



## **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: Thursday 26 November 2015  
Time of Meeting: 11.00am (AEDT)  
Place of Meeting: Crowne Plaza Hotel  
1 Binara Street  
Canberra ACT 2601

# 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 **11:00 am (AEDT) on Thursday 26 November 2015** at Crowne Plaza Hotel, 1 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. Election and Re-election of Directors
4. Appointment of the Auditor

### SPECIAL BUSINESS

5. Approve Increase in the Authorised Limit to the Non-Executive Directors' Fee Pool

## 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 period ended 30 June 2015 (**Reports**).

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

Shareholders should note that as the settlement of the acquisition of 100% of the issued capital Aquis Canberra Pty Ltd did not occur until after the end of the 2015 financial year, the Reports deal with the operation of the Company while it was a mineral exploration business.

### Item 2: Remuneration Report

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#### Resolution 1 : Remuneration Report

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

*"That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Company be authorised to adopt the Remuneration Report for the year ended 30 June 2015".*

#### **Advisory Vote**

The vote on this Resolution 1 is advisory only and does not bind the Directors of the Company.

#### **Voting Restriction pursuant to Section 250R(4) of the Corporations Act**

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 details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

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:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (b) the voter is the Chair and the appointment of the chair as proxy:
  - (i) does not specify the way the proxy is to vote on the resolution; and
  - (ii) 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

For completeness, the Company notes that none of the current Directors were members of the Company's Key Management Personnel during the relevant period. Accordingly, each of the Directors and their associated entities will be entitled to vote on Resolution 1 in this instance.

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

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#### **Resolution 2: Re-election of Mr. Raymond Or Ching Fai**

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

*“That Mr. Raymond Or Ching Fai, 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.”*

#### **Resolution 3: 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 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.”*

#### **Resolution 4: Election of Ms. Jessica Mellor**

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

*“That Ms. Jessica Mellor who retires in accordance with Clause 7.2(e) of the Company’s Constitution and Listing Rule 14.4, and being eligible offers herself for re-election, be re-elected as a Director of the Company with effect from the close of the meeting.”*

#### **Resolution 5: Election of Dr. Kenneth Chapman**

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

*“That Dr. Kenneth Chapman who retires in accordance with Clause 7.2(e) of the Company’s Constitution and Listing Rule 14.4, 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: Appointment of Auditors**

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#### **Resolution 6: Appointment of RSM Bird Cameron Partners as Auditors**

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

*“That, subject to ASIC granting its consent to the resignation of the Company’s current auditor, Moore Stephens, for the purposes of section 327B of the Corporations Act and for all other purposes, RSM Bird Cameron Partners, having been nominated and having consented in writing to act as auditor of the Company, be appointed as auditor of the Company and the directors be authorised to set its remuneration, with effect from the later of the conclusion of the Meeting and the day on which ASIC gives its consent.”*

### **SPECIAL BUSINESS**

#### **Item 5: Approve Increase in the Authorised Limit to the Non-Executive Directors’ Fee Pool**

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#### **Resolution 7: Increase in the Authorised Limit to the Non-Executive Directors’ Fee Pool**

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

*“That pursuant to and in accordance with Clause 7.4(a) of the Constitution of the Company, Listing Rule 10.17 and for all other purposes, the maximum aggregate Directors’ fees payable to all non-Executive Directors be increased by \$450,000 from \$150,000 per annum to \$600,000 per annum with effect from the date of the meeting.”*

The Chair of the meeting intends to vote available proxies in favour of this resolution.

**Voting exclusion statement**

The Company will disregard any votes cast on this Resolution 7 by:

- (a) a Director or their associates; or
- (b) other member of the Key Management Personnel or a Closely Related Party of such a member.

However, the above persons may cast a vote on Resolution 7 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (b) the voter is the Chair and the appointment of the chair as proxy:
  - (i) does not specify the way the proxy is to vote on the resolution; and
  - (ii) 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,

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

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.

**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 (AEDT) on Tuesday 24 November 2015 (**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 11:00 am (AEDT) on Tuesday 24 November 2015, 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**

Garry Gill  
Company Secretary  
23 October 2015

# 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 11:00 am (AEDT) on Thursday 26 November 2015 at Crowne Plaza Hotel, 1 Binara Street Canberra ACT 2601.

