

**SKYCITY Entertainment Group Limited**

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PO Box 6443 Wellesley Street

Auckland New Zealand

Telephone +64 (0)9 363 6141

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[www.skycitygroup.co.nz](http://www.skycitygroup.co.nz)

11 May 2016

Client Market Services  
NZX Limited  
Level 1, NZX Centre  
11 Cable Street  
**WELLINGTON**

Copy to:

ASX Market Announcements  
Australian Stock Exchange  
Exchange Centre  
Level 6  
20 Bridge Street  
Sydney NSW 2000  
**AUSTRALIA**

**RE: SKYCITY ENTERTAINMENT GROUP LIMITED (SKC)  
Cleansing Notice in relation to Capital Raising**

Please see attached.

Yours faithfully



Peter Treacy  
Company Secretary

11 May 2016

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11 Cable Street  
**WELLINGTON**

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**NOTICE PURSUANT TO CLAUSE 20(1)(a) OF SCHEDULE 8 TO THE  
FINANCIAL MARKETS CONDUCT REGULATION 2014**

1. SKYCITY Entertainment Group Limited ("**SKYCITY**") intends to undertake a pro rata 1 for 10 accelerated entitlement offer of ordinary shares to eligible shareholders. Any shares not taken up or attributable to ineligible shareholders will be offered to institutional investors through two bookbuilds to be run by the Joint Lead Managers. These offers ("**Offers**") are fully underwritten.
2. Pursuant to the Offers, an offer for issue is being made to investors in reliance upon the exclusion in clause 19 of schedule 1 to the Financial Markets Conduct Act 2013.
3. This notice is provided under subclause 20(1)(a) of schedule 8 to the Financial Markets Conduct Regulations 2014 ("**Regulations**").
4. As at the date of this notice, SKYCITY is in compliance with the continuous disclosure obligations that apply to it in relation to ordinary shares in SKYCITY.
5. As at the date of this notice, SKYCITY is in compliance with its financial reporting obligations (as defined in subclause 20(5) of schedule 8 to the Regulations).
6. As at the date of this notice, there is no information that is 'excluded information' as defined in subclause 20(5) of schedule 8 to the Regulations.
7. The potential effects that the Offers and acquisition of new shares will have on the 'control' (within the meaning of clause 48 of schedule 1 to the Financial Markets Conduct Act 2013) of SKYCITY and the consequences of those effects are as follows:
  - (a) As at the date of this notice, no shareholder or group of shareholders control SKYCITY.
  - (b) If all eligible shareholders take up their pro rata entitlements to new shares under the Offers, their percentage shareholding in SKYCITY will remain the same and there will be no effect on the control of SKYCITY.
  - (c) For shareholders who choose not to participate, and shareholders with registered addresses outside of New Zealand or Australia who are not eligible to participate in the Offers, their percentage shareholdings will be diluted as a result of the issue of new shares. However, it is not

anticipated that any resulting dilution would have a material effect on the control of SKYCITY. SKYCITY will be entitled to allocate their entitlements to other parties, and expects to do so under the bookbuilds and the underwriting.

- (d) If no eligible shareholders took up their entitlements, the maximum shortfall would be approximately 10% of SKYCITY. It is expected that any shortfall would be allocated to a number of parties, such that the allocation should have no material effect or consequence on the control of SKYCITY.
- (e) SKYCITY has not sought a waiver from NZX Main Board Listing Rule 7.5 (regulating issues of shares which could affect the effective control of SKYCITY), and the Takeovers Code will also prevent any person holding or controlling 20% or more of the voting securities in SKYCITY as a result of the Offers.
- (f) Accordingly, the Offers are not expected to have any material effect or consequence on the control of SKYCITY.

On behalf of  
**SKYCITY Entertainment Group Limited**



Peter Treacy  
Company Secretary