors constituted from time to time or (as the context may require) the majority of the Company or the d</u> Directors present at a meeting of <del>d</del> <u>Directors of the Company</u> at which a quorum is present.
2(1)	<u>“clear business day”</u>	<u>shall mean in relation to the period for which a Notice is given, a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong and such period shall exclude the day when the Notice is given or deemed to be given and the day for which it is given or on which it is to take effect. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day for the reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.</u>
2(1)	“clear days”	in relation to the period <del>of</del> <u>for which a n</u> Notice is <u>given, such that</u> period shall <del>exclude</del> <u>ing</u> the day when the <del>n</del> <u>Notice</u> is given or deemed to be given and the day for which it is given or on which it is to take effect.

Article No.	Amendments to the Articles of Association	
2(1)	<u>“close associate”</u>	in relation to any Director, shall have the same meaning as defined in the Listing Rules, except that for purposes of Article 100 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules.
2(1)	<u>“Directors”</u>	the directors for the time being of the Company.
2(1)	<u>“head office”</u>	such office of the Company as the <del>Directors</del> Board may from time to time determine to be the principal office of the Company.
2(1)	<u>“Law”</u>	The Companies Law ( <del>Revised, Cap. 22 (Law 3 of 1961, as consolidated and revised)</del> ) of the Cayman Islands <del>and every modification thereof.</del>
2(1)	<u>“Listing Rules”</u>	the rules of the Designated Stock Exchange as modified from time to time.
2(1)	<u>“Memorandum”</u>	the Memorandum of Association of the Company as supplemented or amended or substituted from time to time.
2(1)	<u>“Ordinary resolution”</u>	a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which <del>not less than fourteen (14) clear days’</del> Notice has been duly given in accordance with Article 59.

Article No.	Amendments to the Articles of Association	
2(1)	“ <del>S</del> pecial R <del>e</del> solution”	<p>a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which <del>not less than twenty-one (21) clear days’</del> Notice, specifying (without prejudice to the power contained in these Articles to amend the same) the intention to propose the resolution as a special resolution, has been duly given. Provided that, except in the case of an annual general meeting if it is so agreed by a majority in number of the Members having the right to attend and vote at any such meeting, being a majority together holding not less than ninety-five (95) per cent. in nominal value of the shares giving that right and in the case of an annual general meeting, if it is so agreed by all Members entitled to attend and vote thereat, a resolution may be proposed and passed as a special resolution at a meeting or which less than twenty-one (21) clear days’ Notice has been given <u>Notice has been duly given in accordance with Article 59;</u></p> <p>a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Articles or the Statutes.</p>
2(1)	“Statutes”	the Law and every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, <del>its the m</del> Memorandum of association and/or these Articles.
2(1)	“ <del>S</del> ubsidiary and <del>H</del> olding <del>C</del> ompany”	<del>has</del> the meanings attributed to them in <del>the Listing Rules</del> Section 2 of the Companies Ordinance of Hong Kong as in force at the time of adoption of the Articles.



Article No.	Amendments to the Articles of Association
4	<p>The Company may from time to time by ordinary resolution in accordance with the Law alter the conditions of <del>its the Memorandum of Association</del> to:</p> <p>(a) increase its capital by such sum, to be divided into shares of such amounts, as the resolution shall prescribe;</p> <p>(b) consolidate and divide all or any of its capital into shares of larger amount than its existing shares;</p> <p>(c) divide its shares into several classes and without prejudice to any special rights previously conferred on the holders of existing shares attach thereto respectively any preferential, deferred, qualified or special rights, privileges, conditions or such restrictions which in the absence of any such determination by the Company in general meeting, as the <del>Directors Board</del> may determine provided always that where the Company issues shares which do not carry voting rights, the words “non-voting” shall appear in the designation of such shares and where the equity capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favourable voting rights, must include the words “restricted voting” or “limited voting”;</p> <p>(d) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the <del>Company’s Memorandum of Association</del> (subject, nevertheless, to the Law), and may by such resolution determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred, deferred or other rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares;</p>
6	<p>The Company may from time to time by special resolution, subject to any confirmation or consent required by the Law, reduce its share capital or; <del>save for the use of share premium as expressly permitted by the Law, any share premium account or</del> any capital redemption reserve or other undistributable reserve <del>in any manner permitted by law.</del></p>

Article No.	Amendments to the Articles of Association
8	<p>(1) Subject to the provisions of the Law and the <u>Company's</u> Memorandum and Articles <del>of Association</del> and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the <del>Company may by ordinary resolution determine or, if there has not been any such determination or so far as the same shall not make specific provision, as the</del> Board may determine.</p> <p>(2) Subject to the provisions of the Law, the <u>Listing Rules</u>, <del>of any Designated Stock Exchange and the Memorandum and these</del> Articles <del>of Association of the Company</del>, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.</p>
9	<p><del>Subject to the Law, any preference shares may be issued or converted into shares that, at a determinable date or at the option of the Company or the holder if so authorised by its memorandum of association, are liable to be redeemed on such terms and in such manner as the Company before the issue or conversion may by ordinary resolution of the Members determine.</del></p> <p>Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.</p>



