



## Treyo Leisure and Entertainment Ltd

AGM 29 MAY 2009

### NOTICE OF ANNUAL GENERAL MEETING

#### Notice of Meeting

Notice is hereby given that an Annual General Meeting (**AGM**) of TREYO LEISURE AND ENTERTAINMENT LIMITED ABN 93 131 129 489 (**the Company**) will be held as detailed immediately below.

Date of AGM: Friday, 29 May 2009

Venue: Deacons  
Seminar Room  
Level 15, 485 Bourke Street  
Melbourne VIC 3000

Time: 10.00am

Please note that additional information concerning the proposed resolutions is contained in the Explanatory Memorandum that accompanies and forms part of this Notice of Annual General Meeting.

#### Ordinary Business

##### Addresses

The Chairman and/or the Deputy Chairman will make a presentation to shareholders.

#### Business of the Meeting

##### Item 1. Financial Statements and Reports

To receive the Financial Statements for Treyo Leisure and Entertainment Limited for the year ended 31 December 2008, together with the Director's Report and the Independent Audit Report as set out in the Annual Report.

##### Item 2. Remuneration Report

To consider and put to a non-binding vote the following resolution as an ordinary resolution:

*"That the Remuneration Report required under section 300A of the Corporations Act 2001 as contained in the Directors' Report of the Company, for the year ended 31 December 2008 be adopted."*

##### Item 3. Re-election of Directors

###### Re-election of Mr Roger Smeed as a Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*"That pursuant to Rule 81.2 of the Company's Constitution, the members of the Company approve the re-appointment of Mr Roger Smeed as a Director of the Company who was appointed, pursuant to Rule 81.1 of the Company's Constitution, is retiring and being eligible, offers himself for re-election."*



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### NOTICE OF ANNUAL GENERAL MEETING

#### **Item 3. Re-election of Directors (continued)**

##### **Re-election of Mr Guohua Wei as a Director**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*"That pursuant to Rule 81.2 of the Company's Constitution, the members of the Company approve the re-appointment of Mr Guohua Wei as a Director of the Company who was appointed, pursuant to Rule 81.1 of the Company's Constitution, is retiring and being eligible, offers himself for re-election."*

##### **Re-election of Mr Weiyun Chen as a Director**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*"That pursuant to Rule 81.2 of the Company's Constitution, the members of the Company approve the re-appointment of Mr Weiyun Chen as a Director of the Company who was appointed, pursuant to Rule 81.1 of the Company's Constitution, is retiring and being eligible, offers himself for re-election."*

##### **Re-election of Mr Jieliang Wang as a Director**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*"That pursuant to Rule 81.2 of the Company's Constitution, the members of the Company approve the re-appointment of Mr Jieliang Wang as a Director of the Company who was appointed, pursuant to Rule 81.1 of the Company's Constitution, is retiring and being eligible, offers himself for re-election."*

##### **Re-election of Mr Kwong Fat Tse as a Director**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*"That pursuant to Rule 81.2 of the Company's Constitution, the members of the Company approve the re-appointment of Mr Kwong Fat Tse as a Director of the Company who was appointed, pursuant to Rule 81.1 of the Company's Constitution, is retiring and being eligible, offers himself for re-election."*

##### **Re-election of Mr Edward Byrt as a Director**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*"That pursuant to Rule 81.2 of the Company's Constitution, the members of the Company approve the re-appointment of Mr Edward Byrt as a Director of the Company who was appointed, pursuant to Rule 81.1 of the Company's Constitution, is retiring and being eligible, offers himself for re-election."*



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#### Item 4. **Appointment of Auditor**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*"That Grant Thornton Audit Pty Ltd, being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as the auditor of the Company and the Directors be authorised to agree to auditor remuneration."*

#### **Other Business**

To consider any other business that may be brought before the AGM in accordance with the Company's constitution.

#### **Forum for Shareholder Questions and Comments**

The Chairman will open the AGM to shareholder questions and comments. Directors, management and representatives of Grant Thornton Audit, the Company's external auditor, will be in attendance at the meeting to respond to questions from shareholders at this time.

By Order of the Board

A handwritten signature in black ink, appearing to read "Jo-Anne Dal Santo".

