



Treyo Leisure and Entertainment Ltd

AGM 30 MAY 2011

雀友休闲娱乐股份有限公司

年度股东大会 2011 年 5 月 30 日

EXPLANATORY MEMORANDUM

说明书

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.

该说明书是年度股东大会通知的一部分，旨在帮助股东审议年度股东大会通知中的决议案。

Ordinary Business Resolutions

普通决议案

Item 1: Financial Statements and Reports

第一项：财务报表及报告

This resolution 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.

该决议案无需再做说明。其目的是向股东提供就公司财务报表以及公司表现提问的机会。

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.

股东请注意：财务报表和报告将以表格形式提交。无论在公司法还是在公司章程中都没有指定和要求股东来通过财务报告，董事报告和审计报告，或者其他任何方式接收，拒绝或者更改财务报表和报告。

Item 2: Remuneration Report (non-binding resolution)

第二项：薪资报告（不具约束力的决议）

That the Board submits 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. The Remuneration Report is set out in the Directors Report on pages 5 to 16 (inclusive) of the 2010 Annual Report. The Remuneration Report:

董事会向股东提交薪酬报告供审议和通过。公司法 2001 特别提到股东的投票仅仅是建议性的，对董事会以及公司均不具有约束力。薪资报告在 2010 年年报的董事报告第 5 页至第 16 页（包括在内）列出

- explains the Board's policies in respect of the nature and level of remuneration paid to Directors and senior management of the Company;
从支付给公司董事和高级管理人员的薪酬的性质以及级别来解释董事会的政策；
- discusses the link between the Board's policies and the Company's performance;
讨论董事会政策和公司表现之间的联系；
- explains why the performance conditions were chosen and how performance is measured against them;
解释表现情况的选择以及如何据此考核表现；
- sets out the remuneration details for each Director and each member of the Company's senior management team;
and
规定每位董事和公司高级管理团队成员的薪酬具体内容；和
- makes clear that the basis for remunerating Non-Executive Directors is distinct from the basis for remunerating executives and executive Directors.
明确非执行董事薪酬的订立基础和高管及执行董事的薪酬订立基础。

It is intended that shareholders will be provided with an opportunity to discuss the Remuneration Report at the meeting.

计划将在会议上给予股东讨论薪酬报告的机会。



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

董事会一致同意建议股东赞成该决议案。

Item 3: Re-election of Directors

第三项：董事重选

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.

根据公司章程 78.1 号条例和澳交所规则 14.4 号条例，如未提交重选，出任董事职位的连续时间不得超过三年或于董事任命后超逾三次股东大会，无论何者更长。14.4 号条例不适用于董事总经理。

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.

公司章程 78.2 号条例提出如果按照 78.1 号条例没有董事需要提交选举或重新选举，那么在年度股东大会上需要退任的就是那些自选举后任职时间最长的董事或董事们。

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.

公司章程 78.3 号条例提出如果有两个或两个以上董事在同一天成为董事，则退任的董事或董事们由抽签决定，除非他们自己内部约定。

The Directors have agreed that under Rule 78.3 of the Company's Constitution Guohua Wei and Roger Smeed will retire from the Board and, being eligible, offer themselves for re-election.

董事会同意根据公司章程 78.3 号条例魏国华先生和罗杰先生将从董事会退任，但均愿应选连任。

The Chairman in his capacity as proxy holder intends to vote undirected proxies in favour of approving these Resolutions.

大会主席可以投票代理人身份代表未接受明确指示的代理人投票支持上述决议案。

Item 4: Ratification of appointment of Directors

批准董事的委任

Rule 81.1 provides that the Company in general meeting may by resolution and the directors may at any time appoint a person qualified to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total numbers of directors does not at any time exceed the number fixed in accordance with the Constitution.

公司章程 81.1 号条例提出公司可在全体大会上通过决议，董事也可在任何时间委任合格的董事，以填补空缺或增加现有董事，但是董事的总数在任何时间都不得超过公司章程所规定的人数。

Rule 81.2 provides that any director appointed under Rule 81.1 holds office only until the termination of the next annual general meeting of the Company and is eligible for re-election at that annual general meeting but is not taken into account in determining the number of directors who must retire by rotation at the meeting.



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公司章程 81.2 号条例提出在 81.1 号条例下委任的董事的任期截止下一届股东大会，届时需要重新应选，但未有明确规定具体退任和轮换的董事人数。

Mr Minghua Yu and Mr Zhongliang Zheng having been appointed under Rule 81.1 hereby retire from the Board and, being eligible, offer themselves for re-election.

俞明华先生和郑忠良先生根据 81.1 号条例被委任为董事，现将从董事会退任，但均愿应选连任。

The Chairman in his capacity as proxy holder intends to vote undirected proxies in favour of approving these Resolutions.

大会主席可以投票代理人身份代表未接受明确指示的代理人投票支持上述决议案。

Proxy Information

代理人信息

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.

除了在说明书中阐述的事项以外，董事会完全不了解通知书中详细的与会人员关于决议案事项的看法。

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.

被授权参加大会并在大会上投票的股东最多可指派两名代理人。待用的代理人委任表格应和该会议通知一起查阅。

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.

代理人并不必为公司股东。代理人委任表格必须由公司股东或公司股东的委托人签名。公司指定的代理人必须依照公司法案 2001 执行。如果代理人是由股东的委托人委任，则授权委托书和非撤销证据必须和代理人委任表格一同交回。与代理权相关的其他事项已在代理人委任表格上作出说明。

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.

股东可以选择是否指示代理人投票。如果股东没有指示代理人如何就每个决议案进行投票，则代理人可能会对未得到指示的决议案进行其认为合适的投票。被授权可以投多票的股东可以委任两名代理人，并规定每个代理人可以行使的投票比重或数量。如果股东委托了两名代理人，但没有规定每位代理人行使的投票比重或数量，则每位代理人可行使一半的投票。

To be valid, proxies must be received by the Company's Share Registry Office:

代理人委任表格必须发送至公司股票注册登记处，方为有效：



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(a) at Computershare Investor Services Pty Limited, GPO Box 242 Melbourne Vic 3001; or

(a) Computershare 投资服务有限公司，邮政总局信箱 242，墨尔本 VIC 3001；或者

(b) successfully transmitted by facsimile to 1800 783 447 (within Australia) + 61 3 9473 2555 (outside Australia).

(b) 传真至 1800 783 447（澳洲境内），+ 61 3 9473 2555（澳洲境外）

in any case no later than 48 hours before the commencement of the Annual General Meeting.

在任何情况下都必须在年度股东大会召开 48 小时之前完成。

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.

在做出任何决定之前，股东都可以就决议案向其独立财务顾问或股票经纪人进行咨询。

Voting Entitlement

投票权

In accordance with the *Corporations Act 2001*, a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person according to the Register of Members at 7.00pm on 28 May 2011.

依照 2001 年公司法，在公司年度股东大会上拥有投票权的股东应以 2011 年 5 月 28 日下午 7 时股东名册登记者为准。