Article No.	Amendments to the Articles of Association
10	<p data-bbox="424 300 1393 704">Subject to the Law and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths <del>in nominal value</del> of the <u>total number of the</u> issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, <i>mutatis mutandis</i>, apply, but so that:</p> <p data-bbox="424 746 1393 1038">(a) the necessary quorum (other than at an adjourned meeting) shall be two persons <u>(or in the case of a Member being a corporation, its duly authorised representative)</u> holding or representing by proxy not less than <u>one-third of the total number</u> <del>in nominal value</del> of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or <u>(in the case of a Member being a corporation) its duly authorised representative or by proxy</u> (whatever the number of shares held by them) shall be a quorum; <u>and</u></p> <p data-bbox="424 1081 1393 1151">(b) every holder of shares of the class shall be entitled <del>on a poll</del> to one vote for every such share held by him. <del>;</del> <u>and</u></p> <p data-bbox="424 1193 1393 1264"><del>(c) any holder of shares of the class present in person or by proxy or authorised representative may demand a poll.</del></p>

Article No.	Amendments to the Articles of Association
12	<p>(1) Subject to the Law, <del>and</del> these Articles, any direction that may be given by the Company in general meeting and, where applicable, the <u>Listing Rules of any Designated Stock Exchange</u> and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such <u>allotment</u>, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.</p> <p>(2) The Board may issue warrants <u>or convertible securities or securities of similar nature</u> conferring the right upon the holders thereof to subscribe for any class of shares or securities in the capital of the Company on such terms as it may from time to time determine.</p>
16	<p>Every share certificate shall be issued under the Seal or a facsimile thereof <u>or with the Seal printed thereon</u> and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon and may otherwise be in such form as the Directors may from time to time determine. <u>The Seal may only be affixed to a share certificate with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors.</u> No certificate shall be issued representing shares of more than one class. The Board may by resolution determine, either generally or in any particular case or cases, that any signatures on any such certificates (or certificates in respect of other securities) need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon.</p>

Article No.	Amendments to the Articles of Association
23	Subject to these Articles, the Company may sell in such manner as the Board determines any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged nor until the expiration of fourteen (14) clear days after a <del>Notice in writing</del> , stating and demanding payment of the sum presently payable, or specifying the liability or engagement and demanding fulfilment or discharge thereof and giving notice of the intention to sell in default, has been served on the registered holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy.
44	The Register and branch register of Members, as the case may be, shall be open to inspection <del>between 10 a.m. and 12 noon on every business day for</del> <u>at least two (2) hours during business hours</u> by Members without charge or by any other person, upon a maximum payment of <del>\$1.00</del> <u>2.50 or such lesser sum specified by the Board</u> , at the Office or such other place <del>in the Cayman Islands</del> at which the Register is kept in accordance with the Law or, if appropriate, upon a maximum payment of <del>ten dollars</del> <u>\$1.00 or such lesser sum specified by the Board</u> at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper <del>or and where applicable</del> , any other newspapers in accordance with the requirements of any Designated Stock Exchange <del>to the effect</del> or by any <u>electronic</u> means in such manner as may be accepted by the Designated Stock Exchange <u>to that effect</u> , be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.
45	<p><u>Subject to the Listing Rules</u>, Notwithstanding any other provision of these Articles, the Company or the Directors may fix any date as the record date for:</p> <p>(a) determining the Members entitled to receive any dividend, distribution, allotment or issue and such record date may be on, or at any time not more than thirty (30) days before or after, any date on which such dividend, distribution, allotment or issue is declared, paid or made;</p> <p>(b) determining the Members entitled to receive <del>Notice</del> of and to vote at any general meeting of the Company.</p>

Article No.	Amendments to the Articles of Association
51	The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in <del>an appointed</del> <u>any</u> newspapers <del>and, where applicable, or by</del> any other <del>means</del> <u>newspapers</u> in accordance with the requirements of any Designated Stock Exchange <del>or by any means in such manner as may be accepted by the Designated Stock Exchange</del> to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.
53	Any person becoming entitled to a share in consequence of the death or bankruptcy or winding-up of a Member may, upon such evidence as to his title being produced as may be required by the Board, elect either to become the holder of the share or to have some person nominated by him registered as the transferee thereof. If he elects to become the holder he shall notify the Company in writing either at the Registration Office or Office, as the case may be, to that effect. If he elects to have another person registered he shall execute a transfer of the share in favour of that person. The provisions of these Articles relating to the transfer and registration of transfers of shares shall apply to such notice or transfer as aforesaid as if the death or bankruptcy <u>or winding up</u> of the Member had not occurred and the notice or transfer were a transfer signed by such Member.
54	A person becoming entitled to a share by reason of the death or bankruptcy or winding-up of a Member shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share. However, the Board may, if it thinks fit, withhold the payment of any dividend payable or other advantages in respect of such share until such person shall become the registered holder of the share or shall have effectually transferred such share, but, subject to the requirements of Article <del>75</del> <u>2</u> (2) being met, such a person may vote at <u>general meetings of the Company</u> .

