



THE STAR

ASX Announcement

22 September 2017

To: Australian Securities Exchange
Companies Announcements Platform
20 Bridge Street
Sydney NSW 2000

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of The Star Entertainment Group Limited (*the Company*) will be held on Thursday, 26 October 2017 in the Sydney Lyric Theatre at The Star Sydney, 80 Pyrmont Street, Pyrmont, New South Wales, commencing at 11:00am (Sydney time).

Attached are copies of the following documents relating to the Company's Annual General Meeting that will be despatched to shareholders (together with the Company's Annual Report for the year ended 30 June 2017 if requested):

- Chairman's letter
- Notice of Annual General Meeting and Explanatory Memorandum
- Voting Form
- Question Form

The Company's Annual Report will be available for download from the Company's website at <https://www.starentertainmentgroup.com.au/annual-reports>.

The Annual General Meeting will be webcast live on the Company's website at <https://www.starentertainmentgroup.com.au/annual-general-meetings>.

THE STAR ENTERTAINMENT GROUP

22 September 2017

Dear Shareholder

I am pleased to invite you to The Star Entertainment Group Limited's seventh Annual General Meeting, which will be held in the Sydney Lyric Theatre at The Star Sydney, 80 Pyrmont Street, Pyrmont, New South Wales on **Thursday, 26 October 2017** at **11:00am (Sydney time)** (*the Meeting*).

The following pages contain details on the items of business to be considered at the Meeting, as well as explanatory notes and voting procedures.

The business of the Meeting includes proposals for the re-elections of Ms Katie Lahey AM and myself, as both of us are retiring in the normal course by rotation and we offer ourselves for re-election.

Mr Greg Hayes has advised of his retirement from the Board to be effective upon conclusion of the meeting and will not be standing for re-election. On behalf of the Board and all shareholders, I express my appreciation for the contribution that Greg has made since his appointment as a Non-Executive Director in April 2015.

At the Meeting, you will have also have the opportunity to vote on:

- the adoption of the Remuneration Report;
- the grant of performance rights to the Managing Director and Chief Executive Officer;
- amendments to definitions and small shareholdings provisions in the Constitution; and
- the renewal of the proportional takeover provisions in the Constitution.

If you are unable to attend the Meeting, you may either lodge a direct vote or appoint a proxy to vote on your behalf at the Meeting. You can do this by:

- using the website of The Star Entertainment Group's Share Registry, www.linkmarketservices.com.au; or
- completing the enclosed Voting Form in accordance with the instructions on the form.

Voting Forms (including Voting Forms lodged online) must be received by 11:00am (Sydney time) on Tuesday 24 October 2017 to be valid for the Meeting.

If you plan to attend the Meeting, please bring the enclosed Voting Form with you. The Voting Form sets out your registration details and will make registration easier on your arrival.

The Meeting will be webcast live via The Star Entertainment Group's website at <http://www.starentertainmentgroup.com.au/annual-general-meetings>.

2017 Annual Report

The Star Entertainment Group's Annual Report can be accessed online at <http://www.starentertainmentgroup.com.au/annual-reports>.

I look forward to seeing you at the Meeting.

Yours sincerely



John O'Neill AO
Chairman

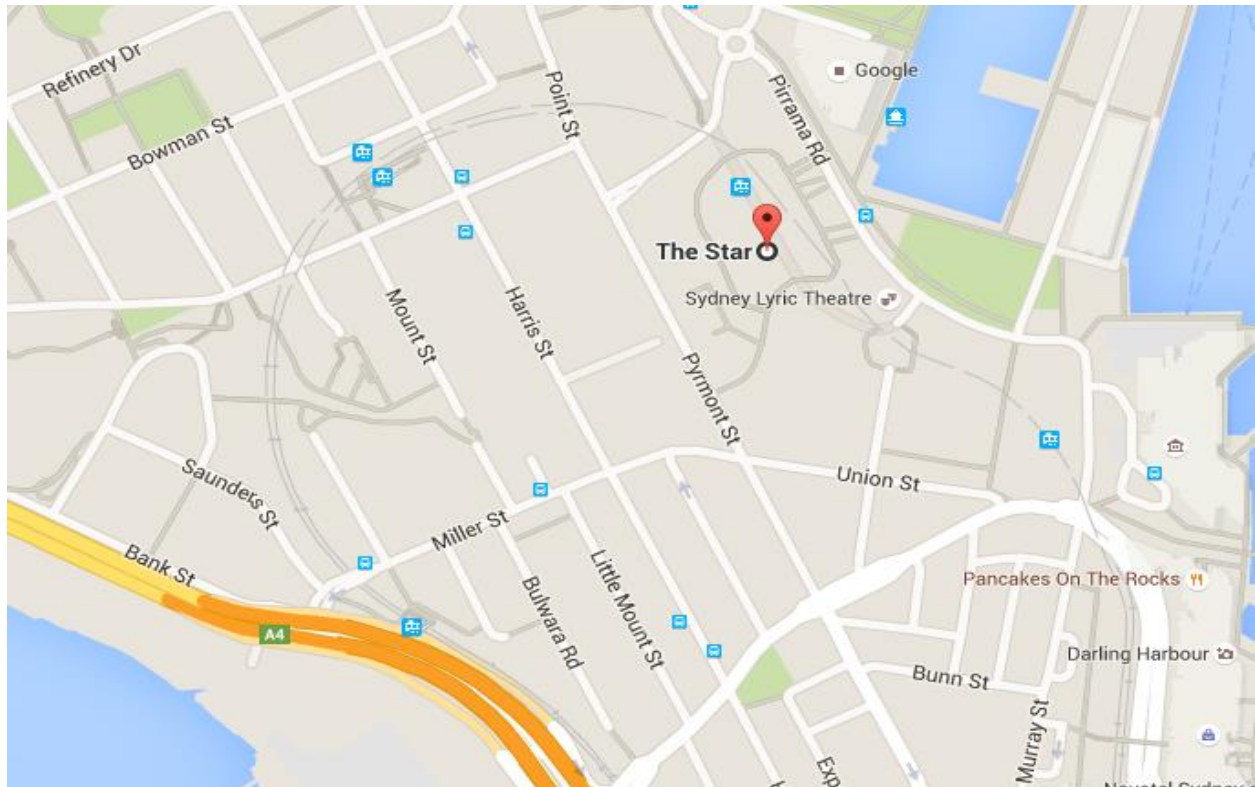
THE  STAR ENTERTAINMENT GROUP

THE  STAR SYDNEY THE  STAR BRISBANE TREASURY THE  STAR GOLD COAST

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POSTAL ADDRESS | PO BOX 13348, GEORGE STREET POST SHOP, BRISBANE, QLD 4003, AUSTRALIA

HOW TO GET TO THE SYDNEY LYRIC THEATRE AT THE STAR SYDNEY, 80 PYRMONT STREET, PYRMONT, NEW SOUTH WALES

The Star Sydney is located in Darling Harbour, New South Wales. The main access routes to The Star Sydney are via Pirrama Road and Pyrmont Street, Pyrmont (see map below). The various ways to get to The Star Sydney are detailed below.



