



## **AQUIS ENTERTAINMENT LIMITED**

**ACN 147 411 881**

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### **NOTICE OF ANNUAL GENERAL MEETING**

**AND**

### **EXPLANATORY MEMORANDUM**

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Date of Meeting: Tuesday 29 May 2018  
Time of Meeting: 12:30pm AEST  
Place of Meeting: Level 2, Icon Energy Building  
2 – 4 Miami Key  
Broadbeach Waters, QLD 4218

21 Binara St  
Canberra ACT 2601  
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[www.aquisentertainment.com](http://www.aquisentertainment.com)

# NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Members of Aquis Entertainment Limited (the **Company**) will be held at **12:30pm AEST on Tuesday 29 May 2018 at Level 2, Icon Energy Building, 2 – 4 Miami Key, Broadbeach Waters, QLD 4218.**

The Explanatory Memorandum and proxy form, which accompany and form part of this Notice, describe in more detail the matters to be considered. The Directors recommend Shareholders read the Notice of Meeting, the accompanying Explanatory Memorandum and the proxy form in full before making any decision in relation to the Resolutions.

Capitalised terms not otherwise defined in this Notice have the meaning given in the Explanatory Memorandum which accompanies this Notice. References to the “Corporations Act” are to the *Corporations Act 2001* (Cth), unless the context requires otherwise.

## AGENDA

### ORDINARY BUSINESS

1. Financial Statements and Reports
2. Remuneration Report
3. Re-election of Director
  - 3.1 Mr Russell Shields

## ORDINARY BUSINESS

### Item 1: Financial Statements and Reports

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To receive and consider the Financial Report, Directors' Report and Auditor's Report in respect of the year ended 31 December 2017 (**Reports**).

All shareholders can view the Annual Report which contains the Financial Report for the year 31 December 2017 on the Company's website at [www.aquisentertainment.com](http://www.aquisentertainment.com).

Neither the Corporations Act nor the Constitution requires Shareholders to vote on the Reports. However, Shareholders will be given reasonable opportunity to raise questions about the Reports at the meeting.

### Item 2: Remuneration Report

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#### Resolution 1 : Remuneration Report

To consider and, if thought fit, to pass the following as a non-binding Ordinary Resolution:

*"That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Company adopt the Remuneration Report for the year ended 31 December 2017."*

The Remuneration Report is contained in the 2017 Annual Report (available at [www.aquisentertainment.com](http://www.aquisentertainment.com)).

#### **Advisory Vote**

In accordance with section 250R(3) of the Corporations Act 2001 (Cth) (the **Act**), the vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

#### **Voting Restriction**

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel (**KMP**) details of whose remuneration are included in the 2017 Remuneration Report; or
- (b) a Closely Related Party of the KMP (including close family members and companies the KMP controls).

However, the above persons may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (i) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (ii) the voter is the Chair and the appointment of the chair as proxy:
  - o does not specify the way the proxy is to vote on the resolution; and
  - o expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

"Key management personnel" and "closely related party" have the same meaning as set out in the Corporations Act.

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

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#### **Resolution 2: Re- election of Mr. Russell Shields**

To consider and, if thought fit, to pass the following Ordinary Resolution:

*“That Mr. Russell Shields, who retires by rotation in accordance with Clause 7.2(f) of the Constitution, and being eligible offers himself for re-election, be re-elected as a Director of the Company with effect from the close of the Meeting.”*

#### **Voting Intention of the Chair for all Resolutions**

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Subject to the voting exclusion statements provided above, if you appoint the Chair as your proxy and you do not direct the Chair how to vote, you will be expressly authorising the Chair to exercise the proxy, even if the relevant resolution is connected directly or indirectly with the remuneration of Key Management Personnel of the Company.

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, subject to compliance with the Corporations Act and the ASX Listing Rules.

#### **Record Date - Snap Shot Time**

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Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) permits the Company to specify a time, not more than 48 hours before the Meeting, at which time a 'snap shot' of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Meeting. The Directors have determined such time will be 7:00pm AEST on Sunday 27 May 2018 (**Record Date**).

