



Treyo Leisure and Entertainment Ltd

AGM 30 MAY 2012

雀友休闲娱乐有限公司

年度股东大会 2012 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.

本说明书是年度股东大会通知的组成部分，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

条款 1：财务报表及报告

This item 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.

本条款无须解释，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)

条款 2：薪酬报告（不具约束力的决议）

The Board will submit 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. However, as a result of recent changes to the *Corporations Act*, if 25 per cent or more of the votes cast on the resolution at the Meeting are against adoption of the Remuneration Report, then:

董事会会向股东提交薪酬报告审核批准。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。但是根据公司法最近的调整，如果在股东大会上对此决议的投票有 25% 或超过 25% 为反对批准该薪酬报告，那么：

- if comments are made on the Remuneration Report at the Meeting, Treyo's 2012 Remuneration Report will be required to include an explanation of the board's proposed action in response or, if no action is proposed, the board's reasons for this, and
如会议中对薪酬报告有所意见，雀友 2012 薪酬报告将会被要求包含一份董事会提议行动的解释作为答复或，如果没有提议行动则董事会对此的理由，及
- if, at next year's AGM, at least 25 per cent of the votes cast on the resolution for adoption of the 2012 Remuneration Report are against it, Treyo will be required to put to shareholders a resolution proposing that an extraordinary general meeting (EGM) be called to consider the election of directors (spill resolution). If a spill resolution is passed i.e., more than 50 per cent of the votes cast are in favour of it),



Treyo Leisure and Entertainment Ltd

AGM 30 MAY 2012

雀友休闲娱乐有限公司

年度股东大会 2012 年 5 月 30 日

EXPLANATORY MEMORANDUM

说明书

all of the directors (other than the Managing Director) will cease to hold office at the subsequent EGM, unless re-elected at that meeting.

如果，在下一年度的年度股东大会，对2012薪酬报告决议的投票表决中，有至少25%的投票发对，雀友将会被要求召开一次特别股东大会用以讨论关于董事选举之决议。如果获得通过，也就是说，超过50%的投票赞同，那么除非在当届会议中进行重新选举，否则所有的股东（董事总经理除外）将会在随后的特别股东大会中结束任职。

The board will take the outcome of the vote into consideration when reviewing the remuneration policy for directors and executives in the future. During the discussion of this item, shareholders will be provided with an opportunity to ask questions about, and comment on, the Remuneration Report. If you intend to appoint a proxy to vote on your behalf on the resolution for adoption of the Remuneration Report, please read the information under the heading 'Voting Exclusion Statement'.

董事会将根据投票的结果考虑何时审核董事和管理层的薪酬政策。在对本条款的商议中，股东将有机会对薪酬报告提出问题和意见。如果你指定一个代表代表你对批准薪酬报告的决议进行投票，请阅读以下标题为“投票权排除声明”的信息。

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

董事会全体一致建议股东们投票通过该决议。

Items 3 and 4: Re-election of Directors

条款 3 和 4：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.

公司章程第 78.3 号条例提出如在同一天两个或两个以上董事被选举为董事，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 Kwong Fat Tse and Edward Byrt will retire from the Board and, being eligible, offer themselves for re-election.



Treyo Leisure and Entertainment Ltd

AGM 30 MAY 2012

雀友休闲娱乐有限公司

年度股东大会 2012 年 5 月 30 日

EXPLANATORY MEMORANDUM

说明书

董事同意根据公司章程 78.3 号条例，Kwong Fat Tse 先生和 Edward Byrt 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。

中文翻译，
仅供参考



Treyo Leisure and Entertainment Ltd

AGM 30 MAY 2012

雀友休闲娱乐有限公司

年度股东大会 2012 年 5 月 30 日

EXPLANATORY MEMORANDUM

说明书

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.

除说明书中阐述的条款，董事会完全不了解通知书中详细的与会人员的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：

(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).



Treyo Leisure and Entertainment Ltd

AGM 30 MAY 2012

雀友休闲娱乐有限公司

年度股东大会 2012 年 5 月 30 日

EXPLANATORY MEMORANDUM

说明书

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

(c) Custodian voting – for Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

(c) 托管人投票 – 中间人在线用户专用 (托管人) 请点击 www.intermediaryonline.com 提交您的投票。

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

任何情况下在年度股东大会正式开始前 48 小时内提交。

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.

在做任何决定前, 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

Subject to any voting exclusions a person's entitlement to vote at the Annual General Meeting will be determined by reference to the number of fully paid ordinary shares registered in the name of that person according to the Register of Members at 7.00pm on 28 May 2012.

根据任何表决权排除, 个人在年度股东大会上的投票权将根据 2012 年 5 月 28 日 19:00 前股东名册中登记之其拥有的缴足普通股的数量决定。

Voting Exclusion Statement

投票权排除声明

The Company will disregard any votes cast on Item 3 by a member of the Key Management Personnel or their closely related parties. However, the Company will not disregard a vote if:

公司将视高级管理层或他们的紧密关联方对于条款 3 的任何投票为无效, 但是, 不包括如果:

- it is cast by the Chairman as proxy appointed in writing, in accordance with a direction on the proxy form to vote as the proxy decides; or

代理人书面指定由主席代为投票, 同时与代理人表格中的指示一致; 或

- it is cast by a member of the Key Management Personnel or their closely related parties as proxy appointed in writing that specifies how the proxy is to vote,

代理人书面指定高级管理层人员或他们的紧密关联方代为投票, 同时与代理人表格中的指示一致,

and the vote is not cast on behalf of a member of the Key Management Personnel or their closely related parties.

高级管理人员及其紧密关联方自身不参与投票。