



**ASX: DNA**

**ASX RELEASE**

**9 April 2013**

**Notice of Meeting for EGM**

Donaco International Limited (ASX:DNA) has commenced mailing to shareholders the attached Notice of Meeting for an Extraordinary General Meeting on 10 May 2012.

The purpose of the EGM is to approve the second tranche of the Company's \$25 million capital raising, as announced to the market on 28 March 2013.

**For further information:**

Ben Reichel  
Director & Company Secretary  
Phone: + 61 412 040 281

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**ABOUT DONACO INTERNATIONAL LIMITED (ASX: DNA)**

Donaco International Limited operates leisure, entertainment and associated technology businesses across the Asia Pacific region.

Our flagship business is the Lao Cai International Hotel, a successful boutique casino in northern Vietnam. The Lao Cai International Hotel was established in 2002, and is located on the border with Yunnan Province, China. Donaco operates the business and owns a 75% interest, in a joint venture with the Government of Vietnam.

The Lao Cai International Hotel is the first fully licensed table gaming business in Vietnam. The property is currently being expanded from a 3-star 34 room hotel, to a brand new resort complex with 428 hotel rooms.

Donaco also owns and operates the TAB Active TV wagering service in Australia, in partnership with all major TAB operators (Tabcorp Holdings Limited, Tatts Limited and Racing and Wagering WA). We also own and operate the Way2Bet online and mobile wagering portal, whose customers include all major corporate bookmakers in Australia.

To learn more about Donaco visit [www.donacointernational.com](http://www.donacointernational.com)

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## All Correspondence to:

 **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,  
Sydney NSW 2000 Australia

 **By Fax:** +61 2 9290 9655

 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

 **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (Sydney time) on Wednesday, 8 May 2013.**

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders must sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00 am on Wednesday, 8 May 2013.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged:

 **By Fax** + 61 2 9290 9655

 **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

 **In Person** Level 7, 207 Kent Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Company Limited** and entitled to attend and vote hereby appoint

Appoint the **Chairman of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

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 at the General Meeting of the Company to be held at the **Four Points by Sheraton Hotel on Friday, 161 Sussex Street, SYDNEY NSW 2000 on Friday, 10 May 2013 at 10:00am (Sydney time)** and at any adjournment of that meeting, to act 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.

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

**STEP 2 VOTING DIRECTIONS**  
 \* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Approval of previous issue of 41,682,829 shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of new issue of 29,745,742 shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SHAREHOLDERS**  
 This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2013

Dear Shareholder

I cordially invite you to a General Meeting of Donaco International Limited (the Company), at which approval will be sought for the issue of fully paid ordinary shares in the Company as part of a capital raising exercise.

The successful completion of this capital raising has brought a number of leading Australian and overseas institutions on to the Company's share register. The funds raised will be used to complete the expansion of the Lao Cai International Hotel in Vietnam, which is the Company's flagship business.

The General Meeting will be held at 10:00am (Sydney time) on Friday, 10 May 2013, at Four Points by Sheraton Hotel, 161 Sussex Street Sydney. I enclose your Notice of Meeting, together with your personalised Proxy Form.

#### *Attendance*

If you wish to attend the meeting:

- please bring this letter with you to assist us to process your registration efficiently; and
- it would be helpful if you could tell us that you wish to attend by calling us on (02) 9017 7000.

#### *Voting*

It is not compulsory to vote at the meeting. If you would like to vote on the resolutions contained in the Notice of Meeting, you may either attend the meeting or alternatively appoint a proxy to vote for you at the meeting by using the attached Proxy Form. If you intend to appoint a proxy, please complete the Proxy Form and return to Boardroom Pty Ltd in accordance with the directions on the reverse side of the form by 10:00am (Sydney time) on Wednesday, 8 May 2013.

Yours sincerely,



Stuart J McGregor  
Chairman

#### **PLEASE BRING THIS LETTER TO THE GENERAL MEETING**

This General Meeting of Donaco International Limited will be held at 10:00am (Sydney time) on Friday, 10 May 2013, at Four Points by Sheraton Hotel, with registration commencing at 9:30am (Sydney time).

Representatives of corporate shareholders should present satisfactory evidence of appointment when registering.

