



Treyo Leisure and Entertainment Ltd

AGM 28 MAY 2015

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: Thursday 28 May 2015

Venue: Grant Thornton
Orchid Room
Level 17, 383 Kent Street
Sydney NSW 2000

Time: 11.30am

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 2014 together with the Director's Report and the Independent Audit Report as set out in the Annual Report.

Item 2. Remuneration of Directors

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 2014 be adopted."

Item 3. 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 78.2 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 is retiring and being eligible, offers himself for re-election."



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Item 4. 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 78.2 of the Company's Constitution, the members of the Company approve the re-appointment of Edward Byrt as a Director of the Company who is retiring and being eligible, offers himself for re-election."

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

20 April, 2015



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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 26 May, 2015.

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 Ltd.

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).
- (c) Custodian voting – for Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

Explanatory Memorandum

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



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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 item 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 (non-binding resolution)

The Board will submit 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. Where 25 per cent or more of the votes cast on the resolution at the Meeting are against adoption of the Remuneration Report, then:

- if comments are made on the Remuneration Report at the Meeting, Treyo's 2015 Remuneration Report will be required to include an explanation of the board's proposed action in response or, if no action is proposed, the board's reasons for this, and
- if, at next year's AGM, at least 25 per cent of the votes cast on the resolution for adoption of the 2015 Remuneration Report are against it, Treyo will be required to put to shareholders a resolution proposing that an extraordinary general meeting (EGM) be called to consider the election of directors (spill resolution). If a spill resolution is passed i.e., more than 50 per cent of the votes cast are in favour of it, all of the directors (other than the Managing Director) will cease to hold office at the subsequent EGM, unless re-elected at that meeting.

The board will take the outcome of the vote into consideration when reviewing the remuneration policy for directors and executives in the future. During the discussion of this item, shareholders will be provided with an opportunity to ask questions about, and comment on, the Remuneration Report. If you intend to appoint a proxy to vote on your behalf on the resolution for adoption of the Remuneration Report, please read the information under the heading 'Voting Exclusion Statement'.

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

Items 3 and 4: Re-election of Directors

Rule 78.1 of the Company's Constitution and ASX Rule 14.4 provide that a director may not hold office for a continuous period in excess of 3 years or past the third annual general meeting following the Director's appointment, whichever is the longer, without submitting for re-election. Rule 14.4 does not apply to the managing director.

Rule 78.2 of the Company's Constitution provides that if no director would otherwise be required by rule 78.1 to submit for election or re-election, the director or directors to retire at an annual general meeting are those who have been longest in office since their election.

Rule 78.3 of the Company's Constitution provides that where two or more directors became directors on the same day, the director or directors to retire are determined by lot unless they otherwise agree between or among themselves.

The Directors have agreed that under Rule 78.3 of the Company's Constitution Kwong Fat Tse and Edward Byrt will 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

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:

- (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).
- (c) Custodian voting – for Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

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

Subject to any voting exclusions a person's entitlement to vote at the Annual General Meeting will be determined by reference to the number of fully paid ordinary shares registered in the name of that person according to the Register of Members at 7.00pm on 26 May 2015.

Voting Exclusion Statement

The Company will disregard any votes cast on Item 2 by a member of the Key Management Personnel or their closely related parties. However, the Company will not disregard a vote if:

- it is cast by the Chairman as proxy appointed in writing, in accordance with a direction on the proxy form to vote as the proxy decides; or
- it is cast by a member of the Key Management Personnel or their closely related parties as proxy appointed in writing that specifies how the proxy is to vote,

and the vote is not cast on behalf of a member of the Key Management Personnel or their closely related parties.



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 Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

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



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MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

For your vote to be effective it must be received by 11.30am (AEST) Tuesday 26 May 2015

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 or abstain as they choose (to the extent permitted by law). 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. Delete titles as applicable.

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.investorcentre.com under the help tab, "Printable Forms".

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

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



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

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Treyo Leisure and Entertainment Ltd to be held at Grant Thornton, Orchid Room, Level 17, 383 Kent Street, Sydney NSW on Thursday, 28 May 2015 at 11.30am (AEST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention below) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 by marking the appropriate box in step 2 below.

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 3 Re-election of Mr Kwong Fat Tse as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Re-election of Mr Edward Byrt as a Director	<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. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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

/ /

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Computershare +