



THE STAR

ASX Announcement

5 April 2016

SHARE SALE FACILITIES

The Star Entertainment Group Limited (ASX: SGR) (*the Company*) today announces share sale facilities providing eligible shareholders an opportunity to sell their shares in the Company without incurring any brokerage or handling costs.

The Company is offering separate share sale facilities to eligible shareholders who:

1. are the registered holders of less than a marketable parcel of shares (i.e. less than \$500 worth of shares on the Record Date) (**Small Holding Sale Facility**); and
2. are the registered holders of 5,000 or less shares but hold at least \$500 worth of shares on the Record Date (**Voluntary Share Sale Facility**),

and whose registered address is in Australia or New Zealand as at 7.00pm (Sydney time) Tuesday, 29 March 2016 (**Record Date**) (collectively the **Sale Facilities**).

Eligible shareholders under the Sale Facilities have the option to either sell their shareholding or retain their shareholding.

Employee shareholders whose shares were acquired under an employee share plan or incentive plan of the Company are not eligible to participate in either of the Sale Facilities.

The Small Holding Sale Facility is offered in accordance with clause 76 of the Company's Constitution and the ASX Listing Rules.

The Voluntary Share Sale Facility is offered in accordance with ASIC Class Order CO 08/10 (**Class Order**).

In accordance with ASX Listing Rule 3.17.1 and the Class Order, attached is the documentation relating to each of the Small Holding Sale Facility and Voluntary Share Sale Facility, being sent to eligible shareholders on the below mentioned dates.

Attached is a summary of key dates for the Small Holding Sale Facility and the Voluntary Share Sale Facility respectively.

Paula Martin
Company Secretary

Key Dates – Small Holding Sale Facility

Record Date	7:00pm (Sydney time) on Tuesday, 29 March 2016
Announcement Date	Tuesday, 5 April 2016
Invitation letters sent to eligible shareholders under the Small Holding Sale Facility	Tuesday, 5 April 2016
Small Holding Sale Facility Opening Date	Tuesday, 5 April 2016
Small Holding Sale Facility Closing Date (for receipt of share retention slip)	5.00pm (Sydney time) on Tuesday, 17 May 2016
Payment Date / Payment advice mailing under the Small Holding Sale Facility	Monday, 6 June 2016

Key Dates – Voluntary Share Sale Facility*

Record Date	7:00pm (Sydney time) on Tuesday 29 March 2016
Announcement Date	Tuesday, 5 April 2016
Invitation letters sent to eligible shareholders under the Voluntary Share Sale Facility	Thursday, 14 April 2016
Voluntary Share Sale Facility Opening Date	Tuesday, 19 April 2016
Voluntary Share Sale Facility Closing Date (for receipt of sale instruction form)	5.00pm (Sydney time) on Tuesday, 17 May 2016
Payment Date / Payment advice mailing under the Voluntary Share Sale Facility	Expected to be Monday, 6 June 2016

*Dates subject to change in accordance with the terms of the Voluntary Share Sale Facility.

5 April 2016

**THIS LETTER CONTAINS IMPORTANT INFORMATION ABOUT YOUR SHAREHOLDING IN
THE STAR ENTERTAINMENT GROUP LIMITED AND REQUIRES YOUR IMMEDIATE ATTENTION**

Dear Shareholder

Small Holding Sale Facility

I am writing to offer a sale facility (**Small Holding Sale Facility**) to all eligible shareholders who hold less than a marketable parcel of shares in The Star Entertainment Group Limited (**Company**), being fully paid ordinary shares in the Company (**Shares**) valued at a total of less than A\$500 (**Small Holding**), and whose registered address is in Australia or New Zealand as at 7.00pm (Sydney time) on Tuesday, 29 March 2016 (**Record Date**).

Based on the closing price of the Company's Shares as traded on the Australian Securities Exchange (**ASX**) on the Record Date of A\$5.68, a **Small Holding** is any holding of 88 Shares or less.

Our records indicate that as at the Record Date, you held a Small Holding. Accordingly, the Company offers you the opportunity to sell your Shares through the Small Holding Sale Facility without paying for any brokerage or handling costs associated with the sale.

What do I need to do?