# Donaco International Limited

ABN 28 007 424 777

Registered Office: Suite 2.05  
55 Miller Street  
PYRMONT NSW 2009

## Notice of General Meeting of Members

Donaco International Limited gives notice that a General Meeting of members will be held at 10:00am (Sydney time) on Friday, 10 May 2013, at:

Four Points by Sheraton Hotel  
161 Sussex Street  
Sydney NSW 2000

## Items of Business

Ordinary Business:

**Resolution 1:** Approval of previous issue of 41,682,829 shares in the Company issued on 8 April 2013

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

*“That the issue of 41,682,829 ordinary shares in the Company on 8 April 2013, which is more fully described in the Explanatory Notes accompanying and forming part of this Notice of Meeting, is approved for the purposes of Listing Rule 7.4 of the Australian Securities Exchange Listing Rules and for all other purposes.”*

**Resolution 2:** Approval of new issue of 29,745,742 shares in the Company.

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

*“That the issue of 29,745,742 ordinary shares in the Company on 17 May 2013, which is more fully described in the Explanatory Notes accompanying and forming part of this Notice of Meeting, is approved for the purposes of Listing Rule 7.1 of the Australian Securities Exchange Listing Rules and for all other purposes.”*

By order of the Board



Ben Reichel  
Director &  
Company Secretary

## Explanatory Notes

### Resolution 1: Approval of previous issue of 41,682,829 shares in the Company issued on 8 April 2013

The Company has sought to raise additional funds under a placement of 71,428,571 shares to a number of professional and sophisticated investors under section 708 of the Corporations Act. The proceeds will supply working capital to enable the Company to complete the expansion of the Lao Cai International Hotel and casino in Vietnam, which is the Company's flagship business.

ASX Listing Rule 7.1 provides that the Company must not issue more than 15% of its issued capital in any 12 month period without shareholder approval. However, under Listing Rule 7.4, the Company may seek subsequent approval to specified issues of securities, and if that approval is granted, such issues do not count toward the 15% limit.

Under the placement 41,682,829 shares were issued on 8 April 2013, in accordance with the 15% in 12 months limitation set out in ASX Listing Rule 7.1.

The following information is provided in relation to this share issue, in accordance with the requirements of Listing Rules 7.4 and 7.5.

Number of shares issued	41,682,829
Price at which the shares were issued	\$0.35
Terms of the securities	Ordinary fully paid shares in the same class and ranking equally with existing fully paid ordinary shares on issue in all respects.
Basis on which allottees were determined	Book build process to professional and sophisticated investors.
Intended use of the funds raised	Working capital to complete the expansion of the Lao Cai International Hotel and casino in Vietnam.
Voting exclusion statement	Refer Note 1 below

The Board believes that it is in the best interests of the Company to maintain its ability to issue up to a full 15% of the issued capital, in order that it may issue further securities in the next 12 months if necessary, enabling the Company to continue to pursue its objectives.

Accordingly, the Company seeks shareholder approval of the issue of the 41,682,829 ordinary shares issued on 8 April 2013 for the purposes of Listing Rule 7.4 of the Australian Securities Exchange Listing Rules.

#### Note 1: Voting Exclusion Statement

Under Listing Rule 14.11, the Company will disregard any votes cast on Resolution 1 by any person who participated in the issue, and their associates.

However, the Company need not disregard any of the above mentioned votes if:

- cast by a person as proxy for a person entitled to vote, in accordance with the directions on the proxy form; or
- cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## Resolution 2: Approval of new issue of 29,745,742 ordinary shares in the Company

ASX Listing Rule 7.1 provides that the Company must not issue more than 15% of its issued share capital in any 12 month period without shareholder approval.

The issue of the remaining 29,745,742 shares under the placement is therefore subject to shareholder approval.

The following information is provided in relation to this share issue, in accordance with the requirements of Listing Rules 7.1 and 7.3.

Number of shares to issue subject to shareholder approval	29,745,742
Date of issue of shares	17 May 2013
Price at which the shares will be issued	\$0.35
Terms of the securities	Ordinary fully paid shares in the same class and ranking equally with existing fully paid ordinary shares on issue in all respects.
Basis on which allottees were determined	Book build process to professional and sophisticated investors.
Intended use of the funds raised	Working capital to complete the expansion of the Lao Cai International Hotel and casino in Vietnam.
Voting exclusion statement	Refer Note 1 below

### Note 1: Voting Exclusion Statement

Under Listing Rule 14.11, the Company will disregard any votes cast on a resolution by:

- A person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
- an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.