Driving / Parking

If you are travelling by car, the best place to park is The Star Sydney car park. The main access roads into The Star Sydney car park are Pyrmont Street and Pirrama Road. Take the lifts from the car park and walk through the cafe court to the ramp entrance outside the Sydney Lyric Theatre. The walk will take about 5 minutes and bring you to the Stalls and Box Office foyer.

Free parking will be available for all shareholders attending the Meeting (excludes valet parking).

An alternative is to be dropped off at The Star Sydney's Harbourside entrance where there is a lay-by area on Pirrama Road. You can then take the escalators or lifts up one level and walk for 1 minute to the Sydney Lyric Theatre entrance (located at 55 Pirrama Road). There is also a ramp for stair-less entry.

Walking

Take a short walk from Town Hall to The Star Sydney over the Pyrmont Bridge. It only takes about 15 minutes.

Cycling

The Star Sydney has bicycle parking facilities via the Pirrama Road entrance car park, located on level P3.

Public Transport

For route and timetable information for Sydney Light Rail, Buses and Ferries, call 131500 or visit www.transportnsw.info.

STA Buses

Take the State Transit bus service from Circular Quay. The State Transit bus route 443 regularly departs for The Star Sydney.

Sydney Light Rail

Take the Sydney Light Rail from Central Railway Station. The Sydney Light Rail departs from Central Station via Darling Harbour to The Star Sydney 7 days a week. You can park at the Harbourside car park and catch the Sydney Light Rail from Darling Harbour to The Star Sydney.

Ferry Services

Ferry services operate 7 days a week from Circular Quay and stop at wharves a few minutes' walk from The Star Sydney.

NOTICE OF ANNUAL GENERAL MEETING

The seventh Annual General Meeting of The Star Entertainment Group Limited A.C.N. 149 629 023 (*the Company*) will be held in the Sydney Lyric Theatre at The Star Sydney, 80 Pyrmont Street, Pyrmont, New South Wales on **Thursday, 26 October 2017 at 11:00am (Sydney time) (the Meeting)**.

General Business

Item 1 – Financial Statements and Reports

To receive and consider the Financial Statements, Directors' Report and Auditor's Report for the financial year ended 30 June 2017.

(Note: there is no requirement for shareholders to approve these reports.)

Ordinary Business

Item 2 – Re-election of Mr John O'Neill AO as a Director

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

That Mr John O'Neill AO, who retires by rotation in accordance with the Constitution of the Company and is eligible for re-election, be re-elected as a Director of the Company.

Item 3 – Re-election of Ms Katie Lahey AM as a Director

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

That Ms Katie Lahey AM, who retires by rotation in accordance with the Constitution of the Company and is eligible for re-election, be re-elected as a Director of the Company.

Item 4 – Remuneration Report

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

That the Remuneration Report (which forms part of the Directors' Report) in respect of the financial year ended 30 June 2017 be adopted.

(Note: the vote on this resolution is advisory only and does not bind the Directors or the Company.)

Item 5 – Grant of Performance Rights to the Managing Director and Chief Executive Officer

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

That approval be given to the grant of the number of performance rights determined based on the formula $\$2,900,000$ divided by the Moderated Face Value of a performance right to the Managing Director and Chief Executive Officer of the Company, Mr Matt Bekier, under The Star Entertainment Group Limited Long Term Performance Plan and on the basis described in the Explanatory Memorandum to this Notice of Meeting.

Voting Exclusions – Items 4 & 5

For the purposes of the voting exclusions for Item 4 and Item 5, **KMP** means the key management personnel of the Company who have authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly (including the Directors). The Remuneration Report identifies the key management personnel of the Company for the financial year ended 30 June 2017. A reference to the KMP in these voting exclusions includes their closely related parties. Their closely related parties are defined in the Corporations Act, and include certain members of their family, dependants and companies they control.

If you appoint the Chairman of the Meeting as your proxy (or if the Chairman of the Meeting is appointed as your proxy by default), and you do not direct your proxy how to vote on an item, you will be expressly authorising the Chairman of the Meeting to exercise your proxy even if the item is connected directly or indirectly with the remuneration of a member of the KMP.

The Company will disregard any votes cast on **Item 4**:

- by or on behalf of any KMP details of whose remuneration is disclosed in the Remuneration Report (regardless of the capacity in which the vote is cast); and
- as proxy by any KMP as at the date of the Meeting,

unless it is cast as proxy for a person entitled to vote:

- in accordance with the directions on the Voting Form; or
- by the Chairman of the Meeting, in accordance with an express authorisation in the Voting Form to exercise the proxy even though the resolution is connected with the remuneration of a member of the KMP.

The Company will disregard any votes cast on **Item 5**:

- by or on behalf of Mr Matt Bekier (being the only Director who is eligible to participate in The Star Entertainment Group Limited Long Term Performance Plan) or his associates; and
- as proxy by any KMP as at the date of the Meeting,

unless it is cast as proxy for a person entitled to vote:

- in accordance with the directions on the Voting Form; or
- by the Chairman of the Meeting, in accordance with an express authorisation in the Voting Form to exercise the proxy even though the resolution is connected with the remuneration of a member of the KMP.

Item 6 – Amendments to Constitution (Definitions and Small Shareholdings)

To consider and, if thought fit, pass the following as a special resolution:

That, noting the appropriate approvals have been received from the NSW Independent Liquor and Gaming Authority and the relevant Queensland Minister (as applicable), the Company's Constitution be modified by making the amendments contained in the document tabled at the Annual General Meeting and signed by the Chairman for the purposes of identification.

(Note: The proposed amendments to the Constitution are described in the Explanatory Memorandum accompanying this Notice of Meeting.)

Item 7 – Renewal of Proportional Takeover Provisions in Constitution

To consider and, if thought fit, pass the following as a special resolution:

That Rule 79 of the Company's Constitution, as set out in the Explanatory Memorandum accompanying and forming part of this Notice of Meeting, is renewed in accordance with Part 6.5 of the Corporations Act 2001 (Cth) for a period of three years commencing on the date this resolution is passed.

Voting Requirements – Items 6 & 7

Section 136(2) of the Corporations Act requires the amendments to the Constitution to be approved by a special resolution of the shareholders of the Company.

Please refer to the Notes on Voting for further information on voting at the Meeting and the Explanatory Memorandum for further information on the proposed resolutions.

By Order of the Board



Paula Martin
Company Secretary

Dated: 22 September 2017

NOTES ON VOTING

Entitlement to Attend the Meeting and Vote

1. For the purpose of the Meeting, voting shareholders will be taken to be those persons recorded in the Company's Register of Members as holding shares at **7:00pm (Sydney time) on Tuesday, 24 October 2017**.
2. Voting on each of the proposed resolutions at the Meeting will be conducted by poll. On a poll, shareholders have one vote for every fully paid ordinary share held (subject to the restrictions on voting referred to below).