#### **Voting Instructions**

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Registered holders of the ordinary shares of the Company on the Record Date will be entitled either to attend the Meeting in person to vote the securities held by them or, provided a completed and executed proxy form has been delivered to the Company as indicated below, vote their securities by proxy.

Proxy Forms for the Meeting are enclosed with this Notice of Meeting. These proxy forms provide further details on appointing a Proxy. Proxy forms (and the original or a certified copy of the power of attorney if the Proxy Form is signed by an attorney) must be received by the Company, by no later than 12:30pm AEST on Sunday 27 May 2018, in accordance with the lodgement instructions detailed on the applicable proxy form.

Any proxy form received after the relevant time noted above will not be valid for the Meeting.

#### **By order of the Board**

Louise Sheppard  
Company Secretary  
26 April 2018

# EXPLANATORY MEMORANDUM

This Explanatory Memorandum is provided to Shareholders to explain the Resolutions to be put to Shareholders at the Annual General Meeting to be held at **12:30pm AEST on Tuesday 29 May 2018 at Level 2, Icon Energy Building, 2 – 4 Miami Key, Broadbeach Waters, QLD 4218.**

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend Shareholders vote in favour of all Resolutions. The Chairman of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Resolution 1, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company. Resolution 2 is an ordinary resolution, which requires a simple majority of votes cast by Shareholders present and entitled to vote on the resolution.

Terms used in this Explanatory Memorandum are defined in the Interpretation Section below.

## Item 1 Financial Statements and Reports

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The Company's Annual Report is placed before the Shareholders for discussion. In accordance with the Corporations Act and the Company's corporate governance policies, Shareholders will be given a reasonable opportunity at the meeting to ask questions or make comments on Company matters.

A representative of the Company's auditor, RSM Australia, will be present and will answer written questions submitted to the Company no later than five Business Days before the meeting. The auditor will also be available to answer questions from Shareholders relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit.

No voting is required for this item.

## Item 2 Remuneration Report

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### ***Resolution 1 - Remuneration Report***

The Remuneration Report which details the remuneration of the Key Management Personnel is set out in the Financial Report, which may be viewed on the Company's website ([www.aquisentertainment.com](http://www.aquisentertainment.com)).

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory Resolution. This resolution shall be determined as if it were an Ordinary Resolution, although under Section 250R(3) of the Corporations Act, the vote does not bind the Directors of the Company. However the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

### ***Directors' Recommendation***

The Directors recommend that Shareholders vote in favour of this Ordinary Resolution. A vote on this Resolution is advisory only and does not bind the Directors of the Company.

## Item 3 Re-election of Directors

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### ***Resolution 2 - Re- election of Mr. Russell Shields***

Clause 7.2(f) of the Constitution requires that at each AGM, one-third of the Directors in office (excluding directors appointed to fill casual vacancies or a Managing Director) must stand for re-election, with Directors required to retire based upon length of tenure.

Mr. Russell Shields retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election as a Director.

Information about Mr. Shields is set out in the Annual Report which may be viewed on the Company's website ([www.aquisentertainment.com](http://www.aquisentertainment.com)).

### **Directors' Recommendation**

The Directors (with Mr. Shields abstaining) unanimously recommend that Shareholders vote in favour of this Ordinary Resolution.

## **Information for Shareholders**

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### **Shareholders who are entitled to vote**

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Company has determined that for the purpose of voting at the meeting, shares will be taken to be held by those members recorded in the Company's Register of Members as at **7:00pm AEST on Sunday 27 May 2018**.

### **Proxy Votes**

A member entitled to attend and vote at the meeting may appoint a proxy. The person appointed as a proxy may be an individual or a body corporate. If entitled to cast two or more votes, the member may appoint one or two proxies.

Where two proxies are appointed, each proxy may be appointed to represent a specific proportion of the member's voting rights. If the proportion is not specified, each proxy may exercise half of the member's voting rights. Fractional votes will be disregarded. Please read carefully the instructions on the Proxy Form and consider how you wish to direct the proxy to vote on your behalf. You may direct the proxy to vote "for", "against" or "abstain" from voting on each resolution or you may leave the decision to the appointed proxy after discussion at the 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 signed in accordance with the corporation's constituent documents, or as authorised by the Corporations Act.

