

28 August 2019

Invalid Notice of Requisition for EGM

The Board of Donaco International Limited (“the Company”) announces that it has received a notice purporting to requisition a shareholder’s meeting under section 249D of the Corporations Act 2001 (Cth). A copy of the notice is attached.

The notice was signed by two individuals (“the Requisitioners”):

- (1) Mr Gerald Nicholas Tan Eng Hoe; and
- (2) Mr Tan Teck Lee Patrick.

The notice requests the Company to hold a general meeting to consider the following resolutions:

- (1) To remove the following individuals as Directors of the Company;
 - a. Mr Stuart James McGregor;
 - b. Mr Benedict Paul Reichel;
 - c. Mr David John Green;
 - d. Mr Yan Ho Leo Chan;
 - e. Mr Kurkye Wong; and
 - f. Mr Yugo Kinoshita;
- (2) To appoint the following individuals as Directors of the Company:
 - a. Mr Gerald Nicholas Tan Eng Hoe;
 - b. Mr Tan Teck Lee Patrick;
 - c. Mr Josiah Raymond Ng Meng Ngee;
 - d. Mr Lim Tow Chong; and
 - e. Mr Dale Klynhout.

Under section 249D of the Corporations Act, if the Board receives a valid request under that section, the Board must call and arrange to hold a general meeting on the request of members with at least 5% of the votes that may be cast at the general meeting. The Board must call the meeting within 21 days after the request is given, and the meeting must be held not later than 2 months after the request is given.

The Board has received legal advice on this matter. Having considered that advice, the Board has informed the Requisitioners that the notice is not valid, and therefore the Board is unable to act on it.



The Board notes that the Requisitioners first provided a document to the Company on 15 August 2019, which indicated that they were acting in concert, for the purpose of controlling or influencing the composition of the Board. However, no substantial shareholder notice has been filed. Accordingly, if the Requisitioners do control at least 5% of the voting rights in the Company, this appears to be a breach of section 671B of the Corporations Act.

For further information:

Ben Reichel
Executive Director
(m) +61 412 060 281

ABOUT DONACO INTERNATIONAL LIMITED (ASX: DNA)

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

Our major business is the Star Vegas Resort and Club, a successful casino and hotel complex in Poipet, Cambodia, on the border with Thailand. Star Vegas was established in 1999, and is the largest and highest quality of the Poipet casino hotels. The property has more than 100 gaming tables, more than 1400 slot machines, and 385 hotel rooms.

Our flagship business is the Aristo International Hotel, a successful boutique casino in northern Vietnam, located on the border with Yunnan Province, China. Established in 2002, the property has recently been expanded to a brand new five star resort complex with 400 hotel rooms. Donaco is a pioneer casino operator in Vietnam, and owns a 95% interest in the business, in a joint venture with the Government of Vietnam.

To learn more about Donaco visit www.donacointernational.com

Request for Directors to Call a General Meeting of Members
Pursuant to Section 249D of the Corporations Act 2001

Date : **21 AUG 2019**

To : **Board of Directors**
Donaco International Limited
Level 18, 420 George Street,
Sydney NSW 2000

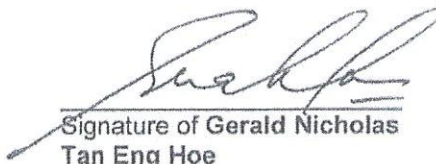
We, **Gerald Nicholas Tan Eng Hoe (7,446,843 shares)** and **Tan Teck Lee Patrick (38,642,266 shares)** (together, the "**Members**") being shareholders with at least five per cent (5%) of the votes that may be cast at a general meeting of Donaco International Limited ACN 007 424 777 ("**Company**"), calculated as at midnight before this request was given, hereby request pursuant to Section 249D of the Corporations Act 2001 that the directors of the company shall call and arrange to hold a general meeting of the Company for the purposes of considering and, if thought fit, passing the ordinary resolutions listed in **Annexure 'A'** hereto.

In this regard, we also herewith the consents to act as directors and CVs of the persons proposed to be appointed as directors of the Company in **Annexure 'B'** and **Annexure 'C'** hereto respectively.

Signed by **Gerald Nicholas Tan Eng Hoe (Passport No.: A40018246)** in the presence of:



Signature of Witness



Signature of **Gerald Nicholas Tan Eng Hoe**

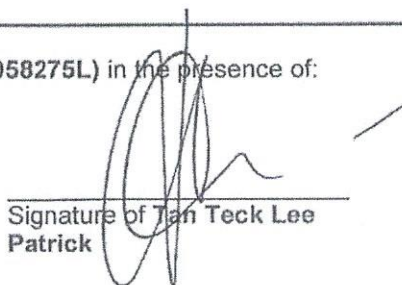
Sophra Hood Tein Ai

Name of Witness

Signed by **Tan Teck Lee Patrick (Passport No.: E6058275L)** in the presence of:



Signature of Witness



Signature of **Tan Teck Lee Patrick**

TAN WAN LING ADELINE

Name of Witness

Date : **21 AUG 2019**

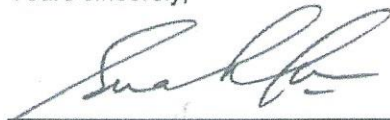
To : **Board of Directors
Donaco International Limited
Level 18, 420 George Street
Sydney NSW 2000**

