



# Chartwell Technology

Chartwell Technology Inc.  
TSX: CWH

## **CHARTWELL ANNOUNCES MAILING OF MEETING MATERIALS FOR SPECIAL MEETING OF SHAREHOLDERS AND VOTING AND ELECTION PROCEDURES DURING POSTAL SERVICE DISRUPTION**

June 17, 2011 - Chartwell Technology Inc. (“**Chartwell**”) (TSX: CWH) a leading provider of games, gaming systems and platform for the regulated online casino gaming industry announces that the Information Circular and Proxy Statement of Chartwell (the “**Information Circular**”) with respect to the special meeting (the “**Meeting**”) of the shareholders of Chartwell (the “**Chartwell Shareholders**”) to be held on July 12, 2011 at 10:00 a.m. (Calgary time) has been filed with the Canadian Securities Authorities and mailed to registered and U.S. resident Chartwell Shareholders pursuant to the terms of an interim order of the Court of Queen’s Bench of Alberta (the “**Court**”) dated June 14, 2011.

**The Information Circular, which contains details in respect of the matters to be considered at the Meeting, is available without cost via the internet on the SEDAR website at [www.sedar.com](http://www.sedar.com) and on Chartwell’s corporate website at [www.chartwellgames.com](http://www.chartwellgames.com).**

At the Meeting, Chartwell Shareholders will be asked to consider and approve a proposed plan of arrangement (the “**Arrangement**”) involving Chartwell, Amaya Gaming Group Inc. (“**Amaya**”), 1606148 Alberta Ltd. (“**Acquisitionco**”) and the Chartwell Shareholders. Acquisitionco is a wholly-owned subsidiary of Amaya. Pursuant to the Arrangement, the Chartwell Shareholders will transfer each of their common shares of Chartwell (“**Chartwell Shares**”) to Acquisitionco in exchange for, at the election of the holder, either (i) \$0.875 in cash and 0.125 of a common share of Amaya (each whole common share of Amaya an “**Amaya Share**”); or (ii) \$0.62 in cash and 0.21 of an Amaya Share. See “**Election Procedures**” below.

In light of the postal service disruption in Canada, the physical delivery of the Information Circular and accompanying Instrument of Proxy or Voting Instruction Form (collectively, the “**Meeting Materials**”) to certain non-registered Chartwell Shareholders may be delayed. Accordingly, any Chartwell Shareholders who do not receive their Meeting Materials in a timely fashion are encouraged to access and review electronic copies of the Meeting Materials, which are filed under Chartwell’s profile on SEDAR at [www.sedar.com](http://www.sedar.com) and on Chartwell’s corporate website at [www.chartwellgames.com](http://www.chartwellgames.com). Chartwell Shareholders may also request a hard copy of the Information Circular by contacting Chartwell’s offices at (877) 261-6619.

Chartwell Shareholders who do not receive their Meeting Materials in a timely fashion are also advised that they may take the following steps in order to ensure their Chartwell Shares are represented at the Meeting.

The vast majority of Chartwell Shareholders do not hold their Chartwell Shares in their own name but instead hold Chartwell Shares through a broker, financial institution, trustee, nominee or other intermediary (referred to in this press release as “**Beneficial Shareholders**”). Most brokers or other intermediaries delegate responsibility for obtaining voting instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) and Broadridge provides Beneficial Shareholders with a Voting Instruction Form (“**VIF**”) which contains instructions on how to vote by internet or telephone along with a control number specific to each Beneficial Shareholder which is required to record the votes of Beneficial Shareholders through the internet or telephone voting system. Beneficial Shareholders who do not receive physical delivery of their VIF and control number by mail due to the current postal disruption may obtain their control number by contacting their broker, financial institution, nominee or other intermediary that holds their Chartwell Shares. Upon obtaining their control number, Beneficial Shareholders may proceed to vote their Chartwell Shares by accessing the Broadridge internet or telephone voting system in the normal course as follows, or they may provide directions to their broker, financial institution, nominee or other intermediary to vote on their behalf:

**Internet Voting:** [www.proxyvote.com](http://www.proxyvote.com)

**Telephone Voting:** 1-800-474-7493 (English) or 1-800-474-7501 (French)

The form of VIF, which has also been filed on the internet under Chartwell’s profile at [www.sedar.com](http://www.sedar.com) and on Chartwell’s corporate website at [www.chartwellgames.com](http://www.chartwellgames.com), contains more detailed instructions regarding the process for voting through the Broadridge internet and telephone system. **We encourage Beneficial Shareholders to review such instructions carefully and contact their broker, nominee or other intermediary promptly to obtain their required control number or provide instructions to vote on their behalf and thereby ensure their vote is recorded through the internet and telephone system.**

For Chartwell Shareholders that hold their Chartwell Shares in their own name (“**Registered Shareholders**”), the form of instrument of proxy for use by Registered Shareholders is also available under Chartwell’s profile at [www.sedar.com](http://www.sedar.com) and on Chartwell’s corporate website at [www.chartwellgames.com](http://www.chartwellgames.com). Registered Shareholders must complete the instrument of proxy which may be returned by facsimile to Computershare Trust Company of Canada Computershare (Attention: Proxy Department), 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, or by facsimile: 1-866-249-7775 not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting.

