

ECHO

ASX ANNOUNCEMENT

29 September 2014

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

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Echo Entertainment Group Limited (*the Company*) will be held on Friday 31 October 2014 at Jupiters Theatre, Jupiters Hotel & Casino, Broadbeach Island, Gold Coast Highway, Gold Coast, Queensland, commencing at 9:30am (Queensland 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 2014 if requested):

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

Regulatory approvals received for Item 4 – Amendments to Constitution

The Notice of Annual General Meeting and Explanatory Memorandum states that the special resolution in Item 4 (Amendments to Constitution) is subject to receipt of appropriate approvals from the NSW Independent Liquor and Gaming Authority and the relevant Queensland Minister.

Subsequent to the Notice of Annual General Meeting and Explanatory Memorandum being printed, the Company has received these approvals. Accordingly, if the proposed amendments to the Company's Constitution are approved at the Annual General Meeting, the amendments will be effective from that date.

The Company's Annual Report will be available for download from the Company's website at www.echoentertainment.com.au.

The Annual General Meeting will be webcast live on the Company's website at www.echoentertainment.com.au.

ECHOENTERTAINMENTGROUP



ECHO ENTERTAINMENT GROUP

29 September 2014

Dear Shareholder

I am pleased to invite you to Echo Entertainment Group Limited's fourth Annual General Meeting, which will be held at Jupiters Theatre, Jupiters Hotel & Casino, Broadbeach Island, Gold Coast Highway, Gold Coast, Queensland on **Friday 31 October 2014 at 9:30am (Queensland time)**.

Enclosed is a Notice of Meeting detailing the business to be considered at 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 Echo Entertainment Group's website at www.echoentertainment.com.au.

Direct Voting and Appointing a Proxy

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 vote directly or appoint a proxy by:

- using the website of Echo 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 9:30am (Queensland time) on Wednesday 29 October 2014 to be valid for the meeting.

2014 Annual Report

Echo Entertainment Group's Annual Report can be accessed online at www.echoentertainment.com.au/OurInvestors/AnnualReports.

Become an eShareholder (receive your communications electronically)

You can elect to receive all your shareholder communications electronically, including annual reports, notices of meetings and other shareholder communications. By providing your email address and electing to become an eShareholder, you will be helping to reduce the impact on the environment and costs associated with printing and sending shareholder documents. To make your elections using the on-line share registry available at Echo Entertainment Group's website, go to www.echoentertainment.com.au/OurInvestors/ShareholderCentre.

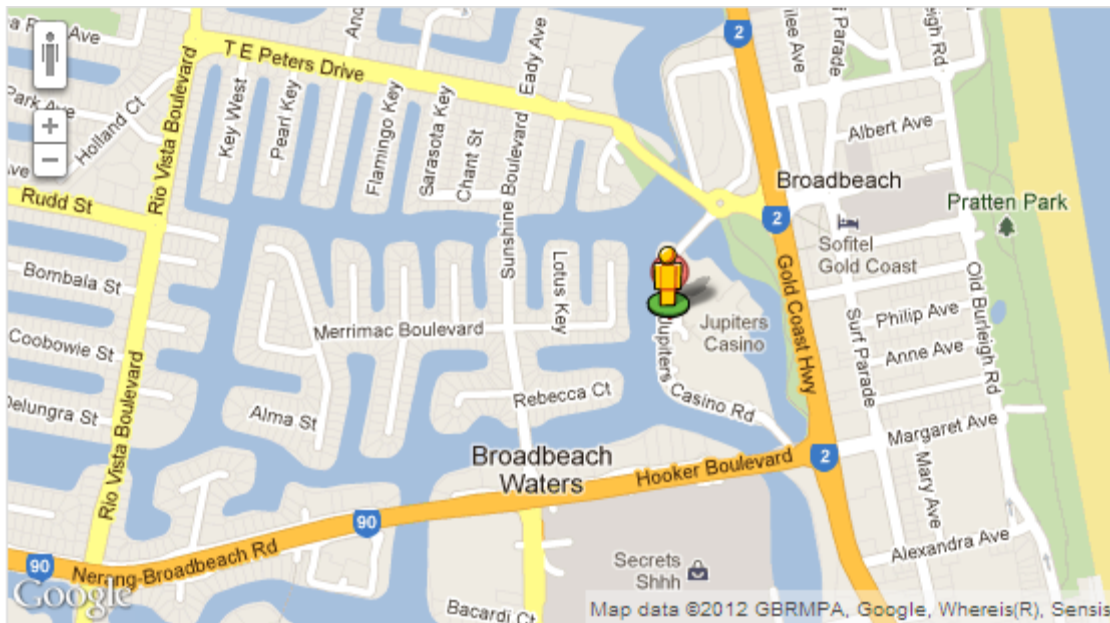
I look forward to seeing you at Jupiters Hotel & Casino, where our \$345 million redevelopment is underway.



