



Ainsworth Game Technology Ltd
ABN 37 068 516 665

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17 November 2011

ASX Release

ASX Code: AGI

Ainsworth Game Technology

Maturity of Convertible Notes

The convertible notes issued by Ainsworth Game Technology Limited (**AGT**), currently trading under ASX Code AGIG (**Notes**), are due to mature on 31 December 2011.

The rights of Noteholders at maturity are set out in full in the trust deed entered into by AGT on 16 November 2004 (and amended 18 November and 22 December 2008) (**Trust Deed**). Capitalised terms in this announcement have the same meaning as in the Trust Deed.

Today AGT sent a letter regarding maturity of the Notes to Noteholders that, at today's date, were recorded on the AGT register as Retail Investor Noteholders. A copy of the letter is set out in Attachment 'A' to this announcement.

Noteholders that, at today's date, were recorded on the AGT register as Wholesale Investor Noteholders, being Mr LH Ainsworth and his spouse (including the entities they control), have already agreed to extend the maturity of their convertible notes to 31 December 2014.

AGIG will be suspended from the official ASX list on 21 December 2011 at 5pm (AEDT).

Mr Mark Ludski – CFO/Company Secretary
Ainsworth Game Technology Limited
(02) 9739 8000

ATTACHMENT "A"



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MR JOHN SMITH 1
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

17 November 2011

Dear Noteholder

MATURITY OF CONVERTIBLE NOTES

The convertible notes issued to you by Ainsworth Game Technology Limited (**AGI**), currently trading under ASX Code **AGIG (Notes)**, are due to mature on 31 December 2011 (the **Maturity Date**). Set out below is information regarding your rights at maturity, as set out in the trust deed entered into by AGI on 16 November 2004 (and amended on 18 November 2004 and 22 December 2008) (**Trust Deed**). Capitalised terms in this letter have the same meaning as in the Trust Deed.

1. Rights at maturity

Your Notes will be redeemed for \$1.30 per Note (**Face Value**) on the first business day following the Maturity Date, being 3 January 2012, unless:

- (a) you convert your Notes to ordinary shares in AGI in accordance with part 2 of this letter; or
- (b) you extend the maturity of your Notes to 31 December 2014, in accordance with part 3 of this letter, subject to the conditions in part 4 of this letter.

More information about these options is set out below.

2. Conversion of Notes to ordinary shares in AGI

If you are considering whether to convert your Notes to fully paid new ordinary shares in AGI, set out below is information about your current Noteholding and the value of AGI shares which may be relevant to your decision:

- (a) As at 15 November 2011, you hold [xxxx] Notes;

- (b) Each of your Notes is convertible into 1 fully paid ordinary share in the capital of AGI;
- (c) The face value of each of your Notes is \$1.30;
- (d) At 15 November 2011, the closing price of ordinary shares in AGI on ASX is \$0.39;
- (e) As at the 15 November 2011, the highest and lowest market price of the underlying ordinary shares during the 3 months prior to 15 November 2011 was as follows:

	Price	Date
Highest Price	\$0.48	25 August 2011
Lowest Price	\$0.315	26 September 2011

- (f) The date for suspension of the Notes from the official list of the ASX is 5:00pm (Sydney time) on 21 December 2011.

If you wish to convert your Notes to ordinary shares in AGI as at the Maturity Date, you must complete and sign a Notice of Conversion attached to this letter and return it either by post to AGI's registered office, c/- Company Secretary, AGI, 10 Holker Street, Newington, NSW 2127, by email to company.secretary@ainsworth.com.au or by fax to +61 2 9648 4327 **so that it arrives on or before 5:00pm (Sydney time) on 30 November 2011.**

Please note that you cannot convert less than 1,000 Notes unless your entire holding consists of less than 1,000 Notes. If your total holding is less than 1,000 Notes and you wish to convert your Notes, you must convert your entire holding.

3. Extension of Maturity Date of Notes

If:

- (a) you are registered in the register of Noteholders at 5:00pm (Sydney time) on 23 November 2011; and
- (b) you do not exercise your right of conversion as set out in part 2 of this letter by 5:00pm (Sydney time) on 30 November 2011,

you have a right to extend the Maturity Date of your Notes to 31 December 2014 (**Extension Right**).

If you wish to exercise the Extension Right, you must complete and sign the Notice of Extension attached to this letter, and return it either by post to AGI's registered office c/- Company Secretary, AGI, 10 Holker Street, Newington, NSW 2127, by email to company.secretary@ainsworth.com.au, or by fax to +61 2 9648 4327 **so that it arrives on or before 5:00pm Sydney time on 24 December 2011.**

The Extension Right cannot be exercised over less than 1,000 Notes, unless your total holding of Notes consists of less than 1,000 Notes. If you are eligible for the Extension Right and wish to exercise the Extension Right, but you hold less than 1,000 Notes, you must extend your entire holding.