Jo-Anne Dal Santo  
Company Secretary

23 April, 2009



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### NOTICE OF ANNUAL GENERAL MEETING

#### **Voting Instructions**

For the purposes of the AGM, shares will be taken to be held by persons who are registered holders as at 7.00pm 27 May, 2009.

#### **Information on Proxies**

A proxy form accompanies this Notice of AGM. Please refer to the proxy form for further information on how to vote. Additional proxy forms may be obtained from the Company or its share registrar, Computershare Investor Services Pty Limited.

#### **Bodies Corporate**

A body corporate may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise at meetings of shareholders of the Company or in the capacity of a shareholder's proxy. The appointment may be a standing one. Unless otherwise specified in the appointment, the representative may exercise, on the body corporate's behalf, all of the powers that the body corporate could exercise at a meeting or in voting on a resolution.

#### **Lodgement of Proxy**

To be valid, the proxy form appointing the proxy and the power of attorney or other authority (if any) under which it is signed or proof of the power or authority to the satisfaction of the directors of the Company must be lodged, or received by fax, at least 48 hours prior to the meeting at which the proxy proposes to vote:

- (a) at Computershare Investor Services Pty Limited, GPO Box 242 Melbourne Vic 3001; or
- (b) successfully transmitted by facsimile to 1800 783 447 (within Australia) + 61 3 9473 2555 (outside Australia).

#### **Explanatory Memorandum**

The attention of members is drawn to the Explanatory Memorandum, which accompanies this Notice of AGM.



## Treyo Leisure and Entertainment Ltd

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### EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice of Annual General Meeting and has been prepared to assist shareholders with their consideration of the Resolutions in the accompanying Notice of Annual General Meeting.

#### **Ordinary Business Resolutions**

##### **Item 1: Financial Statements and Reports**

This resolution is self-explanatory. It is intended to provide shareholders with the opportunity to raise questions on the Financial Statements and Reports and on the performance of the Company generally.

Shareholders should note that the Financial Statements and Reports will be received in the form presented. It is not the purpose and there is no requirement either in the *Corporations Act* or in the Constitution of the Company for shareholders to approve the financial report, the directors' report or the auditor's report or that the Financial Statements and Reports be accepted, rejected or modified in any way.

##### **Item 2: Remuneration Report**

That the Board submits its Remuneration Report to shareholders for consideration and adoption. The *Corporations Act 2001 (Cth)* specifically provides that the vote by shareholders is advisory only and is not binding on the Board or the Company. The Remuneration Report is set out in the Directors Report on pages 8 to 21 (inclusive) of the 2008 Annual Report. The Remuneration Report:

- explains the Board's policies in respect of the nature and level of remuneration paid to Directors and senior management of the Company;
- discusses the link between the Board's policies and the Company's performance;
- explains why the performance conditions were chosen and how performance is measured against them;
- sets out the remuneration details for each Director and each member of the Company's senior management team;
- makes clear that the basis for remunerating Non-Executive Directors is distinct from the basis for remunerating executives and executive Directors.

It is intended that shareholders will be provided with an opportunity to discuss the Remuneration Report at the meeting.

The Board unanimously recommends that shareholders vote in favour of this Resolution.

##### **Item 3: Re-election of Directors**

Rule 81.1 provides that the Company in general meeting may by resolution and the directors may at any time appoint a person qualified to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total numbers of directors does not at any time exceed the number fixed in accordance with the Constitution.

Rule 81.2 provides that any director appointed under Rule 81.1 (other than the Managing Director, or if there is more than one Managing Director at the same time, the one appointed first) holds office only until the termination of the next annual general meeting of the Company and is eligible for re-election at that annual general meeting but is not taken into account in determining the number of directors who must retire by rotation at the meeting.

As all the directors have been appointed under Rule 81.1, all directors (other than the managing director) hereby retire from the Board and, being eligible, offer themselves for re-election.

The Chairman in his capacity as proxy holder intends to vote undirected proxies in favour of approving these Resolutions.



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### EXPLANATORY MEMORANDUM

#### Item 4: Appointment of Auditor

Grant Thornton Audit Pty Ltd was appointed as Auditor of the Company in 2008 by the Directors. The *Corporations Act 2001* provides that Grant Thornton Audit Pty Ltd holds office until the Company's first Annual General Meeting as a publicly listed company, at which the Company must obtain the approval of shareholders in general meeting to the appointment of the Auditor. Kin Yip Tse, a member of the Company, has nominated Grant Thornton Audit Pty Ltd who is eligible and has consented to act as Auditor. Pursuant to subsection 328B(3) of the *Corporations Act 2001*, a copy of the nomination is attached.

