



4 September 2013

Shareholders Agreement

Queenco Leisure International Ltd., the emerging markets entertainment center and casino developer and operator (the "Company" or "QLI"), today announces the execution of a shareholders agreement (the "Shareholders Agreement") between A.S.Y.V Hotels Ltd. ("ASYV"), an Israeli corporation under the control of Mr. Yariv Lerner (the Company's CEO and director), and (Y.Z.) Queenco Ltd. and its wholly owned subsidiary ("Y.Z.").

As of the date of this report, ASYV holds 33.5% of the Company's outstanding share capital and Y.Z. holds approximately 42.4% of the Company's issued share capital (together with a corporation controlled by Yigal Zilkha, the Company's Chairman of the Board and the controlling person of Y.Z.).

Pursuant to the Shareholders Agreement: (a) the parties will not sell or otherwise transfer their shares of QLI such that their aggregate voting rights in QLI shall decrease below 50.01% of the total voting rights of QLI, unless the transferee who receives the shares shall execute, prior to the consummation of the transfer and as a condition thereof, an obligation to comply with the provisions of the Shareholders Agreement; (b) the parties will coordinate their votes as much as possible prior to the occurrence of each general meeting of QLI's shareholders, such that every matter brought for the approval of the general meeting shall be discussed by the parties at a preliminary meeting and the parties shall vote in every general meeting of QLI's shareholders or every adjourned meeting thereof as agreed in such preliminary meeting. In the event that the parties are unable to agree on the manner of their vote regarding a certain matter, they will vote against its approval; (c) any new appointment, re-election or termination of office of a director of the Company shall be mutually agreed upon by the parties; and (d) upon the execution of the Shareholders Agreement, the irrevocable power of attorney granted to Y.Z. by ASYV on 12 August 2013 (see our report of 12 August 2013), has expired.

Queenco Leisure International Ltd.

For further information about the Company please visit www.queenco.com or contact:

Queenco Leisure International Ltd.

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