The Extension Right is subject to two important conditions set out in part 4 below.

4. Conditions surrounding the Extension Right

Qualification for quotation

Under the Trust Deed, if for whatever reason:

- (a) the Notes cease to qualify for official quotation on the ASX beyond 31 December 2011; or
- (b) AGI is of the opinion that the Notes are unlikely to qualify for, or maintain, official quotation on the ASX beyond 31 December 2011,

all of the Notes held by Retail Investor Noteholders will, unless converted in accordance with part 2 of this letter, be redeemed automatically at each Note's Face Value on 3 January 2012 (being the first business day after the Maturity Date), whether or not the Retail Investor Noteholder has exercised an Extension Right.

Retail Investor Noteholders are all persons who are not Wholesale Investor Noteholders.

You are a Wholesale Investor Noteholder if:

- (a) you are a "sophisticated investor" or a "professional investor" for the purposes of section 708(8) or 708(11) of the *Corporations Act 2001 (Cth)*; and
- (b) you submit a completed and signed copy of a Wholesale Investor Certificate in the form attached to this letter to AGI on or before 5:00pm (Sydney time) on 24 December 2011.

For the Notes to qualify for official quotation on the ASX beyond 31 December 2011, there must be at least 100,000 Notes and 50 Noteholders with marketable parcels of Notes. In addition to these requirements, ASX retains discretion as to whether quotation is granted for the Notes. As at 15 November 2011, there were 17,133,957 Notes with 454 Noteholders holding marketable parcels of Notes.

After 24 December 2011, once AGI is aware of how many of these Noteholders have exercised an Extension Right, AGI will advise you in writing as to whether all of the Notes held by Retail Investor Noteholders will be redeemed automatically.

Therefore, if you are a "sophisticated investor" or a "professional investor" for the purposes of section 708(8) or 708(11) of the *Corporations Act 2001 (Cth)* and you wish to ensure that you retain your Extension Right even if the Notes do not qualify for or maintain quotation beyond 31 December 2011, in addition to returning a completed and signed copy of the Notice of Extension attached to this letter, you must also submit a completed and signed copy of the Wholesale Investor Certificate attached to this letter and return them both either by post to AGI's registered office c/- Company Secretary, AGI, 10 Holker Street, Newington, NSW 2127, by email to company.secretary@ainsworth.com.au, or by fax +61 2 9648 4327 **so that they arrive on or before 5:00pm (Sydney time) on 24 December 2011.**

Transfer of the Notes

If:

- (a) you provide AGI with a completed and signed Wholesale Investor Certificate at any time before 5:00pm (Sydney time) 23 November 2011 and then transfer your Notes; or
- (b) you transfer your Notes at any time after 5:00pm (Sydney time) 23 November 2011,

the person who receives those Notes will not be entitled to the Extension Right and their Notes will automatically be redeemed on 3 January 2012 (being the first business day after the Maturity Date), unless they convert the Notes in a way that meets the requirements set out in part 2 of this letter.

5. Default Redemption of Notes

If you do not convert your Notes or exercise an Extension Right in accordance with this letter, your Notes will automatically be redeemed on 3 January 2012 (being the first business day after the Maturity Date), at their Face Value.

For more information about AGI and its performance, please review the ASX announcements page of AGI at <http://www.asx.com.au/asx/statistics/announcements>.

Nothing in this letter is intended to provide you with financial advice. If you are unsure about any aspect of your rights in relation to your Noteholding, or your options set out in this letter, you should seek your own independent financial advice.

If you require clarification in relation to the information outlined above, please do not hesitate to contact company.secretary@ainsworth.com.au.

Yours sincerely



Mark Ludski
Company Secretary

AINSWORTH GAME TECHNOLOGY LIMITED
ACN 068 516 665

APPLICATION TO BE TREATED AS A WHOLESALE INVESTOR NOTEHOLDER

The attached application form is to be completed and signed by a Noteholder if it wishes to be treated as a Wholesale Investor Noteholder for the purposes of the Convertible Note Trust Deed entered into by Ainsworth Game Technology Limited (ACN 068 516 665) (“**Company**”) on 16 November 2004 (and amended on 18 November 2004 and 22 December 2008) (“**Trust Deed**”).

Unless otherwise defined in this application, capitalised terms in this application have the meaning given to them in the Trust Deed.

Wholesale Investor Noteholder

A Noteholder will be treated as a Wholesale Investor Noteholder if:

- (a) the Noteholder is a Professional Investor;
- (b) the Noteholder holds at least \$500,000 worth of Notes; or
- (c) the Noteholder can be certified by a qualified accountant as having a gross income for each of the last 2 financial years of at least \$250,000 or having at least \$2.5 million in net assets.