1. ***If you want to sell your Shares under the Small Holding Sale Facility, you do not need to take any action.***

If you do not take any action, the Company intends to sell your Shares by Tuesday, 24 May 2016. The proceeds of the sale of your Shares will be paid to you on Monday, 6 June 2016 in Australian Dollars using the payment method recorded by the Company's share registry, Link Market Services Limited (**Share Registry**) for your shareholding.

You do not need to appoint a broker or pay any brokerage or handling costs associated with the sale of your Shares under the Small Holding Sale Facility. However, any tax consequences as a result of the sale of your Shares will be your responsibility.

If you are in doubt, or if you require further information regarding possible tax implications from participating in the Small Holding Sale Facility, please consult your legal, financial and/or taxation adviser.

2. ***If you DO NOT want to sell your Shares through the Small Holding Sale Facility, you need to complete and return the retention slip at the bottom of the enclosed share retention form so that it is received by the Share Registry by 5.00pm (Sydney time) on Tuesday, 17 May 2016 (Closing Date).***

Retention slips can be returned to the Share Registry's address listed on the share retention form.

Important information

It is important that you read and understand the Small Holding Sale Facility Terms and Conditions enclosed with this letter.

If you participate in the Small Holding Sale Facility, you cannot specify the price at which your Shares will be sold and you will not have control over the time at which your Shares are sold, but your Shares will be sold by Tuesday, 24 May 2016.

The price that you will receive for each of your Shares sold through the Small Holding Sale Facility (**Sale Price**) will be the average price of all Shares sold through the Small Holding Sale Facility.

You should seek independent financial advice (including tax advice) specific to your circumstances when determining whether or not to participate in the Small Holding Sale Facility.

The Company does not make any recommendation as to whether you should participate in the Small Holding Sale Facility and is not giving, and is not obliged to give, any advice to you.

Voluntary Share Sale Facility

The Company is also undertaking a share sale facility to all shareholders who hold 5,000 or less but at least A\$500 worth of Shares and whose registered address is in Australia or New Zealand as at the Record Date (**Voluntary Share Sale Facility**).

As your holding was valued at less than A\$500 on the Record Date, this shareholding is not eligible to participate in the Voluntary Share Sale Facility. If you have multiple shareholdings and one or more holdings comprised 5,000 or less but at least A\$500 worth of Shares on the Record Date, then you will be separately invited to participate in the Voluntary Share Sale Facility. Please note that both the period in which Shares are sold and the Sale Price under the Small Holding Sale Facility may be different to those under the Voluntary Share Sale Facility.

If you have any questions concerning the contents of this letter, please contact The Star Entertainment Group Limited Shareholder Enquiry Line on +61 1300 880 923 (toll free within Australia) between 8.30am and 5.30pm (Sydney time) Monday to Friday or email the Share Registry at starentertainment@linkmarketservices.com.au.

Yours sincerely



Paula Martin
Company Secretary

THE STAR ENTERTAINMENT GROUP LIMITED

SMALL HOLDING SALE FACILITY TERMS AND CONDITIONS

The Star Entertainment Group Limited (ABN 85 149 629 023) (**Company**) is offering a small holding sale facility (**Small Holding Sale Facility**) in accordance with rule 76 of the Company's constitution and the Australian Securities Exchange (**ASX**) Listing Rule 15.13.

These terms and conditions, together with the enclosed letter from the Company Secretary (**Notice**) and the share retention form, satisfy the notice requirements detailed in the Company's constitution.

1. What is the Small Holding Sale Facility?

The Small Holding Sale Facility is available to eligible shareholders who, at 7.00pm (Sydney time) on Tuesday, 29 March 2016 (**Record Date**), were registered as holders of fully paid shares in the Company (**Shares**) valued at a total of less than A\$500 (**Small Holding**) and whose registered address is in Australia or New Zealand.

The Small Holding Sale Facility provides you with an easy and cost-effective way to dispose of all of your Shares. The Company will pay the brokerage and handling costs in relation to the sale of Shares under the Small Holding Sale Facility.

If you want to sell your Shares under the Small Holding Sale Facility, you do not need to take any further action. You should, however, check that your details as recorded by the Company's share registry, Link Market Services Limited (**Share Registry**) are correct.

If you are a holder of a Small Holding and you **do not** want to sell your Shares, you must complete and return the retention slip at the bottom of your enclosed share retention form by 5.00pm (Sydney time) on Tuesday, 17 May 2016 (**Closing Date**).