Terms used in this Explanatory Memorandum are defined in Section 10 below.

## **1. Financial Statements and Reports**

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The Company's Annual Report, Directors' Report, Auditor's Report and Remuneration Report have been despatched to those Shareholders who requested a copy. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at (02) 6257 7074, and you may request that this occurs on a standing basis for future years. Alternatively, you may access the Annual Report at the Company's website: [www.aquisentertainment.com.au](http://www.aquisentertainment.com.au) or via the companies announcement platform on ASX.

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, Moore Stephens, 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.

Shareholders should note that as the settlement of the acquisition of 100% of the issued capital Aquis Canberra Pty Ltd did not occur until after the end of the 2015 financial year, the Reports deal with the operation of the Company while it was a Mineral Exploration business.

No voting is required for this item.

## **2. Resolution 1 - Remuneration Report**

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### ***Remuneration Report***

The Remuneration Report which details the remuneration of the Directors and company secretary 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.

In addition, the Corporations Act provides for a "two strikes" rule in relation to the adoption of the Remuneration Report, meaning that if 25% or more of votes cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (referred to as a "spill resolution") to determine whether another meeting should be held (within 90 days) at which all of the Directors (other than the Managing Director) must go up for re-election.

No strike was recorded at the Company's previous annual general meeting. On this basis, while the vote on the Remuneration Report at this Meeting may potentially be counted towards the two strikes in the future, no board spill can occur this year.

### ***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.

### **3. Resolution 2 - Re- election of Mr. Raymond Or Ching Fai**

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

Information about Mr. Or is set out in the Annual Report which may be viewed on the Company's website ([www.aquisentertainment.com](http://www.aquisentertainment.com)) and in the replacement prospectus lodged by the Company on the companies announcement platform on ASX on 20 July 2015.

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

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

### **4. Resolution 3 - Re- election of Mr. Russell Shields**

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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. 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)) and in the replacement prospectus lodged by the Company on the companies announcement platform on ASX on 20 July 2015.

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

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

### **5. Resolution 4 - Election of Ms. Jessica Mellor**

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Clause 7.2(e) of the Constitution and Listing Rule 14.4 requires that any Director (excluding a Managing Director) appointed by the Directors pursuant to Clause 7.2 (d) of the Constitution must stand for election at the next Annual General Meeting.

Ms. Mellor who was appointed by the Directors pursuant to Clause 7.2 (d) of the Constitution, retires in accordance with the Company's Constitution and Listing Rule 14.4 and, being eligible, offers herself for re-election as a Director.

Information about Ms. Mellor is set out in the Annual Report which may be viewed on the Company's website ([www.aquisentertainment.com](http://www.aquisentertainment.com)) and in the replacement prospectus lodged by the Company on the companies announcement platform on ASX on 20 July 2015..

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

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

### **6. Resolution 5 - Election of Dr. Kenneth Chapman**

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Clause 7.2(e) of the Constitution and Listing Rule 14.4 requires that any Director (excluding a Managing Director) appointed by the Directors pursuant to Clause 7.2 (d) of the Constitution must stand for election at the next Annual General Meeting.

Dr. Chapman who was appointed by the Directors pursuant to Clause 7.2 (d) of the Constitution, retires in accordance with the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election as a Director.

Information about Dr. Chapman is set out in the Aquis Entertainment Limited 2015 Financial Report which may be viewed on the Company's website ([www.aquisentertainment.com](http://www.aquisentertainment.com)) and in the replacement prospectus lodged by the Company on the companies announcement platform on ASX on 20 July 2015.

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

The Directors (with Dr. Chapman abstaining) recommend that Shareholders vote in favour of this Ordinary Resolution.

### **7. Resolution 6 - Appointment of RSM Bird Cameron as Auditors**

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Current auditors Moore Stephens have provided notice in writing to the Company of their resignation as auditors and have applied to ASIC for consent to the resignation, effective from the later of the conclusion of the Meeting and the day on which ASIC gives its consent. Subject to receipt of the consent of ASIC, upon the resignation of Moore Stephens, it is the intention to appoint RSM Bird Cameron Partners who are the auditors of Casino Canberra Limited as the auditors of Aquis Entertainment Limited.