Voting Methods

3. A shareholder entitled to vote may vote in one of three ways:
 - by attending the Meeting and voting either in person or by attorney, or in the case of corporate shareholders, by corporate representative;
 - by lodging a direct vote, using the Voting Form, and lodging it with the Company's Share Registry or online at www.linkmarketservices.com.au; or
 - by appointing a proxy to attend and vote on their behalf, using the Voting Form, and lodging it with the Company's Share Registry or online at www.linkmarketservices.com.au.
4. To be effective, the Voting Form must be received by the Company at the Company's Share Registry address or facsimile number shown below, or lodged online at the website of the Company's Share Registry by **11:00am (Sydney time) on Tuesday, 24 October 2017**.
5. The Voting Form must be signed in accordance with the instructions on the form. You will be taken to have signed your Voting Form if you lodge it online in accordance with the instructions on the website.

A Voting Form accompanies this Notice of Meeting. For further instructions on voting, please refer to the Voting Form.

Voting by Proxy

6. A shareholder entitled to attend the Meeting and vote is entitled to appoint not more than two proxies, who may be either an individual or a corporation. A proxy need not be a shareholder of the Company.
7. A shareholder appointing two proxies must have at least two shares and may specify the proportion or number of votes each proxy is appointed to exercise. If a shareholder appoints two proxies and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, then each proxy may exercise half of the votes. An additional Voting Form will be supplied by the Company's Share Registry on request.
8. A shareholder or proxy that is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to exercise its powers at the Meeting. Evidence of the appointment of a corporate representative must be in accordance with section 250D of the *Corporations Act 2001* (Cth) (**Corporations Act**) and be lodged with the Company before the Meeting or at the registration desk on the day of the Meeting.
9. If the appointment of a corporate representative is signed under power of attorney, the power of attorney under which the appointment is signed, or a certified copy of that power of attorney, must accompany the appointment unless the power of attorney has previously been noted by the Company's Share Registry.
10. The Chairman of the Meeting intends to vote all available proxies in favour of all resolutions.

Restrictions on Voting

11. Gambling legislation and certain government agreements in New South Wales and Queensland and Part 2 (Rules 83-87) of the Constitution of the Company contain provisions regulating the exercise of voting rights by persons with prohibited shareholding interests. The legislation and government agreements also set out the regulation of shareholding interests. The relevant Minister has the power to request information to determine whether a person has a prohibited shareholding interest. If a person fails to furnish these details within the time specified or, in the opinion of the Minister, the information is false or misleading, then the Minister can declare the voting rights of those shares suspended.

Lodging the Voting Form

12. Voting Forms may be lodged at the Company's Share Registry at the following addresses:

By Mail:

The Star Entertainment Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
or **by facsimile:** +61 2 9287 0309
or **online** at: www.linkmarketservices.com.au

By Hand:

Link Market Services Limited
1A Homebush Bay Drive
Rhodes, New South Wales
or
Level 12, 680 George Street
Sydney, New South Wales

EXPLANATORY MEMORANDUM

This Explanatory Memorandum provides additional information on the items to be considered at the Annual General Meeting of The Star Entertainment Group Limited (*the Company*) to be held in the Sydney Lyric Theatre at The Star Sydney, 80 Pyrmont Street, Pyrmont, New South Wales on **Thursday, 26 October 2017 at 11:00am (Sydney time)** (*the Meeting*) and forms part of the Notice of Meeting.

Item 1 – Financial Statements and Reports

The Financial Statements, Directors' Report and Auditor's Report for the Company for the financial year ended 30 June 2017 will be laid before the Meeting. There is no requirement for shareholders to approve those reports. However, the Chairman of the Meeting will allow a reasonable opportunity for shareholders to ask questions or make comments about those reports and the management of the Company.

Shareholders will also be given a reasonable opportunity to ask the Company's Auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the Financial Statements and the independence of the Auditor in relation to the conduct of the audit.

If you wish to put questions to the Chairman of the Meeting or the Auditor, you are encouraged to use the **enclosed question form** and return it to the Company's Share Registry, Link Market Services (as set out in the form) by **5:00pm (Sydney time)** on **Thursday, 19 October 2017**. This is to allow time to collate questions and prepare answers.

Copies of the questions, if any, to the Company's Auditor will be available at the Meeting and posted on the Company's website.

During the meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible. However, there may not be sufficient time available at the Meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

Item 2 – Re-election of Mr John O'Neill AO as a Director

Mr John O'Neill has been a Non-Executive Director of the Company since 28 March 2011 and is currently the Chairman of the Board. The Board considers Mr O'Neill to be an independent director.

In accordance with the ASX Listing Rules and the Constitution of the Company, Mr O'Neill retires, and being eligible, offers himself for re-election as a Director.

Brief biographical details of Mr O'Neill are provided below.

Academic and Professional Qualifications

Diploma of Law; Foundation Fellow of the Australian Institute of Company Directors

Special Responsibilities

Mr O'Neill is an ex-officio member of all Board committees.

Experience and Skills

Mr O'Neill was formerly Managing Director and Chief Executive Officer of Australian Rugby Union Limited, Chief Executive Officer of Football Federation Australia, Managing Director and Chief Executive Officer of the State Bank of New South Wales, and Chairman of the Australian Wool Exchange Limited. Mr O'Neill was also formerly a Director of Tabcorp Holdings Limited and Rugby World Cup Limited.

Mr O'Neill was also the inaugural Chairman of Events New South Wales, which flowed from the independent reviews he conducted into events strategy, convention and exhibition space, and tourism on behalf of the New South Wales Government.

Mr O'Neill is currently a member of the Advisory Council of China Matters and a Director of Sport Australia Hall of Fame (SAHOF).

Recommendation

The Board (other than Mr O'Neill who has an interest in the resolution and therefore abstains from making a recommendation) recommends that shareholders vote in favour of the resolution in relation to Item 2.

The Chairman of the Meeting intends to vote all available proxies in favour of the resolution.

Item 3 – Re-election of Ms Katie Lahey AM as a Director

Ms Katie Lahey has been a Non-Executive Director of the Company since 1 March 2013. The Board considers Ms Lahey to be an independent director.

In accordance with the ASX Listing Rules and the Constitution of the Company, Ms Lahey retires, and being eligible, offers herself for re-election as a Director.

Brief biographical details of Ms Lahey are provided below.

Academic and Professional Qualifications

Bachelor of Arts (First Class Honours); Master of Business Administration

Special Responsibilities

Chair of the People, Culture and Social Responsibility Committee

Member of the Risk and Compliance Committee

Member of the Remuneration Committee

Experience and Skills

Ms Lahey has extensive experience in the retail, tourism and entertainment sectors and previously held chief executive roles in the public and private sectors.

Ms Lahey is currently the Chair of Tourism & Transport Forum and the Executive Chairman Australasia for Korn Ferry International. She is also a member of the board of the Australian Brandenburg Orchestra.