2. Timetable

Record Date:	7.00pm (Sydney time) Tuesday, 29 March 2016
Announcement and Opening Date:	Tuesday, 5 April 2016
Letters sent to eligible shareholders:	Tuesday, 5 April 2016
Closing Date for receipt of retention slips:	5.00pm (Sydney time) Tuesday, 17 May 2016
Sale of Shares on market:	By Tuesday, 24 May 2016
Payment Date / Payment advice mailing:	Monday, 6 June 2016

3. What is a Small Holding?

The ASX Listing Rules provide that a marketable parcel is a parcel of shares with a value of at least A\$500 (determined by reference to the closing price of those shares on the ASX) at the relevant record date (**Marketable Parcel**).

For the purpose of the Small Holding Sale Facility, a **Small Holding** is a holding of Shares that is less than a Marketable Parcel as at the Record Date. Based on the closing price of A\$5.68 per Share on the ASX on the Record Date, a **Small Holding** is any holding of less than 88 Shares.

4. Why is the Company offering the Small Holding Sale Facility?

The Company values all of its shareholders, however the administrative costs (including share register and shareholder communication expenses) of maintaining many small shareholder accounts is disproportionately high when compared with the dollar value of Small Holdings. In addition, the Company recognises that small shareholders may find it difficult or expensive to dispose of their Shares through the normal means.

Accordingly, the Small Holding Sale Facility provides small shareholders with an easy and cost-effective way to sell all of their Shares while assisting with reducing the Company's ongoing costs associated with administering shareholdings.

5. Who can participate in the Small Holding Sale Facility?

Any eligible shareholder who is the registered holder of a Small Holding and whose registered address is in Australia or New Zealand as at 7.00pm (Sydney time) on the Record Date is eligible to participate in the Small Holding Sale Facility.

6. What do I need to do to participate in the Small Holding Sale Facility?

If you want to sell your Shares under the Small Holding Sale Facility you do not need to take any further action.

Neither these terms and conditions nor any correspondence with the Company, its agents or employees constitutes advice or a recommendation to sell or retain your Shares, nor that the Small Holding Sale Facility is the best way to sell your Shares.

You should seek independent advice (including tax advice) specific to your circumstances when determining whether to participate in the Small Holding Sale Facility.

7. What do I have to do to retain my Small Holding?

If you want to retain your Small Holding, you must notify the Company in writing by completing and returning your retention slip (at the bottom of the enclosed share retention form) to the Share Registry in accordance with the instructions in the share retention form, by 5.00pm (Sydney time) on the Closing Date.

8. What happens if I do not return my retention slip to the Share Registry by 5.00pm (Sydney time) on the Closing Date?

In accordance with its constitution and the ASX Listing Rules, the Company is entitled to sell your Shares under the Small Holding Sale Facility.

9. Can I withdraw my retention slip?

You can only withdraw your retention slip before the Closing Date, by sending a written request to the Share Registry:

- (a) detailing your name, address and shareholder reference number (SRN) or holder identification number (HIN);
- (b) stating that you would like to withdraw your retention slip; and
- (c) that is signed by all shareholders, if your holding is in more than one name.

Your written request must be received by the Share Registry before 5.00pm (Sydney time) on the Closing Date in order to be effective.

10. What costs will I incur?

The Company is responsible for the costs of sale of your Shares under the Small Holding Sale Facility. This includes any stamp duty, brokerage and Share Registry fees (but expressly excludes any tax on income or capital gains).

Tax may be payable by you on any gains you make on the sale of the Shares. This will depend on your personal taxation circumstances.

If you are in doubt, or if you require further information regarding possible tax implications from participating in the Small Holding Sale Facility, please consult your legal, financial and/or taxation adviser.

11. Can I sell some but not all of my Small Holding through the Small Holding Sale Facility?

No. You cannot sell part of your Small Holding under the Small Holding Sale Facility.

12. Why did I receive two letters inviting me to sell my Shares through the Small Holding Sale Facility?

You may have two separate holdings of Shares. If that is the case, the Small Holding Sale Facility will apply to each holding separately.

To provide instructions in relation to more than one holding, you need to separately return a completed retention slip for each of those holdings.

