

11 October 2019

Notice of Requisition for EGM

Donaco International Limited (“the Company”) refers to its ASX release dated 28 August 2019, announcing that the Company had received an invalid notice purporting to requisition a shareholder’s meeting under section 249D of the Corporations Act 2001 (Cth) (“the Act”).

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

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

The Company notes that on 21 September 2019, it received a second notice from the Requisitioners, also purporting to requisition a shareholder’s meeting under section 249D of the Act. The Board obtained legal advice on this matter, and having considered that advice, informed the Requisitioners that the second notice was also invalid, and therefore the Board was unable to act on it.

The Company has now received a notice requisitioning a shareholder’s meeting under section 249D of the Act from On Nut Road Limited, the Company’s largest shareholder. A copy of the notice is attached. On Nut Road Limited has called the meeting in order to put forward the resolutions proposed by the Requisitioners in their first invalid notice dated 21 August 2019.

On Nut Road Limited has stated:

“We note that we do not support the resolutions proposed by the Requisitioners and our vote will be independent from their vote. We further note that there is no agreement, arrangement or understanding in place between On Nut Road Limited and the Requisitioners regarding the proposal to move these resolutions, the issue of a request to call a general meeting of the Company or how to vote on the resolutions. It is our view that in order to settle the matters addressed in the Invalid Notice and allow the Company to move forward with the current, stable board, which is not subject to challenge, we believe it is in the interests of the Company to put these resolutions to members.”

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 notice from On Nut Road Limited requests the Company to hold a general meeting to consider the following resolutions, as originally put forward by the Requisitioners:

- (1) To remove all of the current Directors of the Company; and
- (2) To elect 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.

It is noted that the request from On Nut Road Limited states that the resolution to elect Mr Tan Teck Lee Patrick as a Director need only be put to the meeting if the other resolutions do not give rise to a Board comprising of 10 or more Directors (10 being the maximum number of Directors of the Company pursuant to clause 12.1 of its constitution).

The Board has received legal advice on this matter. The Board will arrange for an extraordinary general meeting (“EGM”) proposing the resolutions to be held within the timeframe prescribed by the Corporations Act. Once the meeting date has been set, the date will be announced, and a notice of EGM will be prepared and dispatched to all shareholders.

The Board notes that the Requisitioners filed a substantial shareholder notice on 27 September 2019, which confirmed that they are acting in concert, for the purpose of controlling or influencing the composition of the Board. Under section 671B of the Act, that notice should have been filed by 19 August 2019. This appears to be a breach of section 671B, which is an offence of strict liability.

The Board also notes that if all of the resolutions proposed by the Requisitioners (and contained in On Nut Road Limited’s notice) are passed, the Company would have only one Director who ordinarily resides in Australia. Accordingly the Company would be in breach of section 201A(2) of the Act, which requires at least two Directors to ordinarily reside in Australia.

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

9 October 2019

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

Dear Sirs

Member request for general meeting pursuant to section 249D of the Corporations Act

- 1 We, the undersigned, in our capacity as the registered holder of 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 (ASX: DNA) (**Company**), request that the directors of the Company call and arrange to hold a general meeting of the Company (**Request**) pursuant to section 249D(1) of the Corporations Act 2001 (Cth) (**Corporations Act**).
- 2 We note that pursuant to an ASX announcement by the Company on 28 August 2019, the Company received an invalid notice under section 249D of the Corporations Act to call and arrange to hold a general meeting of the Company signed by Mr Gerald Nicholas Tan Eng Hoe and Mr Tan Teck Lee Patrick (**Requisitioners**) (**Invalid Notice**).
- 3 Under the Invalid Notice, the resolutions proposed to be moved at the general meeting included resolutions to remove all directors of the Company and 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 Dale Klynhout; and
 - e. Mr Lim Tow Chong.
- 4 We, as the largest shareholder of the Company, are submitting the Request, which includes the director removal and appointment resolutions referenced in paragraph 3 above (as listed in the Schedule to the Request).
- 5 We note that we do not support the resolutions proposed by the Requisitioners and our vote will be independent from their vote. We further note that there is no agreement, arrangement or understanding in place between On Nut Road Limited and the Requisitioners regarding the proposal to move these resolutions, the issue of a request to call a general meeting of the Company or how to vote on the resolutions. It is our view that in order to settle the matters addressed in the Invalid Notice and allow the Company to move forward with the current, stable board, which is not subject to challenge, we believe it is in the interests of the Company to put these resolutions to members.
- 6 On 9 October 2019, we submitted to the Company a notice of intention to move resolutions for the removal of directors pursuant to section 203D of the Corporations Act in respect of the director removal resolutions referenced in paragraph 3.
- 7 A formal request under section 249D of the Corporations Act is attached.
- 8 Pursuant to section 249D(5) of the Corporations Act, the directors must call the general meeting of the Company within 21 days, and hold the general meeting within two months, after receipt of the attached notice.