John O'Neill AO
Chairman

HOW TO GET TO JUPITERS HOTEL & CASINO, GOLD COAST, QUEENSLAND

The various ways to get to Jupiters Hotel & Casino are detailed below.



Public Transport

Bus

The 770 bus stops on Broadbeach Island outside the casino.

For route and timetable information call Translink on 13 12 30 or visit www.translink.com.au.

G:link Light Rail

The light rail departs from Griffith University to Broadbeach, via Southport and Surfers Paradise. The best access to the casino is from either the Broadbeach North station or the Broadbeach South station.

For travel times and other information about G:link Light Rail, visit www.ridetheg.com.au.

To plan your journey, contact Translink on 13 12 30 or visit www.translink.com.au.

Driving

If you are travelling along Hooker Boulevard (e.g. from Nerang), proceed past Pacific Fair Shopping Centre and take the left-hand turn at the Jupiters sign. Enter through the boom gates located at the far end of the main entry to Jupiters Hotel & Casino. Enter through the main entrance of the casino and take the stairs just before the entrance to the main gaming floor. The stairs will lead down to the Jupiters Theatre.

Parking

Free parking will be available for all shareholders attending the Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING

The fourth Annual General Meeting of Echo Entertainment Group Limited A.C.N. 149 629 023 (*the Company*) will be held at the Jupiters Theatre, Jupiters Hotel & Casino, Broadbeach Island, Gold Coast Highway, Gold Coast, Queensland on **Friday 31 October 2014 at 9:30am (Queensland time)**.

General Business

Item 1 – Financial Statements and Reports

To receive and consider the Financial Statements and the Reports of the Directors and of the Auditor for the year ended 30 June 2014.

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

Ordinary Business

Item 2 – 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 year ended 30 June 2014 be adopted.’

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

Voting Exclusions – Item 2

No votes may be cast (in any capacity) on the resolution in relation to Item 2 by or on behalf of:

- members of the key management personnel of the Company (including the Directors), details of whose remuneration is disclosed in the Remuneration Report (those persons being referred to as the **KMP**); or
- a closely related party (such as close family members and any entities the person controls) of those persons,

whether as shareholder or proxyholder.

However, a vote may be cast on Item 2:

- by a member of the KMP, or a closely related party of a member of the KMP, if the vote is cast as a proxy appointed by way of a shareholder voting form that specifies how the proxy is to vote on Item 2, and the vote is not cast on behalf of a member of the KMP or a closely related party of a member of the KMP; or
- by the Chairman of the Meeting, if the vote is cast as a proxy appointed in writing that does not specify the way the proxy is to vote on the resolution, and expressly authorises the Chairman of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

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 Item 2, you will be expressly authorising the Chairman of the Meeting to exercise your proxy even if Item 2 is connected directly or indirectly with the remuneration of a member of the KMP.

The Chairman of the Meeting intends to vote all available proxies in favour of Item 2.

Item 3 – Re-election of John O’Neill AO as a Director

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

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

Item 4 – Amendments to Constitution

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

‘That, subject to receipt of appropriate approvals from the NSW Independent Liquor and Gaming Authority and the relevant Queensland Minister, 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.)

Voting Requirements – Item 4

Section 136(2) of the *Corporations Act 2001 (Cth)* (**Corporations Act**) requires the amendments to the Constitution to be approved by a special resolution.

Item 5 – Amendment to Constitution – Renewal of Proportional Takeover Provisions

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

‘That clause 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 for a period of three years commencing on the date this resolution is passed.’

Voting Requirements – Item 5

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.

Item 6 – 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 $\$1,000,000$ 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 Echo Entertainment Group Limited Long Term Performance Plan and on the basis described in the Explanatory Memorandum to this Notice of Meeting.’

Voting Exclusions – Item 6

The following persons may not vote, and the Company will disregard any votes cast by the following persons, on the resolution in relation to Item 6:

1. Mr Matt Bekier (being the only Director who is eligible to participate in any employee incentive scheme of the Company) and his associates. However, the Company need not disregard a vote if:
 - it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
 - it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
2. A member of the KMP (and any closely related party of any such member) that is appointed as a proxy where the proxy appointment does not specify the way the proxy is to vote on the relevant resolution, unless:
 - the proxy is the Chairman of the Meeting; and
 - the proxy appointment expressly authorises the Chairman of the Meeting to exercise the proxy even if that resolution is connected directly or indirectly with the remuneration of a member of the KMP.