Ms Lahey was previously the Chair of Carnival Australia and a member of the boards of David Jones Limited, Australia Council Major Performing Arts, Hills Motorway Limited, Australia Post and Garvan Research Foundation.

Recommendation

The Board (other than Ms Lahey who has an interest in the resolution and therefore abstains from making a recommendation) recommends that shareholders vote in favour of the resolution in relation to Item 3.

The Chairman of the Meeting intends to vote all available proxies in favour of the resolution.

Item 4 – Remuneration Report

Pursuant to the *Corporations Act 2001* (Cth) (**Corporations Act**), the Company is required to include in the Directors' Report a detailed Remuneration Report relating to the remuneration of Directors and key management personnel in the financial year ended 30 June 2017, and submit it for adoption by resolution of shareholders at the Meeting.

The Directors' Report for the financial year ended 30 June 2017 contains the Company's Remuneration Report. A copy of the Remuneration Report is set out in the Annual Report, which can be found on the Company's website at <http://www.starentertainmentgroup.com.au/annual-reports>.

The Remuneration Report discusses matters including (but not limited to):

- details relating to the remuneration arrangements of the Directors and other key management personnel of the Company, including actual cash remuneration received;
- key remuneration decisions taken during the financial year ended 30 June 2017; and
- the remuneration framework and key programs which drive the Company's performance.

Following consideration of the Remuneration Report, the Chairman of the Meeting will give shareholders a reasonable opportunity to ask questions about, or comment on, the Remuneration Report. A resolution that the Remuneration Report be adopted will then be put to the vote.

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

Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company, as described in the Remuneration Report, the Board recommends that shareholders vote in favour of the resolution in relation to Item 4.

The Chairman of the Meeting intends to vote all available proxies in favour of the resolution.

Item 5 – Grant of Performance Rights to the Managing Director and Chief Executive Officer

Shareholders are asked to approve the equity component of the remuneration package for the Managing Director and Chief Executive Officer, Mr Matt Bekier, for the financial year ending 30 June 2018, which relates to the proposed grant of performance rights under The Star Entertainment Group Limited Long Term Performance Plan (**Long Term Performance Plan**).

A. Background

In accordance with his employment contract, Mr Bekier receives fixed remuneration and the opportunity to receive variable remuneration through short term and long term incentive arrangements.

The fixed component of Mr Bekier's remuneration (inclusive of superannuation) for the financial year ending 30 June 2018 is \$1,695,000 per annum. There were no changes to Mr Bekier's fixed remuneration following his annual remuneration review.

Mr Bekier will continue to participate in a short term performance plan pursuant to which he will be eligible to receive a variable short term incentive award based on his individual performance and the Company's performance over the annual performance review period. Mr Bekier's potential short term incentive award is equivalent to \$1,695,000 (if performance is at target), and is deliverable as a combination of cash (two-thirds), and shares in the Company (one-third) which are subject to a 12 month restriction as well as forfeiture and clawback conditions. This is consistent with the terms of the short term performance plan for the financial year ended 30 June 2017.

Further information in relation to the short term performance plan is detailed in the Remuneration Report contained in the Company's Annual Report for the year ended 30 June 2017.

In respect of the long term incentive component of Mr Bekier's remuneration for the financial year ending 30 June 2018, the Company will, subject to obtaining the necessary shareholder approval, grant to Mr Bekier a long term incentive award equivalent to \$2,900,000. This amount is unchanged from the prior year.

Subject to shareholder approval being obtained, the Company will grant to Mr Bekier the number of performance rights determined based on the formula $\$2,900,000$ divided by the Moderated Face Value¹ of a performance right calculated as at 2 October 2017 (the **Allocation Date**) rounded down to the nearest whole number (**New Performance Rights**).

The performance hurdles, Test Date (as defined below), Allocation Date and other vesting conditions applying to the New Performance Rights will be the same as those that apply to other senior executives participating in the Long Term Performance Plan as at 2 October 2017.

The New Performance Rights to be granted to Mr Bekier will have no dividend or voting rights.

Example

As an illustration only, set out below is an example of the calculation of the number of New Performance Rights that may be granted to Mr Bekier under the Long Term Performance Plan for the financial year ending 30 June 2018, on the basis that:

- (a) Mr Bekier's long term incentive award is \$2,900,000; and assuming that:
- (b) the volume weighted average price (**VWAP**) of the Company's shares on ASX during the 20 trading days up to and including 2 October 2017 is \$5.28;
- (c) the Dividend Discount Factor is 0.909; and
- (d) the Moderated Face Value (rounded to 2 decimal places) is \$4.80,

the number of New Performance Rights to be granted to Mr Bekier would be calculated as $(\$2,900,000 \div \$4.80)$.

Based on the above assumptions, Mr Bekier would be granted 604,166 New Performance Rights.

This calculation is shown by way of example only and does not commit the Board to the figures above or the VWAP of the Company's shares for the relevant period.

¹ Moderated Face Value (**MFV**) reflects the face value of the share at the Allocation Date less the value of any dividends forgone by the award holder during the vesting period (i.e. *share price x Dividend Discount Factor*). The Company engages external consultants to calculate the MFV for each grant of performance rights.

ASX Listing Rule requirements

Shareholder approval for the grant of the New Performance Rights to Mr Matt Bekier is sought for all purposes under the Corporations Act and the ASX Listing Rules, including ASX Listing Rule 10.14. The New Performance Rights are to be issued under the Long Term Performance Plan, with the vesting conditions relating to the New Performance Rights being as described below.

Under ASX Listing Rule 10.14, an entity must not issue securities to a related party (such as a Director) under an employee incentive scheme without the approval of shareholders. Accordingly, approval of shareholders is sought for the purpose of ASX Listing Rule 10.14 to enable the Company to grant the New Performance Rights, and subsequently issue or transfer securities, to Mr Bekier, under the Long Term Performance Plan.

ASX Listing Rule 10.15 requires this Notice of Meeting to include the following specified information in relation to the New Performance Rights which are proposed to be granted to Mr Bekier under the Long Term Performance Plan.

B. Date the securities will be granted

If approved by shareholders, the New Performance Rights will be granted to Mr Bekier as soon as practicable after the Meeting, but not later than 12 months after the Meeting, and with effect from 2 October 2017.

C. Maximum number of securities to be granted

The maximum number of New Performance Rights that may be acquired by Mr Bekier under the Long Term Performance Plan pursuant to the resolution set out in Item 5 is that number arrived at based on the formula in that resolution.

The number of New Performance Rights proposed to be granted to Mr Bekier will be confirmed at the Meeting.

D. Price of the securities, vesting conditions and other matters

No Grant Price or Exercise Price

No amount is payable on the grant of the New Performance Rights or upon vesting of the New Performance Rights. If the New Performance Rights vest, then an equivalent number of fully paid ordinary shares will be automatically delivered to Mr Bekier.