Article No.	Amendments to the Articles of Association
55(2)	<p>(a) all cheques or warrants in respect of dividends of the shares in question, being not less than three in total number, for any sum payable in cash to the holder of such shares in respect of them sent during the relevant period in the manner authorised by these <u>Articles of the Company</u> have remained uncashed;</p> <p>(b) so far as it is aware at the end of the relevant period, the Company has not at any time during the relevant period received any indication of the existence of the Member who is the holder of such shares or of a person entitled to such shares by death, bankruptcy or operation of law; and</p> <p>(c) The Company, if so required by the <u>Listing Rules governing the listing of shares on the Designated Stock Exchange</u>, has given notice to, and caused advertisement in newspapers in accordance with the requirements of, the Designated Stock Exchange to be made of its intention to sell such shares in the manner required by the Designated Stock Exchange, and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.</p>
56	<p>An annual general meeting of the Company shall be held in each year <del>other than the year of the Company's incorporation</del> (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting <del>or not more than eighteen (18) months after the date of incorporation</del>, unless a longer period would not infringe the <u>Listing Rules of the Designated Stock Exchange</u>, if any) at such time and place as may be determined by the Board.</p>
58	<p>The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary <del>of the Company</del>, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p>

Article No.	Amendments to the Articles of Association
59	<p>(1) An annual general meeting <del>must be called by Notice of and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by</del> not less than twenty-one (21) clear days' <del>Notice and not less than twenty (20) clear business days.</del> All other <del>extraordinary</del> general meetings <del>(including an extraordinary general meeting)</del> <del>may</del> <u>must</u> be called by <u>Notice of not less than fourteen (14) clear days' Notice and not less than ten (10) clear business days</u> but <u>if permitted by the Listing Rules,</u> a general meeting may be called by shorter notice, subject to the Law, if it is so agreed:</p> <p>(a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and</p> <p>(b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote <del>and at</del> the meeting, being a majority together <del>holding</del> <u>representing</u> not less than ninety-five per cent. (95%) <u>of the total voting rights of all Members having a right to attend and vote at the general meeting</u> <del>in nominal value of the issued shares giving that right.</del></p> <p>(2) The <del>Notice</del> shall specify the time and place of the meeting <u>and particulars of resolutions to be considered at the meeting</u> and, in case of special business, the general nature of the business. The <del>Notice</del> convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such <del>Notices</del> from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.</p>

Article No.	Amendments to the Articles of Association
61	<p>(1) All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting, with the exception of:</p> <ul style="list-style-type: none"> <li>(a) the declaration and sanctioning of dividends;</li> <li>(b) consideration and adoption of the accounts and balance sheet and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheet;</li> <li>(c) the election of Directors whether by rotation or otherwise in the place of those retiring;</li> <li>(d) appointment of Auditors (where special notice of the intention for such appointment is not required by the Law) and other officers;</li> <li>(e) <u>The fixing, or the determining of the method of fixing, of the remuneration of the Auditors; and the voting of remuneration or extra remuneration to of the Directors; and</u></li> <li>(f) <u>The granting of any mandate or authority to the Directors to offer, allot, grant options over or otherwise dispose of the unissued shares in the capital of the Company representing not more than 20twenty per cent. (20%) (or such other percentage as may from time to time be prescribed under the Listing Rules) in nominal value of its then total number of existing issued shares of the Company capital and the number of such securities repurchased pursuant to sub-paragraph (g) of this Article; and</u></li> <li>(g) <u>the granting of any mandate or authority to the Directors to repurchase securities of the Company.</u></li> </ul>
63	<p>The chairman of the Company shall preside as chairman at every general meeting. If at any meeting the chairman, is not present within fifteen (15) minutes after the time appointed for holding the meeting, or is not willing to act as chairman, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or <u>(in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be chairman.</u></p>

Article No.	Amendments to the Articles of Association
66	<p>(1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a <del>show of hands every Member present in person (or being a corporation, is present by a representative duly authorised), or by proxy shall have one vote and on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. Notwithstanding anything contained in these Articles, A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorised representative), or by proxy(ies) shall have one vote provided that</del> where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. <u>For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/ or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views. A resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:</u></p>



Article No.	Amendments to the Articles of Association
66	<p data-bbox="422 300 1393 368"><del>(2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:</del></p> <p data-bbox="485 412 1011 442"><del>(a) by the chairman of such meeting; or</del></p> <p data-bbox="485 487 1393 591">(ab) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or</p> <p data-bbox="485 636 1393 815">(be) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or</p> <p data-bbox="485 859 1393 1076">(ce) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.</p> <p data-bbox="422 1121 1393 1225">A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by <del>the</del> Member.</p>
67	<p data-bbox="422 1253 1393 1615"><del>Where a resolution is voted on by a show of hands, Unless a poll is duly demanded and the demand is not withdrawn,</del> a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. <u>The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Listing Rules.</u></p>
68	<p data-bbox="422 1642 1393 1747"><del>If a poll is duly demanded the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. There shall be no requirement for the chairman to disclose the voting figures on a poll.</del></p>

