



INTERNATIONAL ENTERTAINMENT CORPORATION

國際娛樂有限公司

(Incorporated in the Cayman Islands with limited liability)

(STOCK CODE: 1009)

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

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____
ordinary shares of HK\$1.00 each in the share capital of International Entertainment Corporation (the "Company"), **HEREBY APPOINT** ^(note 3) the chairman of
the meeting, or _____
of _____
as my/our proxy to attend for me/us at the annual general meeting (and at any adjournment thereof) of the Company (the "Meeting") to be held on Monday, 22 August 2011 at 11:00 a.m. at Meeting Room S428, Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing, with or without amendments, the resolutions set out in the notice convening the Meeting and at such Meeting to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit, and in respect of any other business that may be properly proposed before the Meeting.

| ORDINARY RESOLUTIONS | | For ^(note 4) | Against ^(note 4) |
|----------------------|--|-------------------------|-----------------------------|
| 1. | To receive and approve 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 2011. | | |
| 2. | To declare a final dividend and a special dividend for the year ended 31 March 2011. | | |
| 3. | (a) To re-elect Mr. Lo Lin Shing, Simon as executive Director. | | |
| | (b) To re-elect Mr. Cheung Hon Kit as independent non-executive Director. | | |
| | (c) To re-elect Mr. Lau Wai Piu as independent non-executive Director. | | |
| | (d) To re-elect Mr. Tsui Hing Chuen, William JP as independent non-executive Director. | | |
| | (e) To authorise the board of the Directors (the "Board") to fix the remuneration of the Directors. | | |
| 4. | To re-appoint Deloitte Touche Tohmatsu as auditor of the Company (the "Auditor") and authorise the Board to fix the remuneration of the Auditor. | | |
| 5. | To grant the Directors general mandate to issue shares of the Company. | | |
| 6. | To grant the Directors general mandate to repurchase shares of the Company. | | |
| 7. | Subject to the passing the Ordinary Resolutions Nos. 5 and 6, to extend the general mandate granted to the Directors to issue shares of the Company by the number of shares repurchased by the Company. | | |

Signature(s) ^(note 5): _____

Date: _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the chairman is preferred, please strike out "the chairman of the meeting, or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE RELEVANT BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
- The instrument appointing a proxy and (if required by the Board) 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, Hong Kong, not less than forty-eight (48) hours before the time appointed for holding the Meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of the Meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
- Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the Meeting or on the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.