#### Proxy Information

The Board of Directors are not aware of any other information which is relevant to the consideration by members of the proposed resolutions which are detailed in the Notice, other than as set out in the Explanatory Memorandum.

A member entitled to attend and vote at the General Meeting is entitled to appoint not more than two proxies. The Proxy Form to be used is to be read in conjunction with, and accompanies this notice of meeting.

A proxy need not be a member of the Company. The proxy form must be signed by the member or the member's attorney. Proxies given by corporations must be executed by the corporation in accordance with the *Corporations Act 2001 (Cth)*. Where a proxy is appointed by a member's attorney, the power of attorney together with evidence of non-revocation must be lodged with the proxy form. Further terms relating to the use of the proxy are described on the accompanying Proxy Form.

A member may choose whether or not to direct the proxy to vote. If the member does not direct the proxy how to vote on each resolution, the proxy may vote as the proxy sees fit on the resolutions for which the proxy is not directed. A member who is entitled to cast two or more votes may appoint two proxies, and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes of the member.

To be valid, proxies must be received by the Company's Share Registry Office:

- (c) at Computershare Investor Services Pty Limited, GPO Box 242 Melbourne Vic 3001; or
- (d) successfully transmitted by facsimile to 1800 783 447 (within Australia) + 61 3 9473 2555 (outside Australia).

in any case no later than 48 hours before the commencement of the Annual General Meeting.

Prior to making any decision, members may wish to seek advice from their own independent financial adviser or stockbroker as to the effect of the proposed resolutions.

#### Voting Entitlement

In accordance with the *Corporations Act 2001*, a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person according to the Register of Members at 7.00pm on 27 May 2009.

1 April 2009

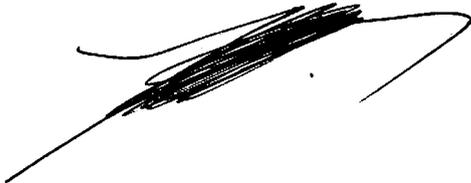
The Directors  
Treyo Leisure and Entertainment Limited  
Level 1, 263 City Road  
South Melbourne VIC 3205

Dear Directors

**Nomination of Grant Thornton Audit Pty Ltd as Auditor**

Pursuant to section 328B(1) of the *Corporations Act 2001*, I, Kin Yip TSE, being a member of Treyo Leisure and Entertainment Limited (ABN 93 131 129 489), hereby nominate Grant Thornton Audit Pty Ltd of Level 1, 67 Greenhill Road, Wayville, South Australia, for appointment as auditor of the Company at the next annual general meeting of the Company.

Yours faithfully

A handwritten signature in black ink, appearing to be 'Kin Yip TSE', with a long horizontal stroke extending to the right.

Kin Yip TSE  
Address: Room 1708, Hin Tak House, Hin Keng Estate, Shatin, N.T., Hong Kong



Treyo Leisure and Entertainment Ltd  
ACN 131 129 489

### Lodge your vote:



**By Mail:**

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

**For all enquiries call:**

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000



## Proxy Form

**For your vote to be effective it must be received by 10.00am Wednesday 27 May 2009**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.computershare.com](http://www.computershare.com).

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** →



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- Review your securityholding
- Update your securityholding

**Your secure access information is:**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Treyo Leisure and Entertainment Ltd hereby appoint

the Chairman of the meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Treyo Leisure and Entertainment Ltd to be held at Deacons, Seminar Room, Level 15, 485 Bourke Street, Melbourne Victoria on Friday, 29th May 2009 at 10.00am and at any adjournment of that meeting.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Item 2	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3a	Re-election of Mr Roger Smeed as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3b	Re-election of Mr Guohua Wei as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3c	Re-election of Mr Weiyun Chen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3d	Re-election of Mr Jieliang Wang as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3e	Re-election of Mr Kwong Fat Tse as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3f	Re-election of Mr Edward Byrt as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date \_\_\_\_/\_\_\_\_/\_\_\_\_