Article No.	Amendments to the Articles of Association
69	A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken in such manner (including the use of ballot or voting papers or tickets) and either forthwith or at such time (being not later than thirty (30) days after the date of the demand) and place as the chairman directs. It shall not be necessary (unless the chairman otherwise directs) for notice to be given of a poll not taken immediately.
70	The demand for a poll shall not prevent the continuance of a meeting or the transaction of any business other than the question on which the poll has been demanded, and, with the consent of the chairman, it may be withdrawn at any time before the close of the meeting or the taking of the poll, whichever is the earlier.
73 (new Article 70)	All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or the <u>Listing Rules</u> or by the Law. In the case of an equality of votes, <del>whether on a show of hands or on a poll</del> , the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote <del>he</del> may have.
75 (new Article 72)	<p>(1) A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, <del>whether on a show of hands or on a poll</del>, by his receiver, committee, <i>curator bonis</i> or other person in the nature of a receiver, committee or <i>curator bonis</i> appointed by such court, and such receiver, committee, <i>curator bonis</i> or other person may vote <del>on a poll</del> by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting <del>or poll</del>, as the case may be.</p> <p>(2) Any person entitled under Article 53 to be registered as the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that <u>at least</u> forty-eight (48) hours <del>at least</del> before the time of the holding of the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall satisfy the Board of his entitlement to such shares, or the Board shall have previously admitted his right to vote at such meeting in respect thereof.</p>

Article No.	Amendments to the Articles of Association
76 (new Article 73)	<p>(1) No Member shall, unless the Board otherwise determines, be entitled to attend and vote and to be reckoned in a quorum at any general meeting unless he is duly registered and all calls or other sums presently payable by him in respect of shares in the Company have been paid.</p> <p>(2) Where the Company has knowledge that any Member is, under the <del>Listing</del> <del>Rules of the Designated Stock Exchange</del>, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of <del>that</del> <u>such</u> Member in contravention of such requirement or restriction shall not be counted.</p>
80 (new Article 77)	<p>The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the <del>N</del>notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting, <u>as the case may be</u>, at which the person named in the instrument proposes to vote <del>or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, 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.</del> No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at <del>an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting</del> in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>
81 (new Article 78)	<p>Instruments of proxy shall be in any common form or in such other form as the Board may approve (provided that this shall not preclude the use of the two way form) and the Board may, if it thinks fit, send out with the <del>n</del>Notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority <del>to demand on join in demanding a poll and</del> to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.</p>

Article No.	Amendments to the Articles of Association
82 (new Article 79)	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or the Registration Office (or such other place as may be specified for the delivery of instruments of proxy in the <del>Notice</del> Notice convening the meeting or other document sent therewith) <u>at least two (2) hours at least</u> before the commencement of the meeting or adjourned meeting, <u>as the case may be, or the taking of the poll</u> at which the instrument of proxy is used.
84(2) (new Article 81(2))	<del>Where a Member is</del> If a clearing house (or its nominee(s)) <del>and, in each case, being a corporation,</del> <u>is a Member</u> , it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that, <u>if more than one person is so authorised</u> , the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee (s)) <u>as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, where a show of hands is allowed, in respect of the number and class of shares specified in the relevant authorisation including</u> the right to vote individually on a show of hands.
86 (new Article 83)	(1) Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two (2). There shall be no maximum number of Directors unless otherwise determined from time to time by the Members in general meeting. The Directors shall be elected or appointed in the first place by the subscribers to the Memorandum of Association <del>or by a majority of them and thereafter at the general meeting</del> in accordance with Article <u>84 called for such purpose and who 87A</u> <del>or at any general meeting</del> and shall hold office for such term as the Members may determine or, in the absence of such determination, in accordance with Article <u>84</u> <del>until the next appointment of Directors</del> or until their successors are elected or appointed <u>or their office is otherwise vacated</u> .  (2) Subject to these Articles and the Law, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board.

Article No.	Amendments to the Articles of Association
86 (new Article 83)	<p>(3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director <del>so</del> appointed by the Board <u>to fill a casual vacancy</u> shall hold office <del>only</del> until the <u>first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting.</u></p> <p>(4) Neither a Director nor an alternate Director shall be required to hold any shares of the Company by way of qualification and a Director or alternate Director (as the case may be) who is not a Member shall be entitled to receive notice of and to attend and speak at any general meeting of the Company and of all classes of shares of the Company.</p> <p>(5) <del>Subject to any provision to the contrary in these Articles</del> <u>The</u> Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything <u>to the contrary</u> in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).</p> <p>(6) A vacancy on the Board created by the removal of a Director under the provisions of sub-paragraph <del>(54)</del> above may be filled by the election or appointment by ordinary resolution <u>of the</u> Members at the meeting at which such Director is removed.</p> <p>(7) The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the <del>member</del> <u>number</u> of Directors shall never be less than two (2).</p>

Article No.	Amendments to the Articles of Association
87	<p><del>No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected and shall have been lodged at the head office or at the Registration Office. The period for lodgement of such notices shall commence on (and include) the day after the despatch of the notice of the general meeting appointed for such election and end on (and exclude) the date that is seven (7) days prior to the date of such general meeting.</del></p>
87A (new Article 84)	<p>(1) Notwithstanding any other provisions in these Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not <del>greater</del> less than one-third) shall retire from office by rotation provided that <u>every Director shall be subject to retirement at an annual general meeting at least once every three years notwithstanding anything herein, the chairman of the Board and/or the managing director of the Company shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year.</u></p> <p>(2) A retiring Director shall be eligible for re-election <u>and shall continue to act as a Director throughout the meeting at which he retires.</u> The Directors to retire by rotation shall include (so far as necessary to ascertain the numbers of <del>D</del>irectors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed <u>by the Board</u> pursuant to Article <del>8683</del>(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.</p>