Section 327B of the Corporations Act requires a public company to appoint an auditor to fill any vacancy at an Annual General Meeting. The resolution is conditional upon ASIC's consent to the resignation of Moore Stephens and the Company anticipates that this consent will be received prior to the meeting.

RSM Bird Cameron Partners has provided its consent to its appointment as auditor of the Company, subject to ASIC consenting to the resignation of Moore Stephens as auditor of the Company and the approval by members.

Subject to ASIC's consent to Moore Stephen's resignation as auditor, Aquis Canberra Holdings (Aus) Pty Ltd, as a member of the Company, has nominated RSM Bird Cameron Partners of Level 21, 55 Collins Street, Melbourne, Victoria, to act as the auditor of the Company. In accordance with section 328B(3) of the Corporations Act, a copy of the notice of nomination is included at the end of this Explanatory Memorandum.

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

The Directors recommend that Shareholders vote in favour of this Ordinary Resolution.

### **8. Resolution 7 - Increase in the Authorised Limit to the Non-Executive Directors' Fee Pool**

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Resolution 7 seeks shareholder approval to increase the maximum aggregate annual remuneration payable to Non-Executive Directors as remuneration for their services by \$450,000, from \$150,000 per annum to \$600,000 per annum (inclusive of superannuation contributions), with effect on and from the date of the meeting. Approval is being sought pursuant to Clause 7.4 (a) of the Company's Constitution, Listing Rule 10.17 and for all other purposes.

Following the acquisition of Aquis Canberra Pty Ltd, the number of Directors increased from three to eight. Of these, six Directors are non-executive Directors. As a result of the increase in the number of non-executive Directors, the existing Fee Pool of \$150,000 is inadequate to meet the remuneration requirements. Accordingly it is proposed to increase the Fee Pool to \$600,000 to ensure there is a sufficient Fee Pool available for the payment of Directors' remuneration. It is not anticipated that all of the proposed Fee Pool will be expended on Non-executive directors' fees in the upcoming financial year. The proposed Fee Pool allows sufficient headroom to allow the Company the flexibility to remunerate directors into the future.

As required by Listing Rule 10.17, the following is a list of all securities issued to the Company's non-executive Directors under Listing Rule 10.11 or 10.14 within the preceding three years:

- 10,000,000 Shares issued to Aquis Canberra Holdings (Aus) Pty Ltd for cash consideration of \$0.20 per Share, issued on 10 August 2015; and
- 149,421,874 Shares issued to Aquis Canberra Holdings (Aus) Pty Ltd as consideration for the acquisition of Aquis Canberra Pty Ltd, at a deemed value of \$0.20 per Share, issued on 10 August 2015.

Aquis Canberra Holdings (Aus) Pty Ltd is indirectly wholly owned by the non-executive Director and Chair, Mr Tony Fung.

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

The executive Directors recommend that Shareholders vote in favour of this Ordinary Resolution.

## 9. Information for Shareholders

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### Shareholders who are entitled to vote

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 7.00 pm (AEDT) on Tuesday 24 November 2015.

### 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 – Automic Registry Services  
PO Box 223  
West Perth, WA 6872
- by personal delivery at:  
Share Registry – Automic Registry Services  
Level 1  
7 Ventnor Avenue  
West Perth, WA 6872
- by voting online at: <https://automic.7g.com.au/loginlisted.aspx>

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.