13. How can I consolidate my separate holdings, and what will happen to my consolidated holding?

If the sum of your separate shareholdings equates to more than a Small Holding and the Shares are held in the same name, you may create a Marketable Parcel by merging your holdings. To consolidate your holdings, you need to complete a 'Merge Multiple Holdings' form and return it to the Share Registry by no later than 5.00pm (Sydney time) on the Closing Date. You can obtain this form on the Share Registry's website www.linkmarketservices.com.au, or by contacting the Share Registry.

Your consolidated shareholding will still be sold under the Small Holding Sale Facility unless you give written notice to the Share Registry that you wish to retain your consolidated shareholding. If you wish to retain your consolidated shareholding, you must return your completed retention slips for the respective shareholdings to the Share Registry in accordance with the instructions in the share retention form, by 5.00pm (Sydney time) on the Closing Date.

14. What happens if I buy more Shares or merge my holdings so that I have a Marketable Parcel?

If your holding increases between the Record Date and the Closing Date (either as a result of buying more shares or by merging your separate holdings) so that you have a Marketable Parcel (i.e. more than a Small Holding) on the Closing Date, your Shares which are the subject of the Notice will still be sold under the Small Holding Sale Facility unless you return your completed retention slip to the Share Registry in accordance with the instructions in the share retention form, by 5.00pm (Sydney time) on the Closing Date.

For example, if you held 10 Shares on the Record Date and you subsequently purchase 1,000 Shares or merge 1,000 Shares from another holding before the Closing Date so that the balance of your first mentioned holding is 1,010 Shares, then unless you return your completed retention slip to the Share Registry in accordance with the instructions in the share retention form, by 5.00pm (Sydney time) on the Closing Date, your entire holding of 1,010 Shares will be sold.

15. What happens if the Share price increases so that I have a Marketable Parcel?

If the Share price increases between the Record Date and the Closing Date so that the value of your Small Holding increases to more than a Marketable Parcel on the Closing Date, your Shares which are the subject of the Notice will still be sold under the Small Holding Sale Facility unless you return your completed retention slip to the Share Registry in accordance with the instructions in the share retention form, by 5.00pm (Sydney time) on the Closing Date.

16. What if I hold my Shares in a CHESS sponsored holding?

You can still participate in the Small Holding Sale Facility if you hold Shares in a CHESS sponsored holding. Shares remaining in a CHESS sponsored holding as at the Closing Date will be moved to an issuer sponsored holding and sold under the Small Holding Sale Facility (without further notice and in accordance with ASX Settlement Operating Rule 5.12.2).

17. When and how will my Shares be sold?

The sale of Shares under the Small Holding Sale Facility is expected to occur as soon as practicable after the Closing Date and must be completed within seven days of the Closing Date, as required under rule 76 of the Company's Constitution. Macquarie Securities (Australia) Limited (ABN 58 002 832 126) (or its nominee) (**Broker**), a licensed broker, will act as execution-only broker on behalf of shareholders to effect any sales under the Small Holding Sale Facility.

The Company reserves the right at any time to vary, delay or terminate the process of sale of your Shares, including if market or other conditions are such that the Company considers that adhering to the process set out above may have a material impact on the price at which Shares are traded on ASX or if the Company considers that a more favourable price can be achieved for your Shares by a different sale process.

The Company is irrevocably authorised by each participating shareholder in the Small Holding Sale Facility to do all things to facilitate the sale of the Shares under the Small Holding Sale Facility without further notice, including to engage any third party (including brokers) and execute all necessary documents (including to effect any holding adjustment, securities transformation, securities transfer or other transmission, in relation to an eligible shareholder's Small Holding, such as converting a CHESS holding to an issuer sponsored holding).

18. What price will I receive?

If you participate in the Small Holding Sale Facility, you cannot specify the price at which your Shares will be sold and you will not have control over the time at which your Shares are sold, but your Shares will be sold by Tuesday, 24 May 2016.

The price that you will receive for each of your Shares sold through the Small Holding Sale Facility (**Sale Price**) will be the average price of all Shares sold through the Small Holding Sale Facility. The Sale Price will be calculated by the Company or a third party appointed by the Company and may not be challenged in the absence of manifest error.

The market price of Shares changes from time to time. The Sale Price may be more or less than the actual market price at the time of sale and may not be the best price obtainable on the day on which your Shares are sold or over the period in which the Company may sell your Shares. Neither the Company nor its Broker, or their respective agents and employees will provide any assurance as to what the price of the Shares on the ASX will be or what price you will receive for your Shares under the Small Holding Sale Facility.