- 9 We note that Resolution 10 (as listed in the Schedule to this request) only need be put to the general meeting in the event Resolutions 1 to 9 do not give rise to a Board comprising of 10 or more directors (10 being the maximum number of directors of the Company pursuant to clause 12.1 of the constitution).
- 10 As you will no doubt be aware, this matter must be disclosed to the ASX within two business days in accordance with ASX Listing Rule 3.17A.1.

Please do not hesitate to contact us should wish to discuss the contents of this notice.

Yours sincerely



Name: Kin Chan

As authorised signatory for and on behalf of **On Nut Road Limited**

Request for directors to call a general meeting of members
under section 249D of the *Corporations Act 2001* (Cth)

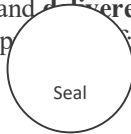
To: Board of Directors
Donaco International Limited
Level 18, 420 George Street
Sydney NSW 2000

We, the undersigned, in our capacity as the registered holder of 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 (ASX: DNA) (**Company**), calculated as at midnight before this request was given, request pursuant to section 249D of the *Corporations Act 2001* (Cth) that the directors of the Company 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 the Schedule to this request.

We note that Resolution 10 (as listed in the Schedule to this request) only need be put to the general meeting in the event Resolutions 1 to 9 do not give rise to a Board comprising of 10 or more directors (10 being the maximum number of directors of the Company pursuant to clause 12.1 of the constitution).

Dated 9 October 2019

Signed sealed and delivered by On Nut Road Limited in the presence of)
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Signature of Witness

Peh Pit Tat

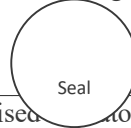
Name of Witness (print)



Signature of Authorised Signatory

Kin Chan

Name of Authorised Signatory (print)



Schedule – Proposed ordinary resolutions
under section 249D of the *Corporations Act 2001* (Cth)

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 (Cth) and 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: Election 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 (Cth) and clause 12.7 of the Company’s constitution, Mr Josiah Raymond Ng Meng Ngee be elected 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 (Cth) and 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: Election 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 (Cth) and clause 12.7 of the Company’s constitution, Mr Dale Klynhout be elected as a director of the Company with effect from the close of the meeting.”

Resolution 5: Removal of Mr David John Greer 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 (Cth) and clause 12.11 of the Company’s constitution, Mr David John Greer be removed as a director of the Company with effect from the close of the meeting.”

Resolution 6: Election 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 (Cth) and clause 12.7 of the Company’s constitution, Mr Lim Tow Chong be elected 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 (Cth) and 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: Election 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 (Cth) and clause 12.7 of the Company’s constitution, Mr Gerald Nicholas Tan Eng Hoe be elected 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 (Cth) and 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: Election of Mr Tan Teck Lee Patrick as a director of the Company

Subject to the results of Resolutions 1 to 9 not giving rise to a Board comprising of 10 or more directors (10 being the maximum number of directors of the Company pursuant to clause 12.1 of the constitution), 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 (Cth) and clause 12.7 of the Company’s constitution, Mr Tan Teck Lee Patrick be elected 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 (Cth) and 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.”