



Ainsworth Game Technology Limited

ABN 37 068 516 665

Notice of 2012 Annual General Meeting and Explanatory Statement

Notice is given that the 2012 Annual General Meeting (“**AGM**”) of the shareholders of Ainsworth Game Technology Limited ABN 37 068 516 665 (the “**Company**”) will be held at the following time and location as specified below:

Date: Wednesday 21 November 2012
Time: 11.00am (AEDT)
Location: Bankstown Sports Club “Georges River Room”
8 Greenfield Parade (Cnr Greenfield Parade and Mona Street)
Bankstown NSW 2200

Notice of 2012 Annual General Meeting and Explanatory Statement

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 2012.

Please refer to the accompanying Explanatory Statement for more information.

Resolution 1 - Re-election of Mr Stewart Laurence Wallis AO, as Director

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

"That Mr Stewart Laurence Wallis, who retires in accordance with Rule 7.1(f) of the Company Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election, be re-elected as a non-executive director of the Company."

Please refer to the accompanying Explanatory Statement for more information.

Resolution 2 – Approval of Remuneration Report

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

"That the Remuneration Report for the Company required by section 250R(2) of the Corporations Act 2001, which is included in the Directors' Report in respect of the year ended 30 June 2012, 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.

Voting Exclusion Statement

In accordance with section 250R(4) of the Corporations Act 2001 ("**Corporations Act**"), the Company will disregard any votes cast on this resolution by any member of the Company's key management personnel (as defined in the Corporations Act), details of whose remuneration are included in the remuneration report and any closely related party (as defined in the Corporations Act) of such key management personnel ("**Remuneration Report Excluded Persons**").

However, the Company will not disregard a vote if:

- (a) it is cast by a member of the key management personnel, or a closely related party of such a member, as a proxy for a non Remuneration Report Excluded Person appointed by writing that specifies how the proxy is to vote on the resolution; or
- (b) it is cast by the Chairman as a proxy for a non Remuneration Report Excluded Person where the proxy appointment does not specify the way the proxy is to vote on the resolution and expressly authorises the Chairman to exercise the proxy even if the resolution is connected with the remuneration of a member of the key management personnel.

Resolution 3 – Increase in the Allowance for Director's Fees

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

"That for the purposes of ASX Listing Rule 10.17 and Rule 7.3 of the Company's Constitution, the maximum aggregate remuneration payable out of the funds of the Company to directors for their non-executive services as directors be increased from \$500,000 per annum to \$850,000 per annum, with effect from 1 July 2012."

Please refer to the accompanying Explanatory Statement for more information.

Voting Exclusion Statement

As required by the ASX Listing Rules and the Corporations Act, the Company will disregard any votes cast on this resolution by (i) any director of the Company and by any of their associates and (ii) any member of the key management personnel or a key management personnel's closely related party in their capacity as a proxy.

However, the Company will not disregard a vote if:

- (a) it is cast by a director or any of their associates or a member of the key management personnel, or a closely related party of such a member, as a proxy for a person entitled to vote on the resolution where the proxy appointment specifies how the proxy is to vote on the resolution; or
- (b) it is cast by the Chairman as a proxy for a person entitled to vote on the resolution where the proxy appointment does not specify the way the proxy is to vote on the resolution and expressly authorises the Chairman to exercise the proxy even if the resolution is connected with the remuneration of a member of the key management personnel.

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

For the purpose of determining a person's entitlement to vote at the Meeting, shares will be taken to be held by the persons who are registered as shareholders at 11:00am (AEDT) on Monday 19 November 2012.

QUESTIONS AND COMMENTS BY SHAREHOLDERS AT THE AGM

In accordance with the Corporations Act, 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 2012.

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

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

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HOW TO VOTE

A shareholder can vote at the AGM:

- (a) in person;
- (b) by proxy;
- (c) by attorney; or
- (d) by corporate representative (if you are a corporate shareholder).

A shareholder will be counted as being present at the AGM if the shareholder votes in any of the ways outlined above.

Attendance at the AGM

All persons attending the AGM are asked to arrive at least 30 minutes prior to the time the AGM is to commence, so that either their shareholding may be checked against the Share Register, their power of attorney or appointment as corporate representative can be verified (as the case may be), and their attendance noted.

Voting in person

If a shareholder wishes to vote in person at the AGM, they may attend the AGM which will be held at 11:00am (AEDT) on Wednesday 21 November 2012 at the Bankstown Sports Club's "Georges River Room", 8 Greenfield Parade (Cnr Greenfield Parade and Mona Street) Bankstown NSW 2200.

Voting by proxy

A shareholder entitled to attend and cast a vote is entitled to appoint a proxy to attend and vote for the shareholder. The person appointed as a proxy need not be a shareholder of the Company and may be an individual or a body corporate. An appointment of proxy form accompanies this Notice of AGM.

Shareholders can direct their proxy how to vote by marking one of the boxes opposite each item of business on the proxy form attached. If the shareholder does not mark a box on the proxy form, or instruct its proxy on how to vote, the proxy may vote as they choose at the AGM. If the shareholder marks more than one box on the proxy form on an item, their vote will be invalid on that item.