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 Item 6, you will be expressly authorising the Chairman of the Meeting to exercise your proxy even if Item 6 is connected directly or indirectly with the remuneration of a member of the KMP.

The Chairman of the Meeting intends to vote undirected proxies in favour of Item 6.

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

A handwritten signature in blue ink, appearing to read "Paula Martin".

Paula Martin
Company Secretary

Dated: 29 September 2014

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 (Queensland time) on Wednesday, 29 October 2014.
2. 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 Shareholder Voting Form enclosed, 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 Shareholder Voting Form enclosed, and lodging it with the Company's Share Registry or online at www.linkmarketservices.com.au.
4. To be effective, the Shareholder Voting Form must be received by the Company at the Company's Share Registry address or facsimile number shown below, or lodged on-line at the website of the Company's Share Registry by **9:30am (Queensland time) on Wednesday, 29 October 2014**.
5. The Shareholder Voting Form must be signed in accordance with the instructions on the form. You will be taken to have signed your Shareholder Voting Form if you lodge it on-line in accordance with the instructions on the website.

A Shareholder Voting Form accompanies this Notice of Annual General Meeting. For further instructions on voting, please refer to the Shareholder 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 Shareholder 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 Annual General 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) and be lodged with the Company before the Annual General Meeting or at the registration desk on the day of the Annual General 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 intends to vote undirected 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 Shareholder Voting Form

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

By Mail:

Echo Entertainment Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
or **by facsimile:** +61 2 9287 0309
or **on-line** 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 Echo Entertainment Group Limited to be held at Jupiters Theatre, Jupiters Hotel & Casino, Broadbeach Island, Gold Coast Highway, Gold Coast, Queensland on **Friday 31 October 2014 at 9:30am (Queensland time)** and forms part of the Notice of Meeting.

Item 1 – Financial Statements and Reports

The Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2014 will be laid before the meeting. There is no requirement for shareholders to approve those reports. However, the Chairman 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.

Written questions to the Company's Auditor about:

- the content of the Auditors' Report; and
- the conduct of the audit,

may be submitted to:

The Company Secretary
Echo Entertainment Group Limited
Level 3, 159 William Street
Brisbane QLD 4000
Facsimile: +61 7 3228 0099
Email: investor@echoent.com.au

and must be received by **5:00pm (Queensland time) on Friday, 24 October 2014**.

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

In addition to taking questions at the meeting, written questions to the Chairman about the management of the Company may be submitted to the Company Secretary at the above address until **5:00pm (Queensland time) on Thursday 30 October 2014**.

Item 2 – Remuneration Report

Pursuant to the Corporations Act, the Company is required to include in the Directors' Report a detailed Remuneration Report relating to remuneration of Directors and key management personnel in the financial year ended 30 June 2014, and submit it for adoption by resolution of shareholders at the Annual General Meeting.

The Directors' Report for the year ended 30 June 2014 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 www.echoentertainment.com.au.

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

- details relating to the remuneration arrangement 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 2014; and
- the remuneration framework and key programs which drive the Company's performance.

Following consideration of the Remuneration Report, the Chairman 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.

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 2.

Item 3 – Re-election of 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.

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.

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 an ex-officio member of all Board committees.

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 3.

Item 4 – Amendments to Constitution

The Company is currently governed by its existing Constitution which has been in effect since the Company was listed 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 4 are set out below.

Existing Constitution

There are a number of restrictions on shareholdings in the Company reflected in the Company’s existing Constitution (Rules 80 – 88) which arise under legislation or are due to the requirements of regulatory authorities.

For so long as the Company controls (or has a relevant interest in more than 25% of the shares in) Star City Holdings Limited, and The Star Pty Ltd is wholly owned by Star City Holdings Limited, and The Star Pty Ltd is licensed to conduct The Star casino business (the **Relevant Period for NSW**), a person must not have voting power in the Company of more than 10% without the written consent of the NSW Independent Liquor and Gaming Authority (previously the NSW Casino, Liquor and Gaming Control Authority) (**NSW ILGA**).