Vesting Conditions

There will be one test date and no retesting for the New Performance Rights, which may vest on 2 October 2021 (the **Test Date**) subject to the satisfaction of applicable performance hurdles (described below). Any New Performance Rights that do not vest on the Test Date will lapse, although the Board has discretion under the Long Term Performance Plan to lift some or all of the vesting conditions in special circumstances, such as, but not limited to, death and permanent disablement.

The performance hurdles which will apply in respect of the grant of the New Performance Rights to Mr Bekier are:

- 33.3% - relative total shareholder return (**TSR**);
- 33.3% - earnings per share (**EPS**); and
- 33.4% - return on invested capital (**ROIC**).

This proposed grant of performance rights is the first to be subject to the third performance hurdle, ROIC. The Board has introduced the additional performance hurdle as it is a return based measure that measures the efficiency of earnings generated from the capital investments made by the Company at a time when the Company is undertaking significant developments at all of its properties. The ROIC measure seeks to create alignment of incentive programs to drive the execution of the Company's capital strategy to build new assets and improve existing properties with the aim of generating additional revenue and ultimately sustainable value for shareholders.

Whether the TSR hurdle, the EPS hurdle and the ROIC hurdle have been met for the New Performance Rights will be determined on the Test Date. These measures are equally weighted as listed above.

1. TSR Performance Hurdle

33.3% of the New Performance Rights available to Mr Bekier are subject to the TSR performance hurdle.

The TSR hurdle measures the Company's total shareholder return ranking against a peer group of companies, measured over the period from 2 October 2017 to the Test Date. The peer group comprises those companies in the S&P/ASX100 Index as at 2 October 2017, excluding property trusts, infrastructure groups and mining companies and companies that, amongst other things, may be subsequently taken over, demerged, delisted or are otherwise determined by the Board (in its discretion) to no longer be a peer of the Company following the occurrence of some other significant corporate event.

Broadly, TSR measures the return received by shareholders from holding shares in a company over a particular period. TSR is calculated by taking into account the change in a company's share price over the relevant measurement period as well as the dividends received (and assumed to be reinvested back into the company's shares) during that period.

For the purpose of measuring the change in the Company's share price over the relevant measurement period, the starting point and end point have been set at the volume weighted average share price of the Company's shares traded on the ASX on each of the 20 trading days up to and including 2 October 2017 (in the case of the starting point) and the Test Date (in the case of the end point). A similar approach will be applied for the purpose of measuring the change in the share price of each company in the peer group over the relevant measurement period.

The Company's TSR ranking as against the peer group of companies has been chosen as the performance measure for the New Performance Rights because it directly aligns the interests of senior executives participating in the Long Term Performance Plan with the interests of shareholders and reflects performance as measured against the Company's key strategic objective, which is to maximise TSR as compared with TSR for peer companies.

The table below sets out the percentage of the New Performance Rights that will vest depending on the Company's TSR ranking as at the Test Date. The maximum number of New Performance Rights that may vest will accord with the highest measure of the Company's relative TSR ranking as at the Test Date. The Company's TSR ranking, compared to its peer group, must be at least at the 50th percentile for any vesting to occur.

TSR Ranking	Percentage of New Performance Rights that will vest
Below 50 th percentile	0%
At 50 th percentile	50%
Above 50 th percentile and below 75 th percentile	Pro-rata between 50% (at 50 th percentile) and 100% (at 75 th percentile)
At or above 75 th percentile	100%

2. EPS Performance Hurdle

33.3% of the New Performance Rights available to Mr Bekier are subject to the EPS performance hurdle.

The EPS hurdle measures the growth in statutory earnings per ordinary share adjusted for the theoretical win rate in the VIP Rebate business. It drives line of sight between shareholder value creation and management's financial performance. The threshold hurdle is set by the Board by reference to market consensus. The target hurdle is set by the Board by reference to the Company's Board approved five-year business plan. While the Board may exercise certain discretions under the Long Term Performance Plan, the Board will only consider exercising its discretion with respect to any applicable adjustments to thresholds and targets at the time of testing for vesting purposes.

The table below sets out the percentage of the New Performance Rights that will vest depending on the Company's EPS performance as at the Test Date.

EPS performance	Percentage of New Performance Rights that will vest
Below threshold	0%
At threshold	50%
Between threshold and stretch	Pro-rata between threshold and stretch
Stretch target	100%

The Company will disclose the actual EPS target on a retrospective basis to ensure that the Company's competitive position is not undermined.

3. ROIC Performance Hurdle

33.4% of the New Performance Rights available to Mr Bekier are subject to a Return on Invested Capital (**ROIC**) performance hurdle.

The ROIC hurdle measures statutory EBIT, adjusted for the theoretical win rate in the VIP Rebate business, as a proportion of average Net Debt and average Shareholders Equity. That is:

$$\text{ROIC} = \frac{\text{EBIT adjusted for theoretical win rate in the VIP Rebate business}}{\text{average Net Debt} + \text{average Shareholders Equity}}$$

The ROIC hurdle measures the efficiency of earnings generated from capital investments made by the Company and seeks to create alignment of incentive programs in driving the execution of the Company's capital intensive strategy to build new assets and improve existing properties, with the aim of generating additional revenue and ultimately sustainable value for shareholders. The threshold hurdle is set by the Board by reference to the Company's present ROIC levels and the target hurdle is set by the Board by reference to the Company's Board approved five-year business plan. While the Board may exercise certain discretions under the Long Term Performance Plan, the Board will only consider exercising its discretion with respect to adjustments to thresholds and targets at the time of testing for vesting purposes.

The table below sets out the percentage of the New Performance Rights that will vest depending on the Company's ROIC performance as at the Test Date.

ROIC performance	Percentage of New Performance Rights that will vest
Below threshold	0%
At threshold	50%
Between threshold and stretch	Pro-rata between threshold and stretch
Stretch target	100%

The Company will disclose the actual ROIC target on a retrospective basis to ensure that the Company's competitive position is not undermined.

In the event of a takeover offer for the Company or any other transaction resulting in a change of control of the Company, the Board is required to determine, in its absolute discretion, the appropriate treatment regarding any unvested New Performance Rights. Such a determination may involve the waiver (wholly or in part) of the performance hurdle applicable to the New Performance Rights, or the lapse of some or all of the New Performance Rights.

Vesting and lapsing of New Performance Rights

Upon vesting of the New Performance Rights, subject to Mr Bekier remaining employed with the Company, the Company will deliver to Mr Bekier fully paid ordinary shares in the Company and he will receive full voting and dividend rights corresponding to the rights of all other holders of ordinary shares in the Company.

New Performance Rights that have not vested on the Test Date will ordinarily lapse.

Unless the Board determines otherwise in its discretion, upon termination of the employment of Mr Bekier, all relevant unvested New Performance Rights will lapse immediately, subject to certain exceptions. Those exceptions are where (in broad terms) Mr Bekier:

- (i) retires (where he will retain a pro-rata number of New Performance Rights based on the time served between 2 October 2017 and the Test Date);
- (ii) is retrenched (where he will retain a pro-rata number of New Performance Rights based on the time served between 2 October 2017 and the Test Date, subject to certain criteria); or
- (iii) dies or is permanently disabled (where he will retain a pro-rata number of New Performance Rights based on the time served between 2 October 2017 and the Test Date, subject to certain criteria).