## 10. Interpretation

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

**AEDT** means Australian Eastern Daylight Time;

**AGM** means annual general meeting;

**Annual Report** means the Directors' Report, the Financial Report, and Auditor's Report, in respect of the year ended 30 June 2015;

**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 year ended 30 June 2015;

**Business Day** means a day on which all banks are open for business generally in Canberra;

**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, Raymond Or, Justin Fung, Alex Chow, Russell Shields, Geoff Andres; Dr Ken Chapman 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 30 June 2015;

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

**Fees Cap** means the maximum aggregate annual Directors' fees payable to non-executive Directors;

**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 year ended 30 June 2015;

**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 26 November 2015 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 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 2015 Financial Report dealing with the remuneration of the Directors, company secretary and senior executives, described as the 'Remuneration Report';

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

**Securities** has the meaning given to that term in the Listing Rules;

**Shares** means fully paid ordinary shares in the Company from time to time; and

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

Holder Number

## Security Holder Appointment of Proxy – Annual General Meeting

I/We being a Shareholder entitled to attend and vote at the Meeting, hereby appoint

(Name of Proxy)

OR

The Chair as my/our proxy

or failing the person or body corporate so named or, if no person or body corporate is named, the Chair, or the Chair’s nominee, 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 subject to the relevant laws, as the proxy sees fit, at the Annual General Meeting to be held at 11.00am (AEDT) on Thursday 26 November 2015 at Crowne Plaza Hotel, 1 Binara Street, Canberra ACT 2601 and at any adjournment or postponement thereof.

### AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 7 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 7 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

Unless indicated otherwise by ticking the “for,” “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.

Please mark  to indicate your decision.

### VOTING ON BUSINESS OF THE MEETING

Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Election of Dr. Kenneth Chapman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re- election of Mr. Raymond Or Ching Fai	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Appointment of RSM Bird Cameron Partners as Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re- election of Mr. Russell Shields	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Approve Increase in the Authorised Limit to the Non-Executive Directors’ Fee Pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Ms. Jessica Mellor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

*Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.*

### SIGNATURE OF SHAREHOLDER(S):

**Individual or Shareholder 1**

Sole Director or  
Sole Director / Company Secretary

**Shareholder 2**

Director

**Shareholder 3**

Director / Company Secretary

## INSTRUCTIONS FOR COMPLETING 'APPOINTMENT OF PROXY' FORM

### APPOINTING A PROXY

A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. The appointed proxy may be an individual or body corporate.

If a body corporate is appointed to act as your proxy then a representative of that body corporate must be appointed to act as its representative. When attending the meeting, the representative must bring a formal notice of appointment as per section 250D of the Corporations Act. Such notice must be signed as required by section 127 of the Corporations Act.

If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting.

The appointment of a second proxy must be done on a separate copy of the proxy form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.

**Note:** If you wish to appoint a second proxy, you may copy this form but you must return both forms together.

### VOTING ON BUSINESS OF MEETING

A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the number of votes that the proxy may exercise by writing the number of Shares next to the box marked for the relevant item of business.

Where a box is not marked the proxy may vote as they choose subject to the relevant laws. If you have directed your proxy to vote and they do not attend the meeting or choose not to vote, then the Chair will vote your proxies as directed by you.

Where more than one box is marked on an item the vote will be invalid on that item.

### SIGNING INSTRUCTIONS

- **Individual:** Where the holding is in one name, the Shareholder must sign.
- **Joint holding:** Where the holding is in more than one name, all of the Shareholders 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 Proxy Form when you return it.
- **Companies:** If the company has a sole director who is also the sole company secretary, this form must signed by that person. If the company does not have a company secretary, a sole director can also sign alone. Otherwise, the form must be signed by a director jointly with another director or company secretary. Please sign in the appropriate place to indicate the office held and delete titles as applicable.

### ATTENDING THE MEETING

Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

### LODGEMENT OF VOTES

To be effective, a validly appointed proxy must be received by the Company **not less than 48 hours** prior to commencement of the Meeting.

#### Proxy Forms received later than this time will be invalid

Proxy appointments can be lodged by:

- a) **Hand Delivery** – Automic Registry Services Suite 1a, Level 1 7 Ventnor Avenue West Perth WA 6005; or
- b) **Post** - to Automic Registry Services, PO Box 223, West Perth WA 6872; or
- c) **Online** – via our share registry @ <https://automic.7g.com.au/loginlisted.aspx>
  1. Security Code – using the dropdown box select "Aquis Entertainment Limited"
  2. SRN/HIN – enter your personal holder number
  3. Enter your postcode if your holding has a registered address in Australia or your Country if it is registered overseas
  4. Click the "Login" button
  5. Click on the "Voting" tab to commence registering your voting intention