In addition, for so long as the Company controls (or has a relevant interest in more than 25% of the shares in) Jupiters Limited and Jupiters Limited (or one of its subsidiaries) holds a casino licence in Queensland (the **Relevant Period for Queensland**), a person must not have voting power in the Company of more than 10% without the written consent of the relevant Queensland Minister.

The term ‘voting power’ (and related concepts and definitions) in the Company’s Constitution has the same meaning as in the Corporations Act.

To assist the Company to administer compliance with the shareholding restrictions, the Board may, from time to time, send to a shareholder a pro-forma statutory declaration, in response to which that shareholder must provide the required information to the Company within the specified time period.

If a shareholder fails to provide the required information under the statutory declaration within the specified time, the Company may suspend their voting rights or (in some cases) require those shares to be disposed of.

In addition, if the Company becomes aware that a person's voting power exceeds the voting power limits referred to above without the approval of the NSW ILGA or the relevant Queensland Minister (as relevant) during the Relevant Period for NSW or the Relevant Period for Queensland respectively, it must serve a notice on the holder of any relevant shares to dispose of the shares which give rise to the breach of the Constitution, and at that time, all dividend and voting rights attaching to the relevant shares will be suspended. That holder must dispose of all of their shares in the Company within 30 days after receiving such a notice. If the shareholder does not dispose of the shares as required, the Company is empowered to dispose of the relevant shares at fair market value, determined in accordance with the Constitution, or at the best price the Company is able to obtain.

Potential 'gap' in Corporations Act flows through to Constitution

As described above, the Company has a limited ability under its Constitution to require shareholders to provide ownership information for the purpose of allowing the Company to monitor and manage the ownership thresholds and shareholding restrictions. Those Constitutional powers currently reflect the concepts and definitions for ownership and disclosure which are used in the Corporations Act – in particular, 'voting power', 'voting share' and 'relevant interest'.

However, under the existing law, it is accepted that certain types of derivative interests may not create a relevant interest in the underlying shares of the Company or may not require disclosure under the substantial holdings framework set out in the Corporations Act.

Proposed amendments for modified Constitution

The proposed amendments to the Company's Constitution:

- a. supplement the existing Corporations Act definitions of 'voting power' and 'voting shares' to take into account equity derivative interests and improve the effectiveness of those provisions of the Constitution which relate to the Company's obligations to monitor and manage the 10% ownership thresholds that trigger a regulatory approval from the regulatory authorities;
- b. amend the definition of 'Applicable Gaming Law of Queensland' to remove reference to the casino agreement act applicable to the Jupiters Townsville operations and to make the definition inclusive (rather than definitive), to allow for new casino agreement acts to be included as relevant;
- c. replace all existing references to 'NSW Casino, Liquor and Gaming Control Authority' with its new name 'NSW Independent Liquor and Gaming Authority'; and
- d. amend the definition of 'NSW Casino Licensee' to reflect the change of company name of 'Star City Pty Limited' to 'The Star Pty Limited'.

Proposed amendments subject to approval by casino regulators

During the Relevant Period for NSW and the Relevant Period for Queensland, certain provisions of the Constitution (including those provisions which are the subject of the proposed amendments) cannot be amended without the prior written approval of the NSW ILGA and the relevant Queensland Minister respectively.

At the date this Notice of Meeting was prepared, the Company is in consultation with the NSW ILGA and the relevant Queensland Minister with a view to obtaining approval for the proposed amendments to Company's Constitution.

Accordingly, the shareholder vote to implement the proposed amendments as described in this Item 4 remains subject to the Company's receipt of approvals from the NSW ILGA and the relevant Queensland Minister (as applicable).

If either of NSW ILGA or the relevant Queensland Minister refuse to give approval to the Company, then regardless of whether or not the special resolution is passed by the requisite majority of shareholders at the meeting, the special resolution in this Item 4 will not be satisfied and the Company's Constitution will not be modified to incorporate the proposed amendments.

Alternatively, if both of NSW ILGA and the relevant Queensland Minister do give approval, and the special resolution is passed by the requisite majority of shareholders at the meeting, the special resolution in this Item 4 will be satisfied on its terms and the Company's Constitution will be modified to incorporate the proposed amendments.

The effective date for the amendments will be the later of the date the special resolution is passed and receipt of both of the NSW ILGA and Queensland Minister approvals.

Other information

Beyond the issue of effectively administering the ownership thresholds and shareholding restrictions which are enshrined in the Company's Constitution, the Board considers that effective and comprehensive ownership disclosure provisions (including disclosure of equity derivative interests) are important for the transparency and integrity of Australia's financial markets. The Board also believes that shareholders deserve to be fully informed of substantial economic holdings in the Company, regardless of the technical legal form of the holding.