In addition, partial lapse of unvested New Performance Rights (based on the proportion of the period from 2 October 2017 to the Test Date during which leave was taken) may occur, subject to the Board's discretion, in circumstances where Mr Bekier takes parental leave or extended unpaid leave.

E. Directors who have received securities under the Long Term Performance Plan

Mr Bekier is the only Director who has received securities under the Long Term Performance Plan.

Details of performance rights previously granted to Mr Bekier with shareholder approval are set out below. Mr Bekier was not required to pay any amount on the grant or upon vesting of these performance rights.

Grant Date	Effective Allocation Date	Number of Performance Rights	Date of Shareholder Approval
21 December 2012	19 September 2012	227,272	25 October 2012
23 December 2013	1 October 2013	196,850	8 November 2013
25 November 2014	26 September 2014	352,112	31 October 2014
12 November 2015	21 September 2015	253,456	4 November 2015
15 November 2016	5 October 2016	548,204	28 October 2016

F. Directors who are eligible to participate in the Long Term Performance Plan

Mr Bekier is presently the only Director entitled to participate in the Long Term Performance Plan.

G. No loan scheme

There is no loan scheme in relation to the acquisition of the New Performance Rights or securities issued under the Long Term Performance Plan.

Recommendation

The Board (other than Mr Bekier, given that he has a personal interest in the resolution and therefore abstains from making a recommendation) recommends that shareholders vote in favour of the resolution in relation to Item 5.

The Chairman of the Meeting intends to vote all available proxies in favour of the resolution.

Item 6 – Amendments to Constitution (Definitions and Small Shareholdings)

The Company is currently governed by its existing Constitution which has been in effect since the Company was listed on the ASX on 6 June 2011. Pursuant to section 136(2) of the Corporations Act, it is proposed to amend the Company's Constitution by special resolution of shareholders.

The rationale and a summary of the key changes proposed by this Item 6 are set out below.

Existing Constitution

Definitions

The existing definitions of 'Jupiters' and 'Star City' in the Constitution refer to the former company names of two of the Company's subsidiary companies. Those subsidiary companies have since changed their company names (for consistency with the Company's name and rebranding of its properties) and the Constitution should now be updated to reflect the new company names.

The existing definition of 'NSW Independent Liquor and Gaming Authority' refers to the current and former names of the New South Wales regulatory body constituted under the *Casino, Liquor and Gaming Control Authority Act 2007* (NSW). It is proposed that the definition be amended so that it will encompass any future name of the New South Wales regulatory body constituted under the *Gaming and Liquor Administration Act 2007* (NSW).

Small Shareholdings

Rule 76 of the Company's existing Constitution permits the Company to sell small shareholdings and sets out the procedural and timing requirements for undertaking such sales.

The provisions of Rule 76 are consistent with ASX Listing Rule 15.13 that enables all listed companies to sell the securities of a shareholder who has less than a marketable parcel of those securities. The ASX Listing Rules provide that a marketable parcel is a parcel of securities with a value of at least \$500 (determined by reference to the closing price of those shares on the ASX at the relevant record date).

The Company last completed a small shareholding sale facility in accordance with Rule 76 of the Constitution in May 2016, by providing eligible shareholders who held less than a marketable parcel of shares in the Company with an opportunity to sell their shares without incurring any brokerage or handling costs. The main reason for undertaking the sale of small shareholdings was to reduce the ongoing administrative costs (including share register and shareholder communication expenses) associated with maintaining many small shareholder accounts.

For practical purposes, it is proposed that some of the defined terms in Rule 76 of the Constitution be amended to provide additional flexibility for the Company to determine the timing requirements applicable to any future sale of small shareholdings.

The proposed amendments to Rule 76 of the Constitution will not impact the Company's compliance with ASX Listing Rule 15.13.

Proposed amendments for modified Constitution

The proposed amendments to the Company's Constitution are set out below.

1. In **Rule 1** of the Constitution:
 - a. replace the definition of '**Jupiters**' with a new definition to reflect the change of company name of Jupiters Limited to The Star Entertainment Qld Limited, and replace all existing references to 'Jupiters' throughout the Constitution with 'The Star Entertainment Qld';
 - b. replace the definition of '**NSW Independent Liquor and Gaming Authority**' with a new definition of 'NSW Authority' to encompass any future name of the New South Wales regulatory body constituted under the *Gaming and Liquor Administration Act 2007* (NSW), and replace all existing references to 'NSW Independent Liquor and Gaming Authority' throughout the Constitution with 'NSW Authority'; and
 - c. replace the definition of '**Star City**' with a new definition to reflect the change of company name of Star City Holdings Limited to The Star Entertainment Sydney Holdings Limited, and replace all existing references to 'Star City' throughout the Constitution with 'The Star Entertainment Sydney Holdings'.
2. In **Rule 76(a)(i)** of the Constitution:
 - a. amend the definition of '**Effective Date**' to clarify that the date on which Rule 76 was included in the Constitution was 6 June 2011;
 - b. amend the definition of '**Prescribed New Small Holder**' by removing the restriction to specify seven days as the Specified Period;
 - c. amend the definition of '**Sale Period**' to permit the Board to determine the duration of the period in which the sale of shares may occur;
 - d. amend the definition of '**Specified Period**' by removing the requirement for the period to be seven days in the case of a New Small Holder, and permitting the duration of the period to be determined by the Board in its discretion; and
 - e. separate the combined reference to the terms '**Marketable Parcel**' and '**Takeover**' into individual defined terms.
3. Amend **Rule 76(b)(iii)** to broaden the discretion of a Secretary of the Company to determine the manner and the time at which the relevant shares may be sold during the Sale Period.
4. Amend **Rule 76(b)(iv)** to provide that a shareholder who has given the Company a written notice in accordance with Rule 76(b)(iii)(C) that the shareholder wishes to retain the relevant shares, may only revoke that notice during the Specified Period.
5. Add a new **Rule 76(f)** to permit the Board to revoke a Divestment Notice before a sale is effected under Rule 76, or suspend or terminate the sale either generally or in specific cases.

Proposed amendments subject to approval by State regulators

Certain provisions of the Constitution (including some of the provisions which are the subject of the proposed amendments) cannot be amended without the prior written approval of the NSW Independent Liquor and Gaming Authority (**NSW ILGA**) and the relevant Queensland Minister respectively.

The Company has received written approval from the NSW ILGA and the relevant Queensland Minister to the proposed amendments to the Company's Constitution as described in this Item 6.

The Constitution will be modified to incorporate the proposed amendments after the special resolution is passed by the requisite majority of shareholders at the Meeting, and the modified Constitution will be effective from the date of the Meeting.

Recommendation

The Board unanimously recommends that shareholders vote in favour of the special resolution in relation to Item 6.

