

**ASX RELEASE****1 October 2014****Employee Share and Option Plans**

Donaco International Limited (the **Company**) lodges the attached Appendix 3B in relation to shares and options issued under employee incentive plans, as approved by shareholders at the Annual General Meeting on 21 November 2013.

A total of 273,812 fully paid restricted ordinary shares have been issued to senior executives pursuant to their employment contracts, in lieu of the equivalent amount of cash bonuses for the full year ending 30 June 2014. The shares are subject to trading restrictions preventing them from being sold for 12 months. The shares have been contributed to an employee share trust. These arrangements are in accordance with the approvals given by shareholders at the 2013 AGM.

A total of 1,201,631 unlisted FY15 options have been issued to senior executives pursuant to their employment contracts, with the exercise price set at the volume weighted average price in the week prior to 1 July 2014. The issue of these options, and their terms, are in accordance with the approvals given by shareholders at the 2013 AGM.

The total number of unlisted employee options issued in FY14 and FY15 under these arrangements amounts to 1.13% of the Company's issued share base. The Company also now issues additional FY15 options to bring the total number of employee options to just under 5% of the Company's issued share base. The Board intends that the number of employee options on issue at any one time should not exceed 5%.

The majority of the options referred to in the attached Appendix 3B have not yet been allocated to individual employees. The Company intends to use these options as a recruitment tool for new staff, as well as using them as a retention and motivation tool for existing staff.

Also attached are two Appendix 3Ys, relating to the issue of shares and options to executive directors of the Company, which was also approved by shareholders at the 2013 AGM.

Finally, the attached Appendix 3B also reflects the recent exercise of 52,980 listed options (DNAO).

**For further information:**

Ben Reichel  
Executive Director  
Phone: + 61 412 060 281

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

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

Our flagship business is the Aristo International Hotel, a successful boutique casino in northern Vietnam. Donaco operates the business and owns a 95% interest, in a joint venture with the Government of Vietnam.

Donaco is a pioneer casino operator in Vietnam. The business was established in 2002, and is located on the border with Yunnan Province, China. The property has recently been expanded to a brand new five star resort complex with 428 hotel rooms.

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

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# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Donaco International Limited

ABN

28 007 424 777

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |  |
|---|---|--|
| 1 | +Class of +securities issued or to be issued  | A. Fully paid ordinary shares under the Company's Employee Share Plan, as approved by shareholders at the 2013 AGM.<br><br>B. Unlisted FY15 options under the Company's Employee Option Plan, as approved by shareholders at the 2013 AGM.<br><br>C. Fully paid ordinary shares. |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | A. Ordinary shares – 273,812<br><br>B. Unlisted options – 19,037,067<br><br>C. Ordinary shares – 52,980  |

|   |  |
|---|--|
| <p>3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p>  | <p>A. New ordinary shares ranking equally with existing class of quoted ordinary shares, but subject to trading restrictions preventing them from being sold before 1 October 2015.</p> <p>B. Unlisted options with an exercise price of 89 cents, as set out in the Notice of Meeting for the 2013 AGM. The options vest in three equal tranches, on 1 July 2015, 1 July 2016, and 1 July 2017. Each tranche expires two years after it vests.</p> <p>C. New ordinary shares ranking equally with existing class of quoted ordinary shares.</p> |
| <p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> | <p>A. Ordinary shares – Yes.</p> <p>B. Unlisted options – No.</p> <p>C. Ordinary shares – Yes.</p> <p>B. Options over unissued shares may only be exercised in accordance with their terms and conditions. Upon conversion of the options to shares, the shares issued will rank equally in all respects with ordinary quoted shares (DNA).</p>  |
| <p>5 Issue price or consideration</p>   | <p>A. Nil (issued pursuant to employment contracts in lieu of cash bonuses).</p> <p>B. Nil.</p> <p>C. \$14,834.40</p>  |
| <p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>   | <p>A. Issue of employee shares under the Company’s Employee Share Plan, as approved by shareholders at the 2013 AGM.</p> <p>B. Issue of employee options under the Company’s Employee Option Plan, as approved by shareholders at the 2013 AGM.</p> <p>C. Exercise of 52,980 options (DNAO)</p>  |

+ See chapter 19 for defined terms.

