



Notice of Annual General Meeting and Explanatory Statement

Notice is hereby given that the 2011 Annual General Meeting (“AGM”) of the members of Ainsworth Game Technology Limited (the “Company”) will be held at the following time and location, and will conduct the business as specified below:

Date: Wednesday 23 November 2011
Time: 11.00am (AEDT)
Location: Bankstown Sports Club “Boggabilla Room”
8 Greenfield Parade (Cnr Greenfield Parade and Mona Street)
Bankstown NSW 2200

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 2011.

Please refer to the accompanying Explanatory Statement for more information.

Resolution 1 – Re-election of Mr Leonard Hastings Ainsworth as Director

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

“That Mr Leonard Ainsworth, 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 an 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 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 2011, 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 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.

However, the Company will not disregard a vote if it is cast by such key management personnel or closely related party as proxy on behalf of a person who is entitled to vote, in accordance with the directions on the proxy form.

Additionally, pursuant to relief granted by Australian Securities & Investments Commission (“ASIC”) to the Company dated 10 October 2011 the Chairman will have the ability to vote undirected proxies in relation to this resolution. Therefore, the Company will not disregard undirected proxies voted by the Chairman on behalf of persons entitled to vote at the AGM.

Undirected proxies held by the Chairman in relation to this resolution will be cast and counted in favour of the resolution.

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

For the purpose of determining a person’s entitlement to vote at the meeting, a person will be recognised as a member and the holder of ordinary shares in the capital of the Company if that person is registered as a holder of those shares at 11:00am (AEDT) on Monday 21 November 2011.

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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 2011.

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

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

HOW TO VOTE

A member 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 member will be counted as being present at the AGM if the member 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 member wishes to vote in person at the AGM, they may attend the AGM which will be held at 11:00am (AEDT) on Wednesday 23 November 2011 at the Bankstown Sports Club's "Boggabilla Room", 8 Greenfield Parade (Cnr Greenfield Parade and Mona Street) Bankstown NSW 2200.

Voting by proxy

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

Members 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 member 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 member marks more than one box on the proxy form on an item, their vote will be invalid on that item.

A member can vote a portion of their voting rights by inserting the percentage or number of securities the member 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 member's voting entitlement or 100%.

If the member is entitled to cast two (2) or more votes, the member may appoint two (2) proxies and may specify the proportion or number of the member's votes each proxy may exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes. If the member appoints two (2) proxies, neither proxy may vote on a show of hands. When appointing a second proxy, a member 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 member from attending in person and voting at the AGM if the member is entitled to attend and vote. If the member 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 in favour of each of the resolutions set out in this Notice of AGM. Mr LH Ainsworth will chair the meeting for the purposes of Resolution 2. Mr LH Ainsworth will pass the chair to another Director for the purposes of Resolution 1.

Pursuant to relief granted by ASIC to the Company dated 10 October 2011, the Chairman will have the ability to vote undirected proxies in relation to Resolution 2 – Approval of the Remuneration Report. Undirected proxies held by the Chairman in relation to this resolution will also be cast and counted in favour of the resolution.

A member can appoint the Chairman as proxy with directions to cast that member'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 member appoints the Chairman as their proxy but does not direct their vote on a particular resolution, the member 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 member from attending in person and voting at the AGM if the member is entitled to attend and vote. If the member 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 member 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 23 November 2011. 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
24 October 2011 - Sydney

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EXPLANATORY STATEMENT

Annual Financial Report and Directors' and Auditor's Reports

The Annual Financial Report for the year ended 30 June 2011 (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 approve, these reports.

Resolution 1 - Re-election of Mr Leonard Hastings Ainsworth 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 Leonard Hastings Ainsworth is the longest serving. Mr LH Ainsworth was last elected to office at the AGM held on 26 November 2008. Therefore, in accordance with Rule 7.1(f) and ASX Listing Rule 14.4, Mr LH Ainsworth is due to retire at the end of this AGM.