The Chairman of the Meeting intends to vote all available proxies in favour of the special resolution.

Item 7 – Renewal of Proportional Takeover Provisions in Constitution

Under the Constitution and section 648G of the Corporations Act, the proportional takeover provisions in Rule 79 (**Proportional Takeover Approval**) of the Constitution automatically lapse after three years.

The proportional takeover provisions were first adopted on listing of the Company in 2011 and were subsequently renewed at the Company's 2014 Annual General Meeting held on 31 October 2014.

A proportional takeover offer is a takeover offer where the offer made to each shareholder is only for a proportion of that shareholder's shares, and not for the shareholder's entire shareholding.

Rule 79 was designed to assist shareholders to receive proper value for their shares if a proportional takeover bid is made for the Company. Accordingly, the Directors consider that it is in the best interests of shareholders to renew the proportional takeover provisions in the Constitution.

If shareholders approve the renewal of the proportional takeover provisions on the same terms as previously contained in Rule 79 of the Constitution, by passing the special resolution in relation to Item 7 in accordance with Part 6.5 of the Corporations Act, the proportional takeover provisions will operate for a period of three years from the date of the Meeting (that is, until 26 October 2020, if the resolution is passed at the Meeting and the Meeting is not postponed or adjourned).

The proposed proportional takeover provisions are set out below and are the same as those approved by shareholders at the 2014 Annual General Meeting.

"79. Proportional Takeover Approval

- (a) *Subject to the Corporations Act and the Listing Rules, the registration of any transfer of shares giving effect to a takeover contract under a proportional takeover bid in respect of shares in a class of shares in the company is prohibited unless and until a resolution to approve the takeover bid is passed in accordance with this rule 79.*
- (b) *Subject to rule 79(c), the only persons entitled to vote on a resolution to approve a proportional takeover bid are those persons who, as at the end of the day on which the first offer under the takeover bid was made, held shares included in the bid class in respect of which the offer was made. Each person entitled to vote has one vote for each share in the relevant class held by the person at that time.*
- (c) *Neither the bidder under the takeover bid nor any associate of the bidder is entitled to vote on the resolution.*
- (d) *The resolution is to be considered at a meeting convened and conducted by the company of the persons entitled to vote on the resolution. The provisions of this Constitution relating to general meetings apply to the meeting with any modifications the Board decides are required in the circumstances.*
- (e) *The resolution is taken to have been passed only if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50%."*

Legislative Requirements

The Corporations Act requires that the following information be provided to shareholders when they are considering the inclusion or renewal of a proportional takeover provision in the Constitution. The following information comprises the statement required under section 648G(5) of the Corporations Act.

Effect of the provision

If a takeover offer is made under a proportional takeover bid for a class of the Company's securities, the Directors must ensure that a resolution to approve the takeover bid (**Approval Resolution**) is voted by the shareholders of the class of shares being bid, not less than 14 days before the last day of the bid period (**Deadline**).

The only persons entitled to vote on the Approval Resolution are those persons who, as at the end of the day on which the first offer under the takeover bid was made, held shares included in the bid class in respect of which the offer was made. The bidder under the takeover bid and its associates are not entitled to vote on the Approval Resolution.

Each person entitled to vote has one vote for each share in the relevant class held by the person at that time. The vote on the Approval Resolution is decided on a simple majority. The Approval Resolution will be taken to have been passed if more than 50% of votes are cast in favour of the Approval Resolution, otherwise it is taken to have been rejected.

The Directors will breach the Corporations Act if they fail to ensure the Approval Resolution is voted on. However, if the Approval Resolution is not voted on as at the end of the day before the Deadline, the Approval Resolution is taken to have been passed.

If the Approval Resolution is passed (or taken to have been passed) by shareholders, the transfers resulting from the bid must be registered if they comply with other provisions of the Corporations Act and the Constitution.

If the Approval Resolution is rejected, binding acceptances must be rescinded as soon as practicable after the Deadline, and all unaccepted offers and offers failing to result in binding contracts are taken to have been withdrawn at the end of the Deadline.

The proportional takeover provisions do not apply to full takeover bids.

The renewed Rule 79 will expire three years after its reinsertion into the Constitution, unless renewed by a further special resolution of shareholders.

Reasons for proposing this special resolution

A proportional takeover bid involves an offer for only a proportion of each shareholder's securities. This may allow control of the Company to pass without shareholders having the chance to sell all their securities to the bidder and assist a bidder to take control of the company without payment of an adequate control premium.

Shareholders, other than the bidder and its associates, may be exposed to the risk of being left as a minority in the Company as well as the loss of potential to receive an adequate control premium for their remaining shares. The proportional takeover provisions lessen these risks because they allow shareholders to decide whether a proportional takeover bid is acceptable in principle, is appropriately priced and should be permitted to proceed.

Knowledge of acquisition proposals

At the date this Notice of Meeting was prepared, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Potential advantages and disadvantages

While the proportional takeover provisions have previously been in force under the Constitution, there have been no full or proportional takeover bids for the Company at any time since it listed in 2011. Therefore, there is no example against which to review the advantages or disadvantages of the provisions for the Directors and the shareholders respectively.

The Directors consider that the proposed renewal of the proportional takeover provisions has no potential advantages or potential disadvantages for Directors because they remain free to make a recommendation on whether a proportional takeover bid should be approved.

The potential advantages of the proposed renewal of the proportional takeover provisions for shareholders are:

- a. shareholders have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- b. the provisions may assist shareholders to avoid being locked in as a minority;
- c. the bargaining power of shareholders is increased, and may assist in ensuring that any proportional takeover bid is adequately priced; and
- d. knowing the view of the majority of shareholders may help each individual shareholder assess the likely outcome of the proportional takeover bid and to decide whether to approve or reject that offer.

The potential disadvantages of the proposed renewal of the proportional takeover provisions for shareholders are:

- a. it may discourage offers of proportional takeover bids for shares in the Company and may depress the share price;
- b. shareholders may lose an opportunity of selling some of their shares at a premium; and
- c. the likelihood of a proportional takeover bid being successful may be reduced.

The Directors consider that the potential advantages of the proportional takeover provisions for shareholders outweigh the potential disadvantages. In particular, shareholders as a whole are able to decide whether or not a proportional takeover bid should be permitted to proceed.

Shareholders may act

If the special resolution to renew the proportional takeover provisions in Rule 79 of the Constitution is passed, shareholders who together hold not less than 10% (by number) of the issued securities in a class of securities in the Company to which the provisions apply may, within 21 days after the day on which the special resolution is passed, apply to the Court to have the purported renewal set aside to the extent to which it relates to that class of shareholders.

On an application, the Court may make an order setting aside the purported renewal of the proportional takeover provisions if it is satisfied that it is appropriate in all the circumstances to do so. Otherwise the Court must dismiss the application.

Unless and until an application is finally determined by the making of an order setting aside the purposed renewal of the proportional takeover provisions, the Company is taken for all purposes to have validly renewed the proportional takeover provisions applying to that class of shareholders.