Article No.	Amendments to the Articles of Association
new Article 85	<p><u>No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such Notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the Notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the Notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.</u></p>
89 (new Article 87)	<p>The Board may from time to time appoint any one or more of its body to be a managing director, joint managing director or deputy managing director or to hold any other employment or executive office with the Company for such period (subject to their continuance as Directors) and upon such terms as the Board may determine and the Board may revoke or terminate any of such appointments. Any such <del>the</del> revocation or termination as aforesaid shall be without prejudice to any claim for damages that such Director may have against the Company or the Company may have against such Director. A Director appointed to an office under this Article shall be subject to the same provisions as to removal as the other Directors <del>of the Company, and he shall be subject to the same provisions as to removal as the other Directors of the Company,</del> and he shall (subject to the provisions of any contract between him and the Company) ipso facto and immediately cease to hold such office if he shall cease to hold the office of Director for any cause.</p>

Article No.	Amendments to the Articles of Association
102 (new Article 100)	<p>(1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his <u>close</u> associates is materially interested, but this prohibition shall not apply to any of the following matters namely:</p> <ul style="list-style-type: none"> <li>(i) any contract or arrangement for the giving to such Director or his <u>close</u> associate(s) any security or indemnity in respect of money lent by him or any of his <u>close</u> associate(s) or obligations incurred or undertaken by him or any of his <u>close</u> associate(s) at the request of or for the benefit of the Company or any of its subsidiaries;</li> <li>(ii) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his <u>close</u> associate(s) has himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;</li> <li>(iii) any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his <u>close</u> associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</li> <li>(iv) any contract or arrangement in which the Director or his <u>close</u> associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company; <u>or</u></li> </ul>



Article No.	Amendments to the Articles of Association
102 (new Article 100)	<p><del>(v) any contract or arrangement concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder or in which the Director and any of his associates are not in aggregate beneficially interested in five (5) per cent. or more of the issued shares or of the voting rights of any class of shares of such company (or of any third company through which his interest or that of any of his associates is derived); or</del></p> <p>(v<sup>+</sup>) any proposal or arrangement concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death <del>to</del>or disability benefits scheme or other arrangement which relates both to <del>directors, his associates</del>Directors or his close associate(s) and to employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his <u>close</u> associate(s), as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates.</p> <p><del>(2) A company shall be deemed to be a company in which a Director and/or his associate(s) owns five (5) per cent. or more if and so long as (but only if and so long as) he and/or his associates, (either directly or indirectly) are the holders of or beneficially interested in five (5) per cent. or more of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his interest or that of any of his associates is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder.</del></p> <p><del>(3) Where a company in which a Director and/or his associate(s) holds five (5) per cent. or more is materially interested in a transaction, then that Director and/or his associate(s) shall also be deemed materially interested in such transaction.</del></p>

Article No.	Amendments to the Articles of Association
102 (new Article 100)	<p data-bbox="422 300 1396 853">(42) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed to the Board.</p> <p data-bbox="422 895 1396 1038"><del>(5) The Company shall not have the power to freeze or otherwise impair any of the rights attached to any share by reason only of a person(s), being directly or indirectly interested in any contract or arrangement of the Company, failing to disclose those interests to the Company.</del></p>

Article No.	Amendments to the Articles of Association
103 (new Article 101)	<p>(1) The business of the Company shall be managed and conducted by the Board, which may pay all expenses incurred in forming and registering the Company and may exercise all powers of the Company (whether relating to the management of the business of the Company or otherwise) which are not by the Statutes or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Statutes and of these Articles and to such regulations being not inconsistent with such provisions, as may be prescribed by the Company in general meeting, but no regulations made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if such regulations had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.</p> <p>(2) Any person contracting or dealing with the Company in the ordinary course of business shall be entitled to rely on any written or oral contract or agreement or deed, document or instrument entered into or executed as the case may be by any two of the Directors acting jointly on behalf of the Company and the same shall be deemed to be validly entered into or executed by the Company as the case may be and shall, subject to any rule of law, be binding on the Company.</p> <p>(3) Without prejudice to the general powers conferred by these Articles it is hereby expressly declared that the Board shall have the following powers:</p> <p>(a) <del>To</del> give to any person the right or option of requiring at a future date that an allotment shall be made to him of any share at par or at such premium as may be agreed-;</p> <p>(b) <del>To</del> give to any Directors, officers or servants of the Company an interest in any particular business or transaction or participation in the profits thereof or in the general profits of the Company either in addition to or in substitution for a salary or other remuneration-; <u>and</u></p> <p>(c) <del>To</del> resolve that the Company be deregistered in the Cayman Islands and continued in a named jurisdiction outside the Cayman Islands subject to the provisions of the Law.</p>

