



ACN 131 129 489

## **Pre-quotation Disclosure: Corporate Governance**

**Wednesday, 24 December 2008:** Treyo Leisure and Entertainment Limited (**ASX:TYO**) provides the following by way of pre-quotation disclosure. Capitalised terms in this announcement have the same meaning given to them in the Prospectus dated 14 November 2008 and the Supplementary Prospectus dated 5 December 2008.

While Matsuoka has been a relatively long standing company in the People's Republic of China, it has only recently been under the control of an Australian company. Accordingly, the Company does not currently fully meet, but is working towards meeting, the Corporate Governance Principles and Recommendations set out in the ASX Listing Rules (**Corporate Governance Principles**).

The extent of the Company's current compliance with the Corporate Governance Principles is set out in pages 30-32 of the Prospectus.

In accordance with the "if not, why not" approach to disclosure against the Corporate Governance Principles set out in ASX Listing 4.10.3, the Company provides the following pre-quotation disclosures:

### **Recommendations 2.2 and 2.3**

The Board has decided, given the size of the Board and the Company, that it is not appropriate for the Board to be comprised of a majority of independent directors, or that the chair of the Board be an independent director, or that the offices of chair and chief executive officer not be combined and held by the same person.

### **Recommendation 3.1**

The Company intends to establish a code of conduct as to:

- 1) the practices necessary to maintain confidence in the Company's integrity;
- 2) the practices necessary to take into account their legal obligations and the reasonable expectations of their stakeholders; and
- 3) the responsibility and accountability for reporting and investigating reports of unethical practices.

The Company will consider the establishment of the code of conduct at the first Board meeting after the Company lists on the ASX, and will disclose the code of conduct or a summary of the code of conduct, once it has been finalised.

### **Recommendations 4.1 and 4.3**

On 28 October 2008, the Board resolved to:

- 1) establish an Audit and Risk Committee; and
- 2) adopt a Charter for the Audit and Risk Committee.

### **Recommendation 5.1**

The Audit and Risk Committee is responsible for establishing and monitoring a system for ensuring the Company complies with its continuous disclosure obligations under the Corporations Act and the ASX Listing Rules.

Accordingly, the Company intends to establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements. The Company will consider the establishment of these policies at the first Board meeting after the Company lists on the ASX, and will disclose these policies or a summary of these policies once they have been finalised.

### **Recommendation 6.1**

The Company intends to establish a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings.

The Company will consider the establishment of a communications policy at the first Board meeting after the Company lists on the ASX, and will disclose the communications policy or a summary of the communications policy once it has been finalised.

### **Recommendation 7.1**

The Audit and Risk Committee is responsible for providing the Board with advice and recommendations regarding the ongoing development of risk oversight and management policies that set out the roles and respective accountabilities of the Board, the Committee, management and the internal audit function.

Accordingly, the Company intends to establish policies for the oversight and management of material business risks. The Company will consider the establishment of these policies at the first Board meeting after the Company lists on the ASX, and will disclose a summary of these policies once they have been finalised.

The Company will also report on its progress in meeting the Corporate Governance Principles in its next annual report.

For further information, contact the company secretary, Jo-Anne Dal Santo, on +61 3 9699 5911.