In accordance with Rule 7.1 of the Company Constitution, Mr LH Ainsworth has offered himself for re-election to the Board as an executive director of the Company at this AGM.

Set out below is information regarding Mr LH Ainsworth and his relevant experience.

Age: 88 years

Occupation: Company Director

Academic and professional qualifications: Fellow of the Australian Institute of Management and Australian Institute of Company Directors

Business Experience: Mr LH Ainsworth is known throughout the worldwide gaming machine industry as having pioneered many of the major design and technical innovations incorporated in gaming machines over the past 57 years. He has long been acknowledged as the industry leader throughout Australia and is widely respected for the outstanding contribution he has made to the financial success and standing of licensed clubs. In 1954, Mr LH Ainsworth founded Aristocrat which is recognised as a major producer of casino style gaming machines and systems in the world today, and by far the largest in Australia.

Mr LH Ainsworth has significant experience in developing and successfully launching new and innovative gaming machine models. He founded the Company in 1995 and the Company continues to design and develop technically advanced gaming machines.

In 1995, Mr LH Ainsworth was admitted to the Australian gaming industry's "Hall of Fame" and to the American gaming industry's "Hall of Fame". Due to his worldwide export achievements, Mr LH Ainsworth was recognised by the Australian Institute of Export as an "Export Hero" in 2002 and presented with life membership of Australasian Gaming Machine Manufacturers Association in 2003 and Clubs NSW in 2008. He was the recipient of the G2E Asia Gaming Visionary Award in 2010 and in 2011 the recipient of Clubs NSW award for outstanding contribution to the club industry.

The Board recommends that shareholders vote in favour of Resolution 1.

The Chairman of the Annual General Meeting for the purposes of this resolution intends to vote undirected proxies in favour of the re-election of Mr LH Ainsworth.

Given Mr LH Ainsworth's personal interest in Resolution 1, Mr Ainsworth will pass the chairing of the AGM to another director for this Resolution 1.

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 arrangement 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, be put to the vote at the Company's AGM.

The vote on this resolution is advisory only and does not bind the directors or the Company.

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

Pursuant to relief granted by ASIC to the Company on 10 October 2011 the ability of the Chairman to vote undirected proxies applies in relation to Resolution 2.

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

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

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(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, 21 November 2011

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

IND

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, ACN 068 516 665 hereby appoint

the Chairman
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairmen 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, as the proxy sees fit) at the Annual General Meeting of Ainsworth Game Technology Limited to be held at Bankstown Sports Club, Boggabilla Room, 8 Greenfield Parade (Cnr Greenfield Parade and Mona Street), Bankstown NSW 2200 on Wednesday 23 November 2011 at 11:00am (AEDT) and at any adjournment of that meeting.

IMPORTANT FOR MEMBERS WHO APPOINT THE CHAIRMAN OF THE MEETING AS THEIR PROXY

By ticking the box on the left above, you appoint the Chairman of the Meeting as your proxy to vote at the Annual General Meeting. The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

If you select the Chairman of the Meeting as your proxy and do not provide voting instructions in the section below, you authorise the Chairman of the Meeting to exercise your proxy by voting in favour of each of the items of business below.

In relation to Item 2 - Approval of the Remuneration Report, the Chairman of the Meeting intends to vote undirected proxies in favour of this item even though the item is connected directly or indirectly with the remuneration of key management personnel, including his own remuneration.

The Chairman of the Meeting, and your proxy vote, will be passed to another Director who will chair the Meeting for the purposes of Item 1 of business.

You can appoint the Chairman of the Meeting as a proxy with directions to cast your vote in a way that is different to voting intention stated above on any or all of the resolutions, or to abstain from voting on certain resolutions by providing voting instructions in the section below.

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.

ORDINARY BUSINESS

		For	Against	Abstain
1	Re-election of Mr Leonard Hastings Ainsworth 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"/>

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date

____ / ____ / ____

AGI

999999A

Computershare