A shareholder can vote a portion of their voting rights by inserting the percentage or number of securities the shareholder wishes to vote in the For, Against or Abstain box or boxes on the proxy form attached. The sum of the votes cast must not exceed the shareholder's voting entitlement or 100%.

If the shareholder is entitled to cast two (2) or more votes, the shareholder may appoint two (2) proxies and may specify the proportion or number of the shareholder's votes each proxy may exercise. If the shareholder appoints two (2) proxies and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, each proxy may exercise half of the votes. If the shareholder appoints two (2) proxies, neither proxy may vote on a show of hands. When appointing a second proxy, a shareholder should write both names and the percentage of votes or number of securities for each, on the proxy form attached to this notice of meeting. 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.

At the point of entry to the AGM, a proxy will be admitted and given a voting card upon providing written evidence of their name and address.

The lodging of a proxy form will not preclude a shareholder from attending in person and voting at the AGM if the shareholder is entitled to attend and vote. If the shareholder votes on any resolution, their appointed proxy is not entitled to vote and must not vote as that holder's proxy on the resolution. In order for the appointment of a proxy to be valid, the proxy form MUST be received by the Company or its Share Registry (details of which are set out in this Notice) not less than 48 hours before the time for holding the AGM. Proxy forms received after this time will be invalid.

Proxy forms submitted online or sent by fax or post in the manner set out in this Notice and on the proxy form must be received by the Company or its Share Registry not less than 48 hours before the time for the holding of the AGM.

Where the proxy form is executed under a power of attorney, the original power of attorney or an attested copy of the power of attorney or other authority under which it is signed MUST be lodged with the proxy form (unless it has already been lodged with the Company).

How the Chairman of the meeting will vote undirected proxies

The Chairman's voting intention is to vote undirected proxies able to be voted in favour of each of the resolutions set out in this Notice of AGM.

A shareholder can appoint the Chairman as proxy with directions to cast that shareholder's votes contrary to the Chairman's stated voting intention on any or all of the resolutions, or to abstain from voting on certain resolutions. Where a shareholder appoints the Chairman as their proxy but does not direct their vote on a particular resolution, the shareholder will be directing the Chairman to vote in accordance with the Chairman's clearly stated voting intention.

Voting by attorney

At the point of entry to the AGM, an attorney will be admitted and given a voting card upon providing written evidence of their appointment, their name and address and the identity of their appointer.

The lodging of a power of attorney will not preclude a shareholder from attending in person and voting at the AGM if the shareholder is entitled to attend and vote. If the shareholder votes on the resolutions, their appointed attorney is not entitled to vote, and must not vote as that holder's attorney on the resolutions.

In order for the appointment of an attorney to be valid, the original power of attorney or an attested copy of the power of attorney or other authority under which it is signed MUST be lodged with the Company not less than 48 hours before the time for holding the AGM. An appointment of attorney received after this time will be invalid.

Voting by corporate representative

To vote at the AGM (other than by proxy or by attorney), a corporation that is a shareholder may appoint a person to act as its authorised corporate representative. The appointment must comply with section 250D of the Corporations Act.

At the point of entry to the AGM, an authorised corporate representative will be admitted and given a voting card upon providing written evidence of their appointment including any authority under which it is signed, their name and address and the identity of their appointer.

Lodgement of proxy forms, powers of attorney and authorities

To be effective, duly signed proxy forms, powers of attorney and authorities MUST be received at an address or by fax or email shown below at least 48 hours before the commencement of the meeting at 11:00am (AEDT) on Wednesday 21 November 2012. Any forms received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

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

By Order of the Board



ML Ludski
Company Secretary
22 October 2012 – Sydney

Notice of 2012 Annual General Meeting and Explanatory Statement

EXPLANATORY STATEMENT

This explanatory statement is intended to provide shareholders of the Company with information to assess the merits of the proposed resolutions in the accompanying Notice of Annual General Meeting.

The Directors recommend that shareholders read the Explanatory Statement in full before making any decision in relation to the following.

Annual Financial Report and Directors' and Auditor's Reports

The Annual Financial Report for the year ended 30 June 2012 (which includes all the financial statements and notes and the Directors' and Auditor's Reports) will be laid before the meeting, in accordance with the requirements of section 317 of the Corporations Act.

There is no requirement for shareholders to vote with respect to, or to approve, these reports. However shareholders will be given a reasonable opportunity at the Meeting to raise questions on the Reports. The Auditor will be in attendance at the meeting and can answer questions on the conduct of the audit and the contents of the Auditor's Report.

Resolution 1 – Re-election of Mr Stewart Laurence Wallis AO, as Director

Rule 7.1(f) of the Company's Constitution requires that at each annual general meeting, one third of the directors of the Company must retire from office (or if there are not three directors of the Company, or if the number of Company directors is not a multiple of three, then the number nearest one third). The managing director and directors appointed to fill casual vacancies are not to be taken into account in calculating the number of directors of the Company for the purposes of Rule 7.1(f) of the Company's Constitution.

The directors to retire at the AGM under Rule 7.1(f) of the Company Constitution must be those who have been longest in office since their last election.