If you appoint the Chair as your proxy and you do not direct the Chair how to vote, you will be expressly authorising the Chair to exercise the proxy as he or she chooses, even if the relevant resolution is connected directly or indirectly with the remuneration of Key Management Personnel of the Company.

**To be valid, the Proxy Form must be lodged at least 48 hours before the time for holding the meeting by one of the following methods:**

- by post at:  
Share Registry – Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001
- by personal delivery at:  
Share Registry – Boardroom Pty Limited  
Level 12, 225 George St  
Sydney NSW
- by voting online at: [www.votingonline.com.au/aqsagm2018](http://www.votingonline.com.au/aqsagm2018).
- by facsimile: +61 2 9290 9655

If the Proxy Form is executed under a power of attorney that has not been noted by the Company, the power of attorney must accompany the Proxy Form.

In the case of joint shareholders, the names of all joint shareholders should be shown and all joint shareholders should sign the Proxy Form.

## Interpretation

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The following terms used in the Notice of Meeting and the Explanatory Memorandum are defined as follows:

**AEST** means Australian Eastern Standard Time;

**AGM** means annual general meeting;

**Annual Report** means the Directors' Report, the Financial Report, and Auditor's Report, in respect of the period ended 31 December 2017;

**ASIC** means the Australian Securities & Investments Commission;

**ASX** means the ASX Limited;

**Auditor's Report** means the auditor's report on the Financial Report, in respect of the period ended 31 December 2017;

**Chair** means the person chairing the Meeting;

**Closely Related Party** (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependant of the member or the member's spouse; or
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purposes of the definition of closely related party;

**Company** means Aquis Entertainment Limited ACN 147 411 881 (ASX: AQS);

**Constitution** means the constitution of the Company from time to time;

**Corporations Act** means the *Corporations Act 2001* (Cth);

**Directors** mean the board of Directors of the Company as at the date of the Notice of Meeting being Messrs Tony Fung, Justin Fung, Alex Chow, Russell Shields and Ms Jessica Mellor;

**Directors' Report** means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities, in respect of the year ended 31 December 2017;

**Explanatory Memorandum** means the explanatory statement accompanying this Notice;

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities, in respect of the period ended 31 December 2017;

**Key Management Personnel** or **KMP** means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise);

**Listing Rules** means the official listing rules of the ASX as amended from time to time;

**Meeting** means the Annual General Meeting to be held on **Tuesday 29 May 2018 at 12:30pm AEST** as convened by the accompanying Notice of Meeting;

**Notice of Meeting** or **Notice** means the notice of meeting giving notice to shareholders of the Meeting, accompanying this Explanatory Memorandum;

**Ordinary Resolution** means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders;

**Related Party** has the meaning in section 228 of the Corporations Act;

**Remuneration Report** means the section of the Directors' Report in the Financial Report dealing with the remuneration of the Directors and senior executives, described as the 'Remuneration Report';

**Resolutions** means the resolutions set out in the Notice of Meeting;

**Restricted Voter** means Key Management Personnel and their Closely Related Parties as at the date of the Meeting;

**Shareholder** means a shareholder of the Company.



## All Correspondence to:

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 12:30pm AEST on Sunday 27 May 2018.**

### 🖥 TO VOTE ONLINE

**STEP 1: VISIT** <https://www.votingonline.com.au/aqsagm2018>

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

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

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **12:30pm AEST on Sunday, 27 May 2018.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/aqsagm2018>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

# Aquis Entertainment Limited

ACN 147 411 881

## Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

## PROXY FORM

### STEP 1 APPOINT A PROXY

I/We being a member/s of **Aquis Entertainment Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Level 2, Icon Energy Building, 2-4 Miami Key, Broadbeach Waters QLD 4218 on Tuesday, 29 May 2018 at 12:30pm AEST** and at any adjournment of that meeting, to act 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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

### STEP 2 VOTING DIRECTIONS

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr. Russell Shields as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2018