



AINSWORTH GAME TECHNOLOGY LIMITED

ABN 37 068 516 665

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

Notice is hereby given that the 2010 Annual General Meeting ("AGM") of the members of Ainsworth Game Technology Limited (the "Company") will be held at the following time and location, and will conduct the business as specified below:

Date: Wednesday 24 November 2010
Time: 10.00am
Location: Bankstown Sports Club (Georges River Room)
8 Greenfield Parade (Cnr Greenfield Parade and Mona Street)
Bankstown NSW 2200

BUSINESS

Annual Financial Report and Directors' and Auditor's Reports

To receive and consider the Annual Financial Report including the Directors' and Auditor's Reports in respect of the financial year ended 30 June 2010.

Please refer to the accompanying Explanatory Statement for more information.

Resolution 1 - Re-election of Mr Graeme John Campbell as Director

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr Graeme Campbell, who retires in accordance with Rule 7.1(f) of the Company Constitution, and being eligible, offers himself for re-election, be re-elected as an independent non-executive director of the Company."

Please refer to the accompanying Explanatory Statement for more information.

Resolution 2 - Re-election of Mr Michael Bruce Yates as Director

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr Michael Yates, who retires in accordance with Rule 7.1(d) of the Company Constitution, and being eligible, offers himself for re-election, be re-elected as an independent non-executive director of the Company."

Please refer to the accompanying Explanatory Statement for more information.

Resolution 3 - Re-election of Mr Daniel Eric Gladstone as Director

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr Daniel Gladstone, who retires in accordance with Rule 7.1(d) of the Company Constitution, and being eligible, offers himself for re-election, be re-elected as an executive director of the Company."

Please refer to the accompanying Explanatory Statement for more information.

Resolution 4 - Approval of Remuneration Report

To consider and to vote on the following resolution as an ordinary resolution:

"That the Remuneration Report required by section 250R(2) of the *Corporations Act 2001 (Cth)*, which is included in the Directors' Report in respect of the year ended 30 June 2010, be adopted."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

Please refer to the accompanying Explanatory Statement for more information.

DETERMINATION OF MEMBERSHIP AND VOTING ENTITLEMENT FOR THE PURPOSE OF THE MEETING

For the purpose of determining a person's entitlement to vote at the meeting, a person will be recognised as a member and the holder of ordinary shares in the capital of the Company if that person is registered as a holder of those shares at 7:00pm Sydney time on Monday 22 November 2010.

QUESTIONS AND COMMENTS BY SHAREHOLDERS AT THE AGM

In accordance with the *Corporations Act 2001 (Cth)*, a reasonable opportunity will be given to shareholders to ask questions or make comments on the management of the Company at the meeting.

Similarly, a reasonable opportunity will be given to ask the Company's external auditor, KPMG, questions 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 its financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to KPMG if the question is relevant to:

- the content of KPMG's audit report; or
- the conduct of its audit of the Company's Annual Financial Report for the year ended 30 June 2010.

Relevant questions for KPMG must be received no later than 5 business days before the meeting date to the Company Secretary:

Mr Mark Ludski c/- Ainsworth Game Technology Limited, 10 Holker Street, Newington, NSW 2127.

PROXIES

Please note that:

- (a) A member entitled to attend and cast a vote is entitled to appoint a proxy to attend and vote for the member. The person appointed as a proxy need not be a member and may be an individual or a body corporate;
- (b) If the member is entitled to cast two (2) or more votes, the member may appoint two (2) proxies and may specify the proportion or number of the member's votes each proxy may exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes. If the member appoints two (2) proxies, neither proxy may vote on a show of hands;
- (c) An instrument of proxy in which the name of the appointee is not filled in is taken to be given in favour of the Chairman of the meeting to which it relates; and
- (d) To be effective the instrument appointing a proxy (and power of attorney or other authority, if any, under which it is signed or otherwise authenticated, or a certified copy of the power or other authority) must be received at an address or by fax shown below at least 48 hours before the commencement of the meeting at 10:00am on Wednesday 24 November 2010. Any appointment of proxy form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

IN PERSON	Registered Office	10 Holker Street, Newington, NSW, 2127, Australia
	Share Registry	Computershare Investor Services Pty Limited Level 4, 60 Carrington Street, Sydney, NSW, 2000, Australia
BY MAIL	Registered Office	10 Holker Street, Newington, NSW, 2127, Australia
	Share Registry	Computershare Investor Services Pty Limited GPO Box 242, Melbourne, VIC, 3001, Australia
BY FAX	1800 783 447	(within Australia)
	+61 3 9473 2555	(outside Australia)

An appointment of proxy form accompanies this Notice.

By Order of the Board



ML Ludski
Company Secretary
22 October 2010 - Sydney

EXPLANATORY STATEMENT

Annual Financial Report and Directors' and Auditor's Reports

This item calls for shareholders to formally receive and consider the Financial Report for the year ended 30 June 2010 (which includes all the financial statements and notes) and the Reports of the Directors' and the Auditor.

Resolution 1 - Re-election of Mr Graeme John Campbell as Director

Rule 7.1(f) of the Company's constitution requires that at the annual general meeting in every year one third of the directors of the Company, or, if their number is not 3 or a multiple of 3, then the number nearest one third, must retire from office. Rule 7.1(i) provides that a retiring director is eligible for re-election. The managing director and directors appointed to fill casual vacancies are not to be taken into account when determining the number of directors to whom Rule 7.1(f) applies. The directors to retire at the annual general meeting under Rule 7.1(f) must be those who have been longest in office since their last election, but, as between directors who were elected as directors on the same day, those to retire must be determined by lot, unless they otherwise agree between themselves.