The Board unanimously recommends that shareholders vote in favour of the special resolution in relation to Item 4.

Item 5 – Amendment to Constitution - Renewal of Proportional Takeover Provisions

Under the Constitution and section 648G of the Corporations Act, the proportional takeover provisions in clause 79 (*'Proportional Takeover Approval'*) of the Constitution, first adopted on listing of the Company in 2011, automatically lapse after three years.

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.

Clause 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 clause 79 of the Constitution, by passing the special resolution in relation to Item 5 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 31 October 2017, 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 adopted by shareholders in 2011.

"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 clause 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, the application made by the Genting group of companies on 27 June 2012 for approval to increase their shareholding or voting power in the Company above the 10% restriction in the Company's Constitution is still pending approval by the NSW ILGA and the Queensland Attorney General and Minister for Justice.

At the date this Notice of Meeting was prepared, no Director is aware of any other 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 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 approval 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 clause 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.

The Board unanimously recommends that shareholders vote in favour of the special resolution in relation to Item 5.

Item 6 – 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 2015, which relates to the proposed allocation of New Performance Rights (as defined below) to be issued under the Echo Entertainment Group Limited Long Term Performance Plan (**Long Term Performance Plan**).

Mr Bekier's remuneration arrangements were disclosed when his proposed appointment as Managing Director and Chief Executive Officer was announced to the Australian Securities Exchange on 5 February 2014.

(a) Background

On 10 April 2014, Mr Bekier ceased as Chief Financial Officer and Executive Director of the Company and commenced his role as the Company's Managing Director and Chief Executive Officer on 11 April 2014.

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. Mr Bekier's annual fixed remuneration and the amounts potentially payable as a short term incentive and long term incentive if targets are met are as set out in the Remuneration Report contained in the Company's Annual Report for the year ended 30 June 2014.

In respect of the long term incentive component of Mr Bekier's remuneration, the Company will, subject to obtaining the necessary shareholder approval, grant to Mr Bekier a long term incentive award equivalent to \$1,000,000.

Subject to shareholder approval being obtained, the Company will allocate to Mr Bekier the number of performance rights determined based on the formula \$1,000,000 divided by the Moderated Face Value¹ of a performance right calculated as at 26 September 2014 (the **Calculation Date**) rounded down to the nearest whole number (**New Performance Rights**).

The proposed allocation of the New Performance Rights to Mr Bekier will align his annual long term incentive arrangements with those of other senior executives of the Company. The performance hurdles, Test Date (as defined below), Calculation 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 26 September 2014.

The New Performance Rights to be allocated to Mr Bekier have no dividend or voting 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. These 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 pursuant to the Long Term Performance Plan.

For further information on the Long Term Performance Plan, refer to the Remuneration Report in the Company's Annual Report for the year ended 30 June 2014.

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 MFV for each allocation of performance rights. In order to determine the related accounting values for disclosure in subsequent Remuneration Reports, the Company also engages consultants to complete a fair value calculation utilising a 'Monte Carlo' simulation to estimate the proportion of performance rights which might vest at the test date after the application of the performance hurdles.

(b) Date the securities will be granted

If approved by shareholders, the New Performance Rights will be allocated to Mr Bekier as soon as practicable after the Annual General Meeting, but not later than 12 months after the Annual General Meeting, and with effect from 26 September 2014.

(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 6 is that number arrived at based on the formula in that resolution.

The number of New Performance Rights proposed to be allocated to Mr Bekier will be confirmed at the Annual General 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 the relevant holder.

Vesting Conditions

There will be one test date and no retesting for the New Performance Rights, which may vest on 26 September 2018 (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, though 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:

- relative total shareholder return (**TSR**); and
- absolute earnings per share (**EPS**).

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

1. TSR Performance Hurdle

50% 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 26 September 2014 to the Test Date. The peer group comprises those companies in the S&P/ASX100 Index as at 26 September 2014, excluding property trusts, infrastructure groups and mining companies and companies that are subsequently taken over, demerged or (if the Board determines) otherwise delisted.

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 26 September 2014 (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% of New Performance Rights will vest
At 50 th percentile	50% of New Performance Rights will vest
Above the 50 th percentile and below the 75 th percentile	An additional 2% of New Performance Rights will vest for each 1 percentile increase above the 50 th percentile
At or above 75 th percentile	100% of New Performance Rights will vest

2. *EPS Performance Hurdle*

50% of the New Performance Rights available to Mr Bekier are subject to an Earnings Per Share (**EPS**) performance hurdle.