Information on the price of Shares can be obtained through the ASX website (www.asx.com.au) by looking up the Company's code: "SGR".

The Share Registry will send you a payment advice notifying you of the number of your Shares sold through the Small Holding Sale Facility, the Sale Price and the total sale proceeds you have received. You will not receive any interest on the sale proceeds.

19. How and when will I receive the proceeds from the sale of my Shares?

Sale proceeds will be paid to you in Australian Dollars in accordance with your existing payment instructions with the Share Registry, on Monday 6 June 2016.

20. What happens to the Small Holding Sale Facility if there is a takeover bid for the Company?

In accordance with the Company's Constitution, the Small Holding Sale Facility will become unavailable following an announcement of a takeover bid for the Company. However, the Small Holding Sale Facility may be recommenced after the close of the offers made under any takeover.

SRN/HIN:

Record Date:

29 March 2016

Number of Shares held
at 7:00pm (Sydney time)
on the Record Date:

[XXX]

IMPORTANT NOTICE

Please return the retention slip below if you do not wish your Shares in The Star Entertainment Group Limited to be sold. If you have increased your shareholding to a marketable parcel or if you have consolidated multiple shareholdings and you do not wish your Shares in The Star Entertainment Group Limited to be sold, please return the retention slip. If you do not understand this important notice you should immediately consult your financial adviser.

SHARE RETENTION FORM

If you wish to retain your shareholding in The Star Entertainment Group Limited ("SGR") you must complete and return the retention slip below, so that it is received by Link Market Services Limited by no later than **5:00pm (Sydney time) on 17 May 2016**. If you do not return the retention slip or it is not received by that time, SGR will sell your Shares on your behalf. Retention slips may be mailed or hand delivered to the addresses below.

Mailing Address

The Star Entertainment Group Limited
C/- Link Market Services Limited
Locked Bag A14
SYDNEY SOUTH NSW 1235

OR

Hand Delivery

The Star Entertainment Group Limited
C/- Link Market Services Limited
1A Homebush Bay Drive
RHODES NSW
(Do not use this address for mailing purposes)

It is your responsibility to allow sufficient time for the retention slip to be received by Link Market Services Limited. Neither Link Market Services Limited or SGR accepts any responsibility if you return the retention slip to any other address or by any other means.

If you require further information regarding this form, please call The Star Entertainment Group Limited Shareholder Enquiry Line on 1300 880 923 (within Australia) or +61 1300 880 923 (from outside Australia) between 8:30am and 5:30pm (Sydney time) Monday to Friday.

THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER FOR THE HOLDING RECORDED ABOVE.

Please detach

SRN/HIN:



RETENTION SLIP

By returning this retention slip, I/we the Shareholder(s) of the holding identified by the SRN/HIN recorded above, hereby give notice that I/we wish to retain my/our shareholding in SGR, pursuant to Rule 76 of SGR's Constitution.

DO NOT SELL MY SHARES

CONTACT DETAILS – Telephone number

Telephone number – after hours

Contact name

14 April 2016

THIS LETTER CONTAINS IMPORTANT INFORMATION ABOUT YOUR SHAREHOLDING IN THE STAR ENTERTAINMENT GROUP LIMITED AND REQUIRES YOUR IMMEDIATE ATTENTION

Dear Shareholder

Voluntary Share Sale Facility

I am writing to offer a share sale facility (**Voluntary Share Sale Facility**) to all eligible shareholders who hold 5,000 or less fully paid ordinary shares (**Shares**) in The Star Entertainment Group Limited (**Company**) (but at least A\$500 worth of Shares) and whose registered address is in Australia or New Zealand as at 7.00pm (Sydney time) on Tuesday, 29 March 2016 (**Record Date**).

Our records indicate that as at the Record Date, you held 5,000 or less Shares (but at least A\$500 worth of Shares) and are therefore eligible to participate in the Voluntary Share Sale Facility. Accordingly, the Company offers you the opportunity to sell all your Shares through the Voluntary Share Sale Facility without paying for any brokerage or handling costs associated with the sale.

What do I need to do?