Recommendation

The Board unanimously recommends that shareholders vote in favour of the special resolution in relation to Item 7.


The Chairman of the Meeting intends to vote all available proxies in favour of the special resolution.


LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
The Star Entertainment Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: +61 1300 880 923



X99999999999

VOTING FORM


To vote directly or to direct your proxy how to vote on any item, please insert in Box A or Box B below. Please read the voting instructions overleaf before marking any boxes.

I/We being a shareholder(s) of The Star Entertainment Group Limited (ABN 85 149 629 023) (the **Company**) and entitled to attend and vote hereby:

STEP 1 Please mark either A or B

A VOTE DIRECTLY

elect to lodge my/our vote(s) directly (mark box)

 in relation to the Annual General Meeting of the Company to be held at **11:00am (Sydney time) on Thursday, 26 October 2017 in the Sydney Lyric Theatre at The Star Sydney, 80 Pyrmont Street, Pyrmont, New South Wales** (the Meeting) and at any adjournment or postponement of the Meeting.

You must mark either "For" or "Against" for each item for a valid direct vote to be recorded. If you mark the "Abstain" box, your vote for that item will be invalid. **GO TO STEP 2.**

OR B APPOINT A PROXY

appoint the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy here:

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit, subject to any applicable voting exclusion(s) at the Annual General Meeting of the Company to be held at **11:00am (Sydney time) on Thursday, 26 October 2017 in the Sydney Lyric Theatre at The Star Sydney, 80 Pyrmont Street, Pyrmont, New South Wales** (the Meeting) and at any adjournment or postponement of the Meeting.

Important: If the Chairman of the Meeting is acting as my/our proxy and I/we have not provided voting directions below, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy to vote on an item, even though the item is connected directly or indirectly with the remuneration of a member of the Company's key management personnel.


The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. GO TO STEP 2.

VOTING DIRECTIONS

Voting directions will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with

STEP 2

Items	For	Against	Abstain*		For	Against	Abstain*
2 Re-election of Mr John O'Neill AO as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Grant of Performance Rights to the Managing Director and Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Ms Katie Lahey AM as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Amendments to Constitution (Definitions and Small Shareholdings)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Renewal of Proportional Takeover Provisions in Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 * If you mark the Abstain box for a particular Item, your direct vote will be invalid if you are voting under Box A or, if you are voting under Box B, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form must be signed by the shareholder. In the case of a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the Power of Attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

STEP 3



HOW TO COMPLETE THIS VOTING FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

STEP 1

VOTING UNDER BOX A – DIRECT VOTE

If you marked the box under Box A you are indicating that you wish to vote directly. Please only mark either **"For"** or **"Against"** for each item, to record a valid direct vote on that item at STEP 2. If you mark the **"Abstain"** box for an item, your vote for that item will be invalid.

If no direction is given on any of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

You may identify on the Voting Form the total number of shares to be voted on any item by inserting the percentage or number of shares in the **"For"** or **"Against"** boxes.

If you have lodged a direct vote, and you attend the Meeting, your direct vote remains valid and is not revoked by your attendance unless you instruct the Company's share registry prior to the Meeting that you wish to vote in person on any or all of the items to be put before the Meeting (in which case your direct vote is revoked).

The decision of the Chairman of the Meeting as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the first box in Box B. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Box B. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company and may be an individual or a body corporate.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Voting Form, including where the item is connected directly or indirectly with the remuneration of a member of the Company's key management personnel. The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2

VOTES – PROXY APPOINTMENT

You can direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you mark more than one box on an item your vote on that item will be invalid.

If you do not mark any of the boxes on a given item then, subject to the rest of this paragraph, your proxy may vote as he or she chooses. If you wish to appoint as your proxy a Director (other than the Chairman of the Meeting) or other member of the Company's key management personnel whose remuneration details are set out in the Remuneration Report, or their closely related parties, you must specify how they should vote on Items 4 and 5 by completing the **"For"**, **"Against"** or **"Abstain"** boxes on the Voting Form. If you do not do that, your proxy will not be able to exercise your vote on your behalf for those items. If you wish to appoint the Chairman of the Meeting as your proxy with a direction to vote against, or to abstain from voting on Items 4 and 5, you should specify this by marking the **"Against"** or **"Abstain"** boxes against the relevant item on the Voting Form.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together to the Company's share registry.

SIGNING INSTRUCTIONS

You must sign this form in the spaces provided, as follows:

Individual: where the holding is in one name, the shareholder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must have previously lodged the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form and return both documents by mail or by hand.

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* (Cth)) 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 indicate the office held by signing in the appropriate place.

If you have appointed a proxy or an attorney, and you attend the Meeting, your proxy or attorney remains valid and is not revoked by your attendance unless you instruct the Company's share registry prior to the Meeting that you wish to vote in person on any or all of the items to be put before the Meeting (in which case your proxy or attorney is revoked entirely for the Meeting).

CORPORATE REPRESENTATIVES

If a representative of a corporate shareholder or proxy is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

HOW TO LODGE THIS VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at any address listed below by **11:00am (Sydney time) on Tuesday, 24 October 2017**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Voting Form).



BY MAIL

The Star Entertainment Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

Deliver to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)


**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**


LODGE YOUR QUESTIONS

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
The Star Entertainment Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: +61 1300 880 923



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Please use this form to submit any questions about The Star Entertainment Group Limited (ABN 85 149 629 023) (the **Company**) that you would like us to respond to at the Annual General Meeting of the Company to be held at **11:00am (Sydney time) on Thursday, 26 October 2017 in the Sydney Lyric Theatre at The Star Sydney, 80 Pyrmont Street, Pyrmont, New South Wales** (the **Meeting**). Your questions should relate to matters that are relevant to the business of the Meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's Auditor it should be relevant to the content of the Auditor's Report, or the conduct of the audit of the Financial Report.

This form must be received by the Company's share registrar, Link Market Services Limited, by **5:00pm (Sydney time) on Thursday, 19 October 2017**. Questions will be collated. During the course of the Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's Auditor, the opportunity to answer written questions submitted to the Auditor. However, there may not be sufficient time available at the Meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to *(please mark the most appropriate box)*

- | | | |
|---|--|---|
| <input type="checkbox"/> Performance or Financial Reports | <input type="checkbox"/> A resolution in the Notice of Meeting | <input type="checkbox"/> Future direction |
| <input type="checkbox"/> Remuneration Report | <input type="checkbox"/> Sustainability/Environment | <input type="checkbox"/> Other |

Please tick if this question is directed to the Auditor

My question relates to *(please mark the most appropriate box)*

- | | | |
|---|--|---|
| <input type="checkbox"/> Performance or Financial Reports | <input type="checkbox"/> A resolution in the Notice of Meeting | <input type="checkbox"/> Future direction |
| <input type="checkbox"/> Remuneration Report | <input type="checkbox"/> Sustainability/Environment | <input type="checkbox"/> Other |

Please tick if this question is directed to the Auditor

QUESTIONS