|    |   |     |
|----|---|-----|
| 6a | <p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p> | No  |
| 6b | The date the security holder resolution under rule 7.1A was passed  | N/A |
| 6c | Number of +securities issued without security holder approval under rule 7.1  | N/A |
| 6d | Number of +securities issued with security holder approval under rule 7.1A  | N/A |
| 6e | Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)   | N/A |
| 6f | Number of +securities issued under an exception in rule 7.2   | N/A |
| 6g | If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.  | N/A |
| 6h | If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements  | N/A |
| 6i | Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements  | N/A |

|   |   |                       |
|---|---|-----------------------|
| 7 | <p><b>+Issue dates</b></p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p> | <p>1 October 2014</p> |
|---|---|-----------------------|

|   |   | Number                              | +Class                                    |
|---|---|-------------------------------------|---|
| 8 | <p>Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in section 2 if applicable)</p> | <p>461,278,352</p> <p>3,253,416</p> | <p>Shares (DNA)</p> <p>Options (DNAO)</p> |

|   |   | Number  | +Class  |
|---|---|---|---|
| 9 | <p>Number and +class of all +securities not quoted on ASX (<i>including</i> the +securities in section 2 if applicable)</p> | <p>812,500</p> <p>4,010,511</p> <p>19,037,067</p> | <p>Fully vested, unexpired options issued to Main Ace Investment Limited in accordance with the Subscription Agreement dated 20 October 2011.</p> <p>FY14 Options issued under the Company's Employee Option Plan, as approved by shareholders at the 2013 AGM.</p> <p>FY15 Options issued under the Company's Employee Option Plan, as approved by shareholders at the 2013 AGM.</p> |

|    |   |  |
|----|---|--|
| 10 | <p>Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p> | <p>Unchanged from that set out in the Company's prospectus dated 13 December 2012.</p> |
|----|---|--|

## Part 2 - Pro rata issue

|    |  |            |
|----|--|------------|
| 11 | <p>Is security holder approval required?</p> | <p>N/A</p> |
|----|--|------------|

+ See chapter 19 for defined terms.

|    |  |     |
|----|--|-----|
| 12 | Is the issue renounceable or non-renounceable?   | N/A |
| 13 | Ratio in which the +securities will be offered   | N/A |
| 14 | +Class of +securities to which the offer relates   | N/A |
| 15 | +Record date to determine entitlements   | N/A |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?   | N/A |
| 17 | Policy for deciding entitlements in relation to fractions  | N/A |
| 18 | Names of countries in which the entity has security holders who will not be sent new offer documents<br><br>Note: Security holders must be told how their entitlements are to be dealt with.<br><br>Cross reference: rule 7.7. | N/A |
| 19 | Closing date for receipt of acceptances or renunciations   | N/A |
| 20 | Names of any underwriters  | N/A |
| 21 | Amount of any underwriting fee or commission   | N/A |
| 22 | Names of any brokers to the issue  | N/A |
| 23 | Fee or commission payable to the broker to the issue   | N/A |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders   | N/A |

- |    |   |     |
|----|---|-----|
| 25 | If the issue is contingent on security holders' approval, the date of the meeting   | N/A |
| 26 | Date entitlement and acceptance form and offer documents will be sent to persons entitled   | N/A |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders | N/A |
| 28 | Date rights trading will begin (if applicable)  | N/A |
| 29 | Date rights trading will end (if applicable)  | N/A |
| 30 | How do security holders sell their entitlements <i>in full</i> through a broker?  | N/A |
| 31 | How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?   | N/A |
| 32 | How do security holders dispose of their entitlements (except by sale through a broker)?  | N/A |
| 33 | +Issue date   | N/A |

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of +securities  
(tick one)

(a)  +Securities described in Part 1

(b)  All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

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+ See chapter 19 for defined terms.



## Entities that have ticked box 34(a)

### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

- 35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over
- 37  A copy of any trust deed for the additional +securities

## Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought 

|     |
|-----|
| N/A |
|-----|

39 +Class of +securities for which quotation is sought 

|     |
|-----|
| N/A |
|-----|

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

|     |
|-----|
| N/A |
|-----|

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

|     |
|-----|
| N/A |
|-----|

|  | Number | +Class |
|--|--------|--------|
| 42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38) | N/A    | N/A    |

+ See chapter 19 for defined terms.

## Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



(Director & Company Secretary)

Date: 1 October 2014

Print name: Benedict Reichel

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+ See chapter 19 for defined terms.