ASX Listing Rule 14.4 also provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment.

Rule 7.1(i) of the Company Constitution provides that a retiring director is eligible for re-election.

There are currently four directors of the Company, excluding executive director and CEO Danny Gladstone (the managing director of the Company for the purposes of Rule 7.1(g)(2) of the Company Constitution), of which Mr SL Wallis is the longest serving since last being re-elected. Mr SL Wallis was last elected to office at the AGM held on 25 November 2009. Therefore, in accordance with Rule 7.1(f) and ASX Listing Rule 14.4, Mr SL Wallis is due to retire at the end of this AGM.

In accordance with Rule 7.1 of the Company Constitution, Mr SL Wallis has offered himself for re-election to the Board as a non-executive director of the Company at this AGM.

Set out below is information regarding Mr Wallis and his relevant experience:

Age: 78 years

Occupation: Company Director

Academic and professional qualifications: Bachelor of Civil Engineering (Hon), Melbourne University, Fellow of the Institute of Engineers, Australia

Business Experience: Mr SL Wallis was the former chief executive and director of Leighton Holdings Limited and was with the Leighton Group for 30 years. In addition, he was a former director and subsequently an advisory board member of St Hilliers Contracting Pty Limited.

Mr Wallis has been a director of the Company since 2002 and has been a member of the Audit Committee from appointment, Chairman of the Remuneration and Nomination Committee since 2003 and a member of the Regulatory and Compliance Committee since 2005 (Chairman since 2007).

The Board recommends that shareholders vote in favour of the resolution for re-electing Mr SL Wallis. Mr Wallis did not vote in respect of the Board's recommendation.

The Chairman of the AGM intends to vote undirected proxies in favour of this resolution.

Resolution 2 – Approval of Remuneration Report

The Remuneration Report, which is included in a separate and clearly identified section of the Annual Directors' Report, sets out the Company's remuneration arrangements for directors, secretaries and senior managers of the Company as required by section 300A of the Corporations Act.

Section 250(R)(2) of the Corporations Act requires a resolution that the remuneration report be adopted and that it be put to a vote at the Company's AGM.

A reasonable opportunity for discussion of the Remuneration Report will be provided at the Meeting. The vote on this resolution is advisory only and does not bind the directors or the Company. However the Board will take the outcome of the vote into consideration in future reviews of the remuneration policy for directors, secretaries and senior managers of the Company.

If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the CEO and managing director) must stand for re-election.

A voting exclusion statement is included in the main body of the Notice of Meeting.

The Board recommends that shareholders vote in favour of Resolution 2.

The Chairman of the AGM intends to vote undirected proxies in favour of this resolution.

Resolution 3 – Increase in the Allowance for Directors' Fees

The directors seek an increase in the Allowance for directors' fees from the present \$500,000 per annum to \$850,000 per annum. The reasons for the request are as follows:

- (a) The Company is currently at the limit of its existing cap on director's fees. The cap accordingly prevents the Company from recruiting further non-executive directors.
- (b) The Board is currently reviewing its composition and the appointment of additional non-executive directors to broaden the skills and experience of the Board. The Board believes that a greater diversity on the Board and the ability to attract candidates of excellence are of great benefit to shareholders. The directors require flexibility within the allowance to be able to pay the appropriate fees to attract new talent to the Board.
- (c) The regulatory requirements of the environment in which the Company operates impose a considerable burden on the directors and their families who are required to provide detailed private information and submit to interviews and probity investigations. These requirements make it difficult to obtain suitably qualified candidates for appointment to the Board, and fee levels need to appropriately reflect this burden.
- (d) The cap on directors' fees was last increased in 2000.

The Chairman of the AGM intends to vote undirected proxies in favour of this resolution.



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

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(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 11:00am (AEDT) Monday, 19 November 2012

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 attorney appointed under a Power of Attorney is to attend the meeting you will need to provide the appropriate documentation evidencing the appointment prior to admission. A form of "Certificate of Appointment of Corporate Representative" 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.



I 9999999999

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, and to the extent permitted by law, 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, Bankstown NSW 2200 on Wednesday, 21 November 2012 at 11.00am (AEDT) and at any adjournment or postponement of that Meeting.

Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Item 2** (except where I/we have indicated a different voting intention below) even though **Item 2** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Item 2** by marking the appropriate box in step 2 below.

The Chairman intends to vote undirected proxies in favour of all items of business.

IMPORTANT - VOTING EXCLUSIONS

If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default and you do **NOT** wish to direct your proxy how to vote as your proxy in respect of **Item 3** (Increase in the Allowance for Directors' Fees), please place a mark with an "X" in the adjacent box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of **Item 3** and that votes cast by him for **Item 3**, other than as proxy holder, would be disregarded because of that interest. If you do not mark the adjacent box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on **Item 3** and your votes will not be counted in calculating the required majority if a poll is called on **Item 3**.

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 Stewart Laurence Wallis AO, as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Increase in the Allowance for Directors' Fees	<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	Securityholder 2	Securityholder 3

Sole Director and Sole Company Secretary **Director** **Director/Company Secretary**

Contact Name _____ Contact Daytime Telephone _____ Date ____/____/____