Article No.	Amendments to the Articles of Association
	<p>(4) <del>Except as would, if the Company were a company incorporated in Hong Kong, be permitted by Section 157H of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force at the date of adoption of these Articles, and except as permitted under the Law, the Company shall not directly or indirectly:</del></p> <p><del>(i) make a loan to a Director or a director of any holding company of the Company;</del></p> <p><del>(ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director, or</del></p> <p><del>(iii) if any one or more of the Directors hold (jointly or severally or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.</del></p> <p><u>The Company shall not make any loan, directly or indirectly, to a Director or his close associate(s) if and to the extent it would be prohibited by the Companies Ordinance (Chapter 622 of the laws of Hong Kong) as if the Company were a company incorporated in Hong Kong.</u></p> <p>Article 1031(4) shall only have effect for so long as the shares of the Company are listed on The Stock Exchange of Hong Kong Limited.</p>
114 (new Article 112)	<p>A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board, <del>of which notice may be</del> <u>Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or via electronic mail or by telephone or in such other manner as the Board may from time to time determine whenever he shall be required so to do by the president or chairman, as the case may be, or any Director.</u></p>

Article No.	Amendments to the Articles of Association
121 (new Article 119)	<p>A resolution in writing signed by all the Directors except such as are temporarily unable to act through ill-health or disability, and all the alternate Directors, if appropriate, whose appointors are temporarily unable to act as aforesaid shall (provided that such number is sufficient to constitute a quorum and further provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings in the same manner as notices of meetings are required to be given by these Articles) be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or alternate Directors and for this purpose a facsimile signature of a Director or an alternate Director shall be treated as valid. <u>Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.</u></p>
132 (new Article 130)	<p>(1) The Company shall have one or more Seals, as the Board may determine. For the purpose of sealing documents creating or evidencing securities issued by the Company, the Company may have a securities seal which is a facsimile of the Seal <del>of the Company</del> with the addition of the words “Securities Seal” on its face or in such other form as the Board may approve. The Board shall provide for the custody of each Seal and no Seal shall be used without the authority of the Board or of a committee of the Board authorised by the Board in that behalf. Subject as otherwise provided in these Articles, any instrument to which a Seal is affixed shall be signed autographically by one Director and the Secretary or by two Directors or by such other person (including a Director) or persons as the Board may appoint, either generally or in any particular case, save that as regards any certificates for shares or debentures or other securities of the Company the Board may by resolution determine that such signatures or either of them shall be dispensed with (<del>except in the case of certificate for shares</del>) or affixed by some method or system of mechanical signature. Every instrument executed in manner provided by this Article shall be deemed to be sealed and executed with the authority of the Board previously given.</p>

Article No.	Amendments to the Articles of Association
145 (new Article 143)	<p>(1) The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. <u>Unless otherwise provided by the provisions of these Articles,</u> <del>the Board Company</del> may apply the share premium account in any manner permitted by the Law. The Company shall at all times comply with the provisions of the Law in relation to the share premium account.</p>
148 (new Article 146)	<p>The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the Law:</p> <p>(1) If, so long as any of the rights attached to any warrants issued by the Company to subscribe for shares of the Company shall remain exercisable, the Company does any act or engages in any transaction which, as a result of any adjustments to the subscription price in accordance with the provisions of the conditions of the warrants, would reduce the subscription price to below the par value of a share, then the following provisions shall apply:</p> <p>(a) as from the date of such act or transaction the Company shall establish and thereafter (subject as provided in this Article) maintain in accordance with the provisions of this Article a reserve (the “Subscription Rights Reserve”) the amount of which shall at no time be less than the sum which for the time being would be required to be capitalised and applied in paying up in full the nominal amount of the additional shares required to be issued and allotted credited as fully paid pursuant to <del>sub-paragraph</del> sub-paragraph (c) below on the exercise in full of all the subscription rights outstanding and shall apply the Subscription Rights Reserve in paying up such additional shares in full as and when the same are allotted;</p> <p>(b) the Subscription Rights Reserve shall not be used for any purpose other than that specified above unless all other reserves of the Company (other than share premium account) have been extinguished and will then only be used to make good losses of the Company if and so far as is required by law;</p>

Article No.	Amendments to the Articles of Association
148 (new Article 146)	<p>(c) upon the exercise of all or any of the subscription rights represented by any warrant, the relevant subscription rights shall be exercisable in respect of a nominal amount of shares equal to the amount in cash which the holder of such warrant is required to pay on exercise of the subscription rights represented thereby (or, as the case may be the relevant portion thereof in the event of a partial exercise of the subscription rights) and, in addition, there shall be allotted in respect of such subscription rights to the exercising warrant holder, credited as fully paid, such additional nominal amount of shares as is equal to the difference between:</p> <p>(i) the said amount in cash which the holder of such warrant is required to pay on exercise of the subscription rights represented thereby (or, as the case may be, the relevant portion thereof in the event of a partial exercise of the subscription rights); and</p> <p>(ii) the nominal amount of shares in respect of which such subscription rights would have been exercisable having regard to the provisions of the conditions of the warrants, had it been possible for such subscription rights to represent the right to subscribe for shares at less than par and immediately upon such exercise so much of the sum standing to the credit of the Subscription Rights Reserve as is required to pay up in full such additional nominal amount of shares shall be capitalised and applied in paying up in full such additional nominal amount of shares which shall forthwith be allotted credited as fully paid to the exercising warrant holders; and</p>