1. ***If you want to sell all your Shares under the Voluntary Share Sale Facility, you need to complete and return the attached sale instruction form by 5.00pm (Sydney time) on Tuesday, 17 May 2016 (Closing Date).***

(a) ISSUER SPONSORED HOLDINGS

If you have an issuer sponsored holding (identified by a shareholder reference number or SRN beginning with the letter 'I') you must return the sale instruction form so that it is received by the Company's share registry, Link Market Services Limited (**Share Registry**) between the Voluntary Share Sale Facility opening date of Tuesday, 19 April 2016 (**Opening Date**) and 5.00pm (Sydney time) on the Closing Date.

(b) CHESS/BROKER SPONSORED HOLDINGS

If you have a broker sponsored holding (identified by a holder identification number or HIN beginning with the letter 'X'), you must forward your completed and signed sale instruction form to your broker for its approval to remove your Shares from your CHESS holding.

Your broker must return your sale instruction form, duly stamped, so that it is received by the Share Registry between the Opening Date and 5.00pm (Sydney time) on the Closing Date.

Do not send your completed sale instruction form directly to the Share Registry unless you have an issuer sponsored holding.

Please note that you may only participate in the Voluntary Share Sale Facility for your entire holding.

If you are in doubt, or if you require further information regarding possible tax implications from participating in the Voluntary Share Sale Facility, please consult your legal, financial and/or taxation adviser.

Subject to the Voluntary Share Sale Facility Terms and Conditions, the proceeds of the sale of your Shares are expected to be paid to you on Monday, 6 June 2016 in Australian Dollars, using the payment method recorded with the Share Registry for your shareholding.

2. If you DO NOT want to sell your Shares, you do not need to take any action.

Important information

It is important that you read and understand the Voluntary Share Sale Facility Terms and Conditions enclosed with this letter.

You should seek independent financial advice (including tax advice) specific to your circumstances when determining whether or not to participate in the Voluntary Share Sale Facility.

The Company does not make any recommendation as to whether you should participate in the Voluntary Share Sale Facility and is not giving, and is not obliged to give, any advice to you.


Small Holding Sale Facility

The Company is also undertaking a share sale facility to all eligible shareholders who hold less than a marketable parcel of shares in the Company, being Shares valued at a total of less than A\$500 (**Small Holding**), and whose registered address is in Australia or New Zealand on the Record Date (**Small Holding Sale Facility**).

As your shareholding was valued at or more than A\$500 on the Record Date, this shareholding is not eligible to participate in the Small Holding Sale Facility. If you have multiple shareholdings and one or more holdings is a Small Holding on the Record Date, then you will be separately invited to participate in the Small Holding Sale Facility. Please note that both the period in which Shares are sold and the Sale Price under the Voluntary Share Sale Facility may be different to those under the Small Holding Sale Facility.

If you have any questions concerning the contents of this letter, please contact The Star Entertainment Group Limited Shareholder Enquiry Line on +61 1300 880 923 (toll free within Australia) between 8.30am and 5.30pm (Sydney time) Monday to Friday or email the Share Registry at starentertainment@linkmarketservices.com.au.

Yours sincerely



Paula Martin
Company Secretary

THE STAR ENTERTAINMENT GROUP LIMITED

VOLUNTARY SHARE SALE FACILITY TERMS AND CONDITIONS

The Star Entertainment Group Limited (ABN 85 149 629 023) (**Company**) is offering a share sale facility (**Voluntary Share Sale Facility**) in accordance with Class Order CO 08/10 issued by the Australian Securities and Investments Commission (**Class Order**).

These terms and conditions, together with the enclosed letter from the Company Secretary (**Notice**) and the sale instruction form, satisfy the conditions of the Class Order.

1. What is the Voluntary Share Sale Facility?

The Voluntary Share Sale Facility is available to eligible shareholders who, as at 7.00pm (Sydney time) on Tuesday, 29 March 2016 (**Record Date**), were:

- (a) registered as holders of 5,000 or less fully paid ordinary shares in the Company (**Shares**) (but hold at least A\$500 worth of Shares) and whose registered address is in Australia or New Zealand; and
- (b) not eligible to participate in the Small Holding Sale Facility announced by the Company on the same day as the Voluntary Share Sale Facility, for the same shareholding.

The Voluntary Share Sale Facility provides eligible shareholders with an easy and cost-effective way to dispose of all of their Shares.