## **Election Procedures**

In order to make a valid election to receive either: (i) cash in the amount of \$0.875 plus 0.125 of an Amaya Share (the “**Primary Consideration**”); or (ii) cash in the amount of \$0.62 plus 0.21 of an Amaya Share (the “**Alternate Consideration**”), for each Chartwell Share, a Chartwell Shareholder must deliver the Letter of Transmittal and Election Form, duly completed and

executed together with the certificate(s) representing the Chartwell Shares, to Computershare Investor Services Inc. (the “**Depository**”) on or prior to 4:30 p.m. (Calgary time) on Tuesday, July 5, 2011 (the “**Election Deadline**”). During the continuance of any postal service disruption, Chartwell recommends that Chartwell Shareholders deposit or cause to be deposited with the Depository, certificates representing their Chartwell Shares together with a duly completed Letter of Transmittal and Election Form by hand or by courier to either the Calgary or Toronto office of the Depository to ensure the election between Primary Consideration and Alternate Consideration is validly made before the Election Deadline. Copies of the Letter of Transmittal and Election Form may also be obtained under Chartwell’s profile at [www.sedar.com](http://www.sedar.com) and on Chartwell’s website at [www.chartwellgames.com](http://www.chartwellgames.com).

For further information regarding the Meeting Materials, the transmission of voting instructions and the Letter of Transmittal and Election Form, Chartwell Shareholders should contact Computershare at 1-800-564-6253.

### **Final Order and Dissent Rights**

Subject to the requisite approvals of the Arrangement by the Chartwell Shareholders at the Meeting, Chartwell anticipates that it will apply to the Court on July 13, 2011 at 10:00 a.m. (Calgary time), to obtain a final order approving the Arrangement. Any Registered Shareholder wishing to exercise dissent rights with respect to the Arrangement must deliver a written notice of dissent with respect to all of the Chartwell Shares held by such shareholder to Chartwell Technology Inc., c/o Fasken Martineau DuMoulin LLP, Suite 3400, 350 – 7<sup>th</sup> Avenue SW, Calgary, Alberta, T2P 3N9, Attention: Roderick A. Ferguson, no later than 10:00 a.m. (Calgary time) on July 7, 2011 (or in the event the Meeting is adjourned, no later than 10:00 a.m. (Calgary time) two clear business days prior to the date of such adjourned meeting).

### **Fairness Opinion**

In connection with the Arrangement, the Board of Directors of Chartwell received an opinion from its financial advisor which states that, in the opinion of its financial advisor, the consideration to be received by the Chartwell Shareholders pursuant to the Arrangement is fair, from a financial point of view, to the Chartwell Shareholders. The complete text of the fairness opinion can be found in the Information Circular.

### **Lock-Up Agreements**

Certain directors and executive officers of Chartwell, and certain Chartwell Shareholders, have entered into lock up agreements with Amaya pursuant to which these Chartwell Shareholders have agreed, among other things, to vote an aggregate of 4,695,099 Chartwell Shares representing approximately 25.78% of the outstanding Chartwell Shares (on a non-diluted basis) in favour of the Arrangement.

### **Board Recommendation**

**The Board of Directors of Chartwell, based upon its own investigations, including its consideration of the fairness opinion, has unanimously determined that the Arrangement is fair to the Chartwell Shareholders and is in the best interests of Chartwell and the**

**Chartwell Shareholders and unanimously recommends that the Chartwell Shareholders vote in favour of the Arrangement Resolution.**

### **About Chartwell**

Chartwell specialises in the development of leading-edge games, gaming systems and platform for the regulated online casino gaming industry. Chartwell is certified or licensed to offer a range of services in all of the leading regulated online gaming markets. Chartwell is not a gaming operator; their clients own their own brands and databases entirely and exclusively. Chartwell's team of highly trained professionals is committed to delivering the highest quality software and maintaining its market edge through continuous development and unparalleled customer support.

Chartwell invites you to preview our company and gaming applications at [www.chartwellgames.com](http://www.chartwellgames.com)

For further information, please contact:

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### **Director's Recommendation and Fairness Opinion**

Additional information with respect to Chartwell may be accessed through the SEDAR website ([www.sedar.com](http://www.sedar.com)), at Chartwell's website ([www.chartwellgames.com](http://www.chartwellgames.com)).

### **Advisory Regarding Forward-Looking Statements**

*This press release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. The use of any of the words "expect", "anticipate", "continue", "estimate", "objective", "ongoing", "may", "will", "project", "should" "believe", "plans", "intends" and similar expressions are intended to identify forward-looking information or statements. Readers should not place undue reliance on the forward-looking statements and information contained in this press release concerning these times. Readers are cautioned that the foregoing list of facts is not exhaustive. Additional information on these and other factors that could affect Chartwell's, or the combined company's operations or financial results are included in reports on file with applicable securities regulatory authorities and may be accessed through the SEDAR website ([www.sedar.com](http://www.sedar.com)), or Chartwell's website ([www.chartwellgames.com](http://www.chartwellgames.com)).*

*The forward-looking statements and information contained in this press release are made as of the date hereof and Chartwell undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.*