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

|                       |                              |
|-----------------------|------------------------------|
| <b>Name of entity</b> | Donaco International Limited |
| <b>ABN</b>            | 28 007 424 777               |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                            |                    |
|----------------------------|--------------------|
| <b>Name of Director</b>    | Joey LIM Keong Yew |
| <b>Date of last notice</b> | 21 May 2014        |

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|  |  |
|--|--|
| <b>Direct or indirect interest</b>   | Direct and Indirect  |
| <b>Nature of indirect interest (including registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest. | Indirect interests are held by Convent Fine Limited and Slim Twinkle Limited. Mr Lim is a director and beneficial owner of both companies.   |
| <b>Date of change</b>  | 1 October 2014   |
| <b>No. of securities held prior to change</b>  | Direct – 32,990,155 ordinary shares<br>407,371 unlisted FY14 options<br>Indirect – 174,291,200 ordinary shares   |
| <b>Class</b>   | A. Fully paid ordinary restricted shares under the Company's Employee Share Plan, as approved by shareholders at the 2013 AGM.<br>B. Unlisted options under the Company's Employee Option Plan, as approved by shareholders at the 2013 AGM. |
| <b>Number acquired</b>   | A. 115,116 ordinary shares<br>B. 506,472 unlisted FY15 options   |
| <b>Number disposed</b>   | Nil  |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation  | Nil – issued pursuant to employment contract and as approved by shareholders at the 2013 AGM.  |

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

|   |  |
|---|--|
| <b>No. of securities held after change</b>  | Direct – 33,105,271 ordinary shares<br>407,371 unlisted FY14 options<br>506,472 unlisted FY15 options<br>Indirect – 174,291,200 ordinary shares  |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | A. Issue of fully paid ordinary restricted shares under the Company's Employee Share Plan, as approved by shareholders at the 2013 AGM.<br>B. Issue of unlisted options under the Company's Employee Option Plan, as approved by shareholders at the 2013 AGM. |

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

|  |  |
|--|--|
| <b>Detail of contract</b>  |  |
| <b>Nature of interest</b>  |  |
| <b>Name of registered holder (if issued securities)</b>  |  |
| <b>Date of change</b>  |  |
| <b>No. and class of securities to which interest related prior to change</b><br>Note: Details are only required for a contract in relation to which the interest has changed |  |
| <b>Interest acquired</b>   |  |
| <b>Interest disposed</b>   |  |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and an estimated valuation   |  |
| <b>Interest after change</b>   |  |

**Part 3 – +Closed period**

|  |     |
|--|-----|
| <b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b> | No  |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>   | N/A |
| <b>If prior written clearance was provided, on what date was this provided?</b>  | N/A |

+ See chapter 19 for defined terms.

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

|                       |                              |
|-----------------------|------------------------------|
| <b>Name of entity</b> | Donaco International Limited |
| <b>ABN</b>            | 28 007 424 777               |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                            |                       |
|----------------------------|-----------------------|
| <b>Name of Director</b>    | Benedict Paul REICHEL |
| <b>Date of last notice</b> | 6 March 2014          |

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|  |  |
|--|--|
| <b>Direct or indirect interest</b>   | Direct   |
| <b>Nature of indirect interest (including registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest. | N/A  |
| <b>Date of change</b>  | 1 October 2014   |
| <b>No. of securities held prior to change</b>  | 183,306 ordinary shares (DNA)<br>203,686 unlisted FY14 options   |
| <b>Class</b>   | A. Fully paid ordinary restricted shares under the Company's Employee Share Plan, as approved by shareholders at the 2013 AGM.<br>B. Unlisted options under the Company's Employee Option Plan, as approved by shareholders at the 2013 AGM. |
| <b>Number acquired</b>   | A. 50,556 ordinary shares<br>B. 253,236 unlisted FY15 options  |
| <b>Number disposed</b>   | Nil  |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation  | Nil – issued pursuant to employment contract and as approved by shareholders at the 2013 AGM.  |

+ See chapter 19 for defined terms.

## Appendix 3Y Change of Director's Interest Notice

|   |  |
|---|--|
| <b>No. of securities held after change</b>  | 233,862 ordinary shares (DNA)<br>203,686 unlisted FY14 options<br>253,236 unlisted FY15 options  |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | A. Issue of fully paid ordinary restricted shares under the Company's Employee Share Plan, as approved by shareholders at the 2013 AGM.<br>B. Issue of unlisted options under the Company's Employee Option Plan, as approved by shareholders at the 2013 AGM. |

### Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

|  |  |
|--|--|
| <b>Detail of contract</b>  |  |
| <b>Nature of interest</b>  |  |
| <b>Name of registered holder (if issued securities)</b>  |  |
| <b>Date of change</b>  |  |
| <b>No. and class of securities to which interest related prior to change</b><br>Note: Details are only required for a contract in relation to which the interest has changed |  |
| <b>Interest acquired</b>   |  |
| <b>Interest disposed</b>   |  |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and an estimated valuation   |  |
| <b>Interest after change</b>   |  |

### Part 3 – +Closed period

|  |     |
|--|-----|
| <b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b> | No  |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>   | N/A |
| <b>If prior written clearance was provided, on what date was this provided?</b>  | N/A |

+ See chapter 19 for defined terms.