For the purpose of the 2010 annual general meeting, one director is required to retire under Rule 7.1(f). Mr G Campbell was last elected at the annual general meeting held on 20 November 2007 and in accordance with Rule 7.1(f), Mr Campbell retires from office. Mr Campbell has offered himself for re-election.

The following is a summary of Mr Graeme Campbell and his experience:

Mr Graeme Campbell

Age: 53 years

Occupation: Consultant and Company Director

Business Experience: Mr Campbell has been a director of the Company since 2007. He is the Chairman of the Audit Committee; a member of the Remuneration and Nomination Committee and the Regulatory and Compliance Committee.

For the past 20 years Mr Campbell has specialised in the area of liquor and hospitality including providing consultancy services to hotels and registered clubs on matters of strategic planning and financial restructuring.

Mr Campbell is a regular speaker at gaming conferences as well as providing updates to financial institutions on gaming industry developments. He is currently retained by a number of leading industry groups and major industry bodies to advise on strategic matters.

The Board recommends that shareholders vote in favour of the resolution for re-electing Mr. G Campbell.

Resolution 2 – Re-election of Mr Michael Bruce Yates as Director

On 15 December 2009, pursuant to rule 7.1(d) of the Company Constitution, the Board of Directors appointed Mr Michael Yates as an independent non-executive director. Rule 7.1(d) provides that a director so appointed only holds office until the next general meeting. Rule 7.1(i) provides that a retiring director is eligible for re-election and Mr Yates has offered himself for re-election.

The following is a summary of Mr Michael Yates and his experience:

Mr Michael Yates

Age: 56 years

Occupation: Lawyer

Business Experience: Mr Yates has been a director of the Company since 15 December 2009 and has been a member of the Audit Committee from appointment. Mr Yates brings to the Board extensive commercial and corporate law experience in a career spanning over 30 years. Mr Yates has advised many public companies on ASX listing rules and Corporations Act requirements. He has held senior positions in major legal practices Holding Redlich, Dunhill Madden Butler and Corrs Chambers Westgarth.

In these positions Mr Yates has been involved in a number of Initial Public Offerings and public equity issues, including for Star City, Simsmetal, Sunbeam and BRL Hardy, as well as having significant merger and acquisition experience. He also has extensive private equity expertise having advised over a number of year's firms such as CHAMP, one of the largest and longest established private equity fund managers in Australia.

The Board recommends that shareholders vote in favour of the resolution for re-electing Mr. M Yates.

EXPLANATORY STATEMENT (Continued)

Resolution 3 – Re-election of Mr Daniel Eric Gladstone as Director

On 25 February 2010, pursuant to rule 7.1(d) of the Company Constitution, the Board of Directors appointed Mr Daniel Gladstone as an executive director. Rule 7.1(d) provides that a director holds office until the next general meeting. Rule 7.1(i) provides that a retiring director is eligible for re-election and Mr Gladstone has offered himself for re-election.

The following is a summary of Mr Gladstone and his experience:

Mr Daniel Gladstone

Age: 55 years

Occupation: Chief Executive Officer

Business Experience: Mr Gladstone was appointed Chief Executive Officer of Ainsworth Game Technology Limited on 5 February 2007 and is a member of the Regulatory and Compliance Committee.

Prior to this appointment, Mr Gladstone held senior positions within the gaming industry over a successful career spanning 35 years. Until recently he was a Director of Konami Australia Pty Ltd, a position he held for ten (10) years.

Mr Gladstone is a highly respected and experienced gaming executive and an active participant in all gaming industry associations. His achievements in the industry were recognised when he was inducted into the Club Managers Association Australia (CMAA) Hall of Fame in 2000.

The Board recommends that shareholders vote in favour of the resolution for re-electing Mr. D Gladstone.

Resolution 4 - Approval of Remuneration Report

The Remuneration Report, which is included in a separate and clearly identified section of the Directors' Report, reports on remuneration for directors, secretaries and senior managers of the Company as required by section 300A of the *Corporations Act 2001 (Cth)*. The adoption of the Remuneration Report is required under section 250R(2) of the *Corporations Act 2001 (Cth)* and is advisory only and does not bind the Directors or the Company.

The Board recommends that shareholders vote in favour of the adoption of the Remuneration Report.



10 Holker Street, Newington NSW Australia 2127
Tel: +61 2 9739 8000 Fax: +61 2 9648 4327
www.ainsworth.com.au

Lodge your vote:

Online:
www.investorvote.com.au

By Mail:
 Computershare Investor Services Pty Limited
 GPO Box 242 Melbourne
 Victoria 3001 Australia

 Alternatively you can fax your form to
 (within Australia) 1800 783 447
 (outside Australia) +61 3 9473 2555

 For Intermediary Online subscribers only
 (custodians) www.intermediaryonline.com
For all enquiries call:

 (within Australia) 1300 850 505
 (outside Australia) +61 3 9415 4000

 000001 000 AGI
 MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au

Cast your proxy vote

Access the annual report

Review and update your securityholding
Your secure access information is:
Control Number: 999999
SRN/HIN: 1999999999
PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 10:00am (AEDT) Monday, 22 November 2010

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

 Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
 or turn over to complete the form** →

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Ainsworth Game Technology Limited hereby appoint

the Chairman of the meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, 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, as the proxy sees fit) at the Annual General Meeting of Ainsworth Game Technology Limited to be held at Bankstown Sports Club (Georges River Room) 8 Greenfield Parade (Cnr Greenfield Parade and Mona Street), Bankstown NSW 2200 on Wednesday, 24 November 2010 at 10:00am and at any adjournment of that meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Re-election of Mr Graeme John Campbell as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Michael Bruce Yates as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Daniel Eric Gladstone as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____/____/____

AGI

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Computershare