Article No.	Amendments to the Articles of Association
148 (new Article 146)	<p>(d) if, upon the exercise of the subscription rights represented by any warrant, the amount standing to the credit of the Subscription Rights Reserve is not sufficient to pay up in full such additional nominal amount of shares equal to such difference as aforesaid to which the exercising warrant holder is entitled, the Board shall apply any profits or reserves then or thereafter becoming available (including, to the extent permitted by law, share premium account) for such purpose until such additional nominal amount of shares is paid up and allotted as aforesaid and until then no dividend or other distribution shall be paid or made on the fully paid shares of the Company then in issue. Pending such payment and allotment, the exercising warrant holder shall be issued by the Company with a certificate evidencing his right to the allotment of such additional nominal amount of shares. The rights represented by any such certificate shall be in registered form and shall be transferable in whole or in part in units of one share in the like manner as the shares for the time being are transferable, and the Company shall make such arrangements in relation to the maintenance of a register therefor and other matters in relation thereto as the Board may think fit and adequate particulars thereof shall be made known to each relevant exercising warrant holder upon the issue of such certificate.</p> <p>(2) Shares allotted pursuant to the provisions of this Article shall rank <i>pari passu</i> in all respects with the other shares allotted on the relevant exercise of the subscription rights represented by the warrant concerned. Notwithstanding anything contained in paragraph (1) of this Article, no fraction of any share shall be allotted on exercise of the subscription rights.</p> <p>(3) The provision of this Article as to the establishment and maintenance of the Subscription Rights Reserve shall not be altered or added to in any way which would vary or abrogate, or which would have the effect of varying or abrogating the provisions for the benefit of any warrant holder or class of warrant holders under this Article without the sanction of a special resolution of such warrant holders or class of warrant holders.</p>



Article No.	Amendments to the Articles of Association
148 (new Article 146)	(4) A certificate or report by the <del>the</del> Auditors <del>for the time being of the Company</del> as to whether or not the Subscription Rights Reserve is required to be established and maintained and if so the amount thereof so required to be established and maintained, as to the purposes for which the Subscription Rights Reserve has been used, as to the extent to which it has been used to make good losses of the Company, as to the additional nominal amount of shares required to be allotted to exercising warrant holders credited as fully paid, and as to any other matter concerning the Subscription Rights Reserve shall (in the absence of manifest error) be conclusive and binding upon the Company and all warrant holders and shareholders.
151 (new Article 149)	Subject to Article <del>151A-150</del> , a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be <del>delivered or sent by post</del> to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and <del>at the same time as the notice of annual general meeting and</del> laid before the Company at the annual general meeting held in accordance with Article 56 provided that this Article shall not require a copy of those documents to be sent to any person whose address the Company is not aware of or to more than one of the joint holders of any shares or debentures.
151A (new Article 150)	<del>To the extent permitted by and s</del> Subject to due compliance with all applicable <del>Law</del> Statutes, rules and regulations, including, without limitation, the <del>Listing r</del> Rules of the <del>Designated Stock Exchange</del> , and to obtaining all necessary consents, if any, required thereunder, the requirements of Article <del>151-149</del> shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the <del>Law</del> Statutes, <del>a summary summarised</del> financial statements derived from the Company's annual accounts and the directors' report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to <del>a summary</del> <u>summarised</u> financial statements, a complete printed copy of the Company's annual financial statement and the directors' report thereon.

Article No.	Amendments to the Articles of Association
151B (new Article 151)	<p>The requirement to send to a person referred to in Article <del>151</del><u>149</u> the documents referred to in that <del>provision</del><u>article</u> or a summary financial report in accordance with Article <del>151A</del><u>150</u> shall be deemed satisfied where, in accordance with all applicable <del>Law</del><u>Statutes</u>, rules and regulations, including, without limitation, the <del>Listing Rules of the Designated Stock Exchange</del>, the Company publishes copies of the documents referred to in Article <del>151</del><u>149</u> and, if applicable, a summary financial report complying with Article <del>151</del><u>150</u>, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.</p>
152	<p>(1) At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall appoint an auditor to audit the accounts of the Company and such <del>a</del><u>Auditor</u> shall hold office until the <del>Members appoint another auditor</del><u>next annual general meeting</u>. Such <del>a</del><u>Auditor</u> may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.</p> <p><del>(2) A person, other than a retiring Auditor, shall not be capable of being appointed Auditor at an annual general meeting unless notice in writing of an intention to nominate that person to the office of Auditor has been given not less than twenty-one (21) days before the annual general meeting and furthermore, the Company shall send a copy of any such notice to the retiring Auditor.</del></p> <p>(3) The Members may, at any general meeting convened and held in accordance with these Articles, by special resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.</p>
155	<p>If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall <del>as soon as practicable convene an extraordinary general meeting to fill the vacancy and fix the remuneration of the Auditor so appointed.</del></p>