A ‘Professional Investor’ is:

- a financial services licensee;
- a body regulated by APRA, other than a trustee of any of the following:
 - a superannuation fund;
 - an approved deposit fund;
 - a pooled superannuation fund;
 - a public sector superannuation scheme;
- a body registered under the *Financial Corporations Act 1974*;
- a trustee of:
 - a superannuation fund; or
 - an approved deposit fund; or
 - a pooled superannuation fund; or
 - a public sector superannuation scheme,within the meaning of the *Superannuation Industry (Supervision) Act 1993* and the fund, trust or scheme has net assets of at least \$10 million;
- a person who has or controls at least \$10 million (including any amount held by an associate or under a trust that the person manages);
- a listed entity, or a related body corporate of a listed entity;
- an exempt public authority;
- a body corporate, or an unincorporated body, that:
 - carries on a business of investment in financial products, interests in land and other investments; and

- for those purposes, invests funds received (directly or indirectly) following an offer or invitation to the public, within the meaning of section 82 of the *Corporations Act 2001*, the terms of which provided for the funds subscribed to be invested for those purposes; or
- a foreign entity that, if established or incorporated in Australia, would be covered by one of the preceding paragraphs.

I fall into at least one of the other categories of a Professional Investor.

Please provide details

Option B – Holding of Notes

I hold at least \$500,000 worth of Notes.

Option C – Sophisticated Investor

I attach the completed *Certificate by a qualified accountant* (attached to this form).

Important Notice

THE MATTERS RAISED IN THIS DOCUMENT WILL AFFECT YOUR HOLDING OF NOTES IN THE COMPANY. IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE, PLEASE CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

Noteholder's Signature

Date

Or if the Noteholder is a company:

The Common Seal of the company is affixed in accordance with its constitution in the presence of*:

OR

Executed by the company by its duly authorised officers in accordance with section 127(1) of the Corporations Act 2001*:

*delete as appropriate

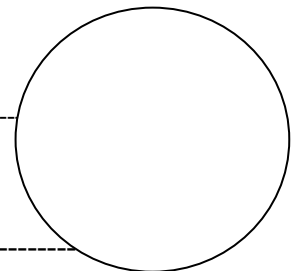
Director

Director/Secretary

OR

Signed by.....
under Power of Attorney on behalf of the
company

Date



CERTIFICATE BY A QUALIFIED ACCOUNTANT

Chapter 6D of the Corporations Act 2001

Name of person or entity

.....
.....
.....

Address of person or entity

.....
.....
.....

I certify that the person or entity whose details are set out above:

- has net assets of at least \$2.5million*; or
- has a gross income for each of the last 2 financial years of at least \$250,000*.

I belong to [name of my professional body]

My membership designation from this professional body is

I comply with this body's continuing professional education requirements.

Signature of accountant.....

Date certificate issue

Name of accountant

Address of accountant

.....
.....
.....

* In determining the net assets or gross income of a person, the net assets or gross income (as the case may be) of a company or trust "controlled" by the person (as defined in section 50AA of the Corporations Act 2001) may be included.

AINSWORTH GAME TECHNOLOGY LIMITED
ACN 068 516 665

NOTICE TO EXTEND

To: Ainsworth Game Technology Limited
(ACN 068 516 665)

To exercise your Extension Right please complete and sign this form and return it to the Company either by post c/- Company Secretary, AGI, 10 Holker Street, Newington, NSW 2127, by email to company.secretary@ainsworth.com.au or by fax to +61 2 9648 4327 **so that it is received on or before 5:00pm (Sydney time) on 24 December 2011**. Notices received after this date and time will not be accepted.

Unless otherwise defined herein, any term used in this Notice to Extend which is defined in the Convertible Note Trust Deed between Ainsworth Game Technology Limited (ACN 068 516 665) (**Company**) and Trust Company Fiduciary Services Limited (ACN 000 000 993) dated 16 November 2004 (and amended on 18 November 2004 and 22 December 2008) (**Trust Deed**) has the same meaning as in the Trust Deed.

In accordance with the provisions of Condition 7A.3 of Schedule 2 ("Conditions") of the Trust Deed,

I
of
.....
.....
the holder of Notes

hereby give notice to the Company that I wish to exercise my Extension Right to extend the Maturity Date of of my Notes to 31 December 2014, in accordance with the provisions of the Trust Deed.

Dated:

Signature of authorised person	Signature of authorised person
Office held	Office held
Name of authorised person (BLOCK LETTERS)	Name of authorised person (BLOCK LETTERS)

