



AQUIS ENTERTAINMENT LIMITED

ACN 147 411 881

NOTICE OF ANNUAL GENERAL MEETING

AND

EXPLANATORY MEMORANDUM

Date of Meeting: Tuesday 21 May 2019
Time of Meeting: 12:30pm AEST
Place of Meeting: Casino Canberra
21 Binara Street
Canberra ACT 2601

21 Binara St
Canberra ACT 2601
Ph: +61 2 6257 7074
Fax: +61 2 6257 7079
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 21 May 2019 at Casino Canberra, 21 Binara Street, Canberra ACT 2601.**

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 - Mr Tony Fung
4. Election of Director – Ms Allison Gallaughar

ORDINARY BUSINESS

Item 1: Financial Statements and Reports

To receive and consider the Financial Report, Directors' Report and Auditor's Report in respect of the year ended 31 December 2018 (**Reports**).

All shareholders can view the Annual Report which contains the Financial Report for the year 31 December 2018 on the Company's website at 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

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 2018."

The Remuneration Report is contained in the 2018 Annual Report (available at 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 2018 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 Director

Resolution 2: Re- election of Mr. Tony Fung

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

“That Mr. Tony Fung, who retires by rotation in accordance with Clause 7.2(f) of the Company’s 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.”

Item 4: Election of Director

Resolution 3: Election of Ms Allison Gallagher

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

“That Ms Allison Gallagher, who was appointed to the Board on 28 June 2018 to fill a casual vacancy in accordance with Clause 7.2(d) of the Company’s Constitution, and being eligible for election, is elected as a Director of the Company.”

Voting Intention of the Chair for all Resolutions

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

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 19 May 2019 (**Record Date**).

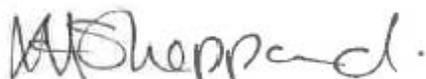
Voting Instructions

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 19 May 2019, 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
16 April 2019

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 21 May 2019 at Casino Canberra, 21 Binara Street, Canberra ACT 2601**.

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. Resolutions 2 and 3 are ordinary resolutions, which require 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

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

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).

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 or the Company.

Item 3 Re-election of Directors

Resolution 2 - Re-election of Mr. Tony Fung

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

Experience

Tony Fung is the Chairman of Aquis Entertainment. He has more than 40 years' experience in global financial services and investment, including more than 15 years as an active investor in Australia. The Fung family founded Sun Hung Kai Securities and Sun Hung Kai Bank, the first Hong Kong bank to receive a full banking license. He was CEO of the group until it was sold in 1996. Mr Fung then established his own private

investment business and has since become a leading investor across a range of categories in the Asia, the US and Australia.

Directors' Recommendation

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

Item 4 Election of Director

Resolution 3 - Election of Ms Allison Gallagher

The Board proposes that Ms Allison Gallagher, the Company's Acting CEO, be elected as an Executive Director of the Company. In accordance with the Company's Constitution, and being eligible, Ms Gallagher offers herself for election by the Shareholders.

Experience

Allison is a highly experienced Chartered Accountant, having spent over 20 years in the accounting industry, including senior management positions in a top 5 accounting firm in Sydney advising a range of local and international listed and unlisted companies across a broad range of industries.

On returning to Canberra in 2011, Allison joined a leading boutique accounting firm as a senior advisor to many of Canberra's largest businesses, predominantly in the property and development industry. Prior to joining Aquis, Allison was the Financial Controller of a large club group.

Allison joined Aquis on 24 March 2017. She was appointed as an Executive Director on 28 June 2018 and Acting CEO on 1 January 2019.

Directors' Recommendation

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

Information for Shareholders

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 19 May 2019**.

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/aqsagm2019.
- 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

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 2018;

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 2018;

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, Alex Chow, Russell Shields and Ms Allison Gallagher;

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 2018;

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 2018;

Key Management Personnel or **KMP** has the meaning in section 9 of the Corporations Act;

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 21 May 2019 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; and

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, 19 May 2019**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/aqsagm2019>
- 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, 19 May 2019**. 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/aqsagm2019>
- 📠 **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 the **Casino Canberra, 21 Binara Street, Canberra ACT 2601 on Tuesday, 21 May 2019 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	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr. Tony Fung as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Ms Allison Gallaughar 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 / / 2019