Dear Sirs,

Re: **Members' Request for General Meeting Pursuant to Section 249D of the Corporations Act 2001**

1. We, the undersigned members ("**Members**") of Donaco International Limited ACN 007 424 777 (ASX: DNA) ("**Company**"), being shareholders with at least five percent (5%) of the votes that may be cast at a general meeting of the Company, enclose herewith a request that the directors of the Company call and arrange to hold a general meeting of the Company ("**Request**") pursuant to Section 249D of the Corporations Act 2001 ("**Corporations Act**").
2. Pursuant to section 249D of the Corporations Act, the directors must call the general meeting of the Company within 21 days, and hold the general meeting no later than two months after receipt of this notice.
3. Please note that the Members also intend to exercise their right under Section 249P of the Corporations Act to request that the Company give all members of the Company a statement regarding the resolutions to be moved at the general meeting, as detailed in the Request. We request the Company advise the Members of the following dates to enable the Members to exercise their right under Section 249P of the Corporations Act:
 - (a) the date of the proposed dispatch of the notice of general meeting;
 - (b) the date by which the Company would need to receive a Section 249P statement to enable it to be sent out to members together with the notice of the meeting; and
 - (c) the date of the general meeting itself.
4. In the meantime, we wish to remind you to refrain from making any decisions that cause material changes to the corporate structure, capital structure, acquisitions or divestments of Company assets, and/or management control of the Company until the holding and conclusion of the requested general meeting of the Company.
5. We also trust that you would be aware of the Company's and/or your disclosure obligation(s) under the ASX Listing Rules, in particular Rule 3.17A.1 thereof.

Yours sincerely,



Gerald Nicholas Tan Eng Hoe
(A40018246)



Tan Teck Lee Patrick (E6058275L)

**Proposed Ordinary Resolutions Pursuant
to Section 249D of the Corporations Act 2001**

Resolution 1: Removal of Mr. Stuart James McGregor as a director of the Company

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

“That, pursuant to Section 203D of the Corporations Act 2001 and/or Clause 12.11 of the Company’s constitution, Mr. Stuart James McGregor be removed as a director of the Company with effect from the close of the meeting.”

Resolution 2: Appointment of Mr. Josiah Raymond Ng Meng Ngee as a director of the Company

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

“That, pursuant to Section 201G of the Corporations Act 2001 and/or Clause 12.7 of the Company’s constitution, Mr. Josiah Raymond Ng Meng Ngee be appointed as a director of the Company with effect from the close of the meeting.”

Resolution 3: Removal of Mr. Benedict Paul Reichel as a director of the Company

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

“That, pursuant to Section 203D of the Corporations Act 2001 and/or Clause 12.11 of the Company’s constitution, Mr. Benedict Paul Reichel be removed as a director of the Company with effect from the close of the meeting.”

Resolution 4: Appointment of Mr. Dale Klynhout as a director of the Company

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

“That, pursuant to Section 201G of the Corporations Act 2001 and/or Clause 12.7 of the Company’s constitution, Mr. Dale Klynhout be appointed as a director of the Company with effect from the close of the meeting.”

Resolution 5: Removal of Mr. David John Green as a director of the Company

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

“That, pursuant to Section 203D of the Corporations Act 2001 and/or Clause 12.11 of the Company’s constitution, Mr. David John Green be removed as a director of the Company with effect from the close of the meeting.”

Resolution 6: Appointment of Mr. Lim Tow Chong as a director of the Company

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

“That, pursuant to Section 201G of the Corporations Act 2001 and/or Clause 12.7 of the Company’s constitution, Mr. Lim Tow Chong be appointed as a director of the Company with effect from the close of the meeting.”

Resolution 7: Removal of Mr. Yan Ho Leo Chan as a director of the Company

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

“That, pursuant to Section 203D of the Corporations Act 2001 and/or Clause 12.11 of the Company’s constitution, Mr. Yan Ho Leo Chan be removed as a director of the Company with effect from the close of the meeting.”

Resolution 8: Appointment of Mr. Gerald Nicholas Tan Eng Hoe as a director of the Company

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

“That, pursuant to Section 201G of the Corporations Act 2001 and/or Clause 12.7 of the Company’s constitution, Mr. Gerald Nicholas Tan Eng Hoe be appointed as a director of the Company with effect from the close of the meeting.”

Resolution 9: Removal of Mr. Kurkye Wong as a director of the Company

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

“That, pursuant to Section 203D of the Corporations Act 2001 and/or Clause 12.11 of the Company’s constitution, Mr. Kurkye Wong be removed as a director of the Company with effect from the close of the meeting.”

Resolution 10: Appointment of Mr. Tan Teck Lee Patrick as a director of the Company

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

“That, pursuant to Section 201G of the Corporations Act 2001 and/or Clause 12.7 of the Company’s constitution, Mr. Tan Teck Lee Patrick be appointed as a director of the Company with effect from the close of the meeting.”

Resolution 11: Removal of Mr. Yugo Kinoshita as a director of the Company

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

“That, pursuant to Section 203D of the Corporations Act 2001 and/or Clause 12.11 of the Company’s constitution, Mr. Yugo Kinoshita be removed as a director of the Company with effect from the close of the meeting.”