Article No.	Amendments to the Articles of Association
158	<p>Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the <del>Listing #Rules of the Designated Stock Exchange</del>), whether or not, to be given or issued under these Articles <del>off from</del> the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the <del>e</del>Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the <del>n</del>Notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in <del>appropriate</del> <del>appointed</del> newspapers <del>or in newspaper published daily and circulation generally in the territory of</del> <del>and</del> in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the member a <del>n</del>Notice stating that the <del>n</del>Notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above <del>other than by posting it on a website</del>. In the case of joint holders of a share all <del>n</del>Notices shall be given to that one of the joint holders whose name stands first in the Register and <del>n</del>Notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</p>
165	<p>No Article shall be rescinded, altered or amended and no new Article shall be made until the same has been approved by a special resolution of the Members. A special resolution shall be required to alter the provisions of the <del>m</del>Memorandum of association or to change the name of the Company.</p>
166	<p>No Member shall be entitled to require discovery of or any information respecting any detail of the Company’s trading or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interests of the <del>m</del>Members of the <del>Company</del> to communicate to the public.</p>

## NOTICE OF THE AGM



# INTERNATIONAL ENTERTAINMENT CORPORATION

## 國際娛樂有限公司

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

**(STOCK CODE: 01009)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of International Entertainment Corporation (the “Company”) will be held at Meeting Room S428, Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Wednesday, 17 August 2016 at 11:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the report of the directors of the Company (the “Directors”) and the independent auditor’s report for the year ended 31 March 2016;
2.
  - (a) To re-elect Mr. Cheng Kam Chiu, Stewart as Director;
  - (b) To re-elect Dr. Cheng Chi Kong as Director;
  - (c) To re-elect Mr. Cheng Chi Him as Director;
  - (d) To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors; and
3. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

### ORDINARY RESOLUTIONS

4. **“THAT:**
  - (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws and the articles of association of the Company, be and is hereby generally and unconditionally approved;

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- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of the shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than: (i) pursuant to a Rights Issue (as hereinafter defined); (ii) pursuant to the exercise of any options granted under any share option scheme or similar arrangement for the time being adopted by the Company; (iii) an issue of shares upon the exercise of subscription or conversion rights attached to the warrants or the convertible securities which might be issued by the Company; or (iv) an issue of shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the articles of association of the Company, shall not exceed 20% of the number of issued shares of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares whose names stand on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

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5. “THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the aggregate number of the shares of the Company which the Directors are authorised to repurchase pursuant to the approval in paragraphs (a) and (b) above shall not exceed 10% of the number of issued shares of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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6. “**THAT** conditional upon the passing of the ordinary resolutions numbered 4 and 5 as set out in the notice convening this meeting, the aggregate number of the shares of the Company which are repurchased by the Company under the authority granted to the Directors pursuant to and in accordance with the said resolution numbered 5 shall be added to the aggregate number of the shares of the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to and in accordance with the said resolution numbered 4.”

As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as special resolution of the Company:

### SPECIAL RESOLUTION

7. “**THAT:**
- (a) the amended and restated articles of association of the Company in the form of the document marked “A” and produced to the meeting and for the purpose of identification signed by the chairman of the meeting be approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company with effect from the closure of the meeting; and
  - (b) the Directors be and are hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to give effect to the foregoing.”

By order of the Board  
**International Entertainment Corporation**  
**Kwok Chi Kin**  
*Company Secretary*

Hong Kong, 15 July 2016

*Head office and principal place of  
business in Hong Kong:*  
Rooms 1207–8  
New World Tower 1  
16–18 Queen’s Road Central  
Hong Kong

*Registered office:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

## NOTICE OF THE AGM

*Notes:*

1. 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 of the Company may appoint more than one proxy to represent him and vote on his behalf at the meeting. 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.
2. 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.
3. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be) at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
4. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting or any adjourned meeting thereof or on the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. 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.
6. The register of members of the Company will be closed from Tuesday, 16 August 2016 to Wednesday, 17 August 2016 (both dates inclusive) during which period no transfer of shares of the Company will be effected. In order to be eligible to attend and vote at the meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, 15 August 2016 for registration.
7. An explanatory statement containing further details regarding resolution numbered 5 above is set out in Appendix I to the circular of the Company dated 15 July 2016 of which this notice forms part.
8. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all votes of shareholders of the Company at the meeting will be taken by poll and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and of the Company ([www.ientcorp.com](http://www.ientcorp.com)).
9. The translation into Chinese language of the notice convening the meeting is for reference only. In case of any inconsistency or discrepancy, the English version shall prevail.

*As at the date of this notice, the Board comprises seven executive Directors, namely Dr. Cheng Kar Shun, Mr. Lo Lin Shing, Simon, Mr. To Hin Tsun, Gerald, Mr. Cheng Kam Chiu, Stewart, Mr. Cheng Kam Biu, Wilson, Dr. Cheng Chi Kong and Mr. Cheng Chi Him, and four independent non-executive Directors, namely Mr. Cheung Hon Kit, Mr. Kwee Chong Kok, Michael, Mr. Lau Wai Piu and Mr. Tsui Hing Chuen, William.*