The EPS hurdle measures the growth in accounting based earnings per ordinary share measured. It drives line of sight between shareholder value creation and management's financial performance. This target is an absolute target set by the Board considering the Company's five-year financial outlook.

A maximum and threshold performance level will be set relative to the percentage of Performance Rights that will vest.

Echo will disclose EPS targets on a retrospective basis to ensure that the Company's competitive position is not compromised.

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 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 26 September 2014 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 26 September 2014 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 26 September 2014 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 26 September 2014 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	26 September 2013	196,850	8 November 2013

(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.

The Board (other than Mr Bekier in respect of the resolution in respect of his proposed grant, given that he has a personal interest in the relevant resolution and therefore abstains from making a recommendation) recommends that shareholders vote in favour of the resolution in relation to Item 6.

The Chairman intends to vote undirected proxies in favour of the resolution in relation to Item 6.

By mail:
Echo Entertainment Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

By fax: +61 2 9287 0309

All enquiries to: Telephone: +61 1300 880 923



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SHAREHOLDER 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.

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.

STEP 1 Please mark either Box A or Box B

I/We being a shareholder(s) of Echo Entertainment Group Limited (the Company) and entitled to attend and vote hereby:

A	VOTE DIRECTLY
<input type="checkbox"/> elect to lodge my/our vote(s) directly (mark box)	in relation to the Annual General Meeting of the Company to be held at 9:30am (Queensland time) on Friday, 31 October 2014 at Jupiters Theatre, Jupiters Hotel and Casino, Broadbeach Island, Gold Coast Highway, Gold Coast, QLD 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 if you wish to appoint a proxy to attend the meeting, please complete Box B

B	APPOINT A PROXY
appoint the Chairman of the Meeting (mark box) <input type="checkbox"/>	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 <input style="width: 100%;" type="text"/>
or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf in accordance with the voting directions below (or if no voting directions have been given, as the proxy sees fit, subject to any applicable voting exclusion(s)) at the Annual General Meeting of the Company to be held at 9:30am (Queensland time) on Friday, 31 October 2014 at Jupiters Theatre, Jupiters Hotel and Casino, Broadbeach Island, Gold Coast Highway, Gold Coast, QLD and at any adjournment or postponement of the meeting. GO TO STEP 2.	
If the Chairman of the Meeting is acting as my/our proxy, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy to vote on an item, even if the item is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.	

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

STEP 2 VOTING DIRECTIONS FOR YOUR DIRECT VOTE OR PROXY

Items	Proxy Only				Proxy Only		
	For	Against	Abstain*		For	Against	Abstain*
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Amendment to Constitution - Renewal of Proportional Takeover Provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of John O'Neill AO as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Grant of Performance Rights to the Managing Director and Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Amendments to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

* If you are voting under Box A and mark the Abstain box for a particular item, your vote will be invalid. If you are voting under Box B and mark the Abstain box for a particular item, you are thereby 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.

STEP 3 SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual) <input style="width: 100%; height: 20px;" type="text"/> Sole Director and Sole Company Secretary	Joint Shareholder 2 (Individual) <input style="width: 100%; height: 20px;" type="text"/> Director/Company Secretary (Delete one)	Joint Shareholder 3 (Individual) <input style="width: 100%; height: 20px;" type="text"/> Director
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This form must be signed by the shareholder. For further information on signing instructions, please refer overleaf.



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.**

Voting under Box A

Direct Vote

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

The Chairman's decision as to whether a direct vote is valid is conclusive.

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).

Voting under Box B

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box under B. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person 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.

Proxy Voting Directions

You can direct your proxy how to vote by placing a mark in one of the boxes opposite each item. 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 any 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) or other member of the key management personnel of the Company whose remuneration details are set out in the Remuneration Report, or their closely related parties, you must specify how they should vote on Items 2 and 6 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 as proxy with a direction to vote against, or to abstain from voting on Items 2 and 6, you should specify this by completing 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.

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;
- return both forms together to the Company's share registry.

Signing Instructions

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

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 already lodged the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified copy of the Power of Attorney to this form and return both documents by post 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*) 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 you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

Lodgement of a Voting Form

This Voting Form (and any Power of Attorney under which it is signed) must be received at any address given below by **9:30am (Queensland time) on Wednesday, 29 October 2014**, 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:



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 using the reply paid envelope:

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



by fax:

+61 2 9287 0309



by hand:

by delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**