2. Timetable*

Record Date:	7.00pm (Sydney time) Tuesday, 29 March 2016
Announcement date:	Tuesday, 5 April 2016
Letters sent to eligible shareholders:	Thursday, 14 April 2016
Voluntary Share Sale Facility Opening Date:	Tuesday, 19 April 2016
Closing Date for receipt of sale instruction form:	5.00pm (Sydney time) Tuesday, 17 May 2016
Sale of shares on market:	As soon as practicable after the Closing Date
Payment date / Payment advice mailing:	Expected to be Monday, 6 June 2016

* Dates subject to change in accordance with these terms and conditions

3. Why is the Company offering the Voluntary Share Sale Facility?

The Company values all of its shareholders, however the administrative costs (including share register and shareholder communication expenses) of maintaining many small shareholder accounts is disproportionately high when compared with the dollar value of small shareholdings. In addition, the Company recognises that small shareholders may find it difficult or expensive to dispose of their Shares through the normal means.

Accordingly, the Voluntary Share Sale Facility provides small shareholders with an easy and cost-effective way to sell all of their Shares while assisting with reducing the Company's ongoing costs associated with administering shareholdings.

4. Who can participate in the Voluntary Share Sale Facility?

Any eligible shareholder who is the registered holder of 5,000 or less Shares (but holds at least A\$500 worth of Shares) and whose registered address is in Australia or New Zealand as at 7.00pm (Sydney time) on the Record Date is eligible to participate in the Voluntary Share Sale Facility.

Eligible shareholders will receive a letter advising them of their eligibility to participate, together with a copy of these terms and conditions and a sale instruction form.

5. What do I need to do to participate in the Voluntary Share Sale Facility?

If you **do** want to sell all your Shares under the Voluntary Share Sale Facility, you need to return the sale instruction form so that it is received by the Share Registry between the Voluntary Share Sale Facility opening date of Tuesday, 19 April 2016 (**Opening Date**) and 5.00pm (Sydney time) on Tuesday, 17 May 2016 (**Closing Date**). You should also check that your details recorded by the Share Registry are correct.

If you **do not** want to sell your Shares under the Voluntary Share Sale Facility, you do not need to take any action.

You should seek independent advice (including tax advice) specific to your circumstances when determining whether to participate in the Voluntary Share Sale Facility.

Neither these terms and conditions nor any correspondence with the Company, its agents or employees constitutes advice or a recommendation to sell or retain your Shares, nor that the Voluntary Share Sale Facility is the best way to sell your Shares.

6. What do I have to do to retain my Shares?

If you want to retain your Shares, you do not need to take any action.

7. What happens if I do not return my sale instruction form to the Share Registry by 5.00pm (Sydney time) on the Closing Date?

The Company will not sell your Shares under the Voluntary Share Sale Facility.

8. Can I withdraw my sale instruction form?

No, you cannot withdraw your sale instruction form once it has been returned to the Share Registry.

9. What costs will I incur?

The Company will pay all applicable brokerage and handling costs in relation to the sale of your Shares under the Voluntary Share Sale Facility. This includes any stamp duty and Share Registry fees but expressly excludes any tax on income or capital gains.

Tax may be payable by you on any gains you make on the sale of the Shares. This will depend on your personal taxation circumstances.

If you are in doubt, or if you require further information regarding possible taxation implications from participating in the Voluntary Share Sale Facility, please consult your legal, financial and/or taxation adviser.

10. Can I sell some but not all of my Shares through the Voluntary Share Sale Facility?

No. You cannot sell part of your Shares under the Voluntary Share Sale Facility. You may only participate in the Voluntary Share Sale Facility for your entire holding.

11. Why did I receive two letters inviting me to sell my Shares through the Voluntary Share Sale Facility?

You may have two separate holdings of Shares. If that is the case, the Voluntary Share Sale Facility will apply to each holding separately.

To provide instructions in relation to more than one holding you will need to return a separate sale instruction form for each of those holdings.

If you do not want to participate in the Voluntary Share Sale Facility, you may consider consolidating your separate holdings if they are held in the same name. To consolidate your holdings, you need to complete and return a 'Merge Multiple Holdings' form to the Share Registry. You can obtain this form on the Share Registry's website www.linkmarketservices.com.au, or by contacting the Share Registry.

12. What if I hold my Shares in a CHESS/broker sponsored holding?

You can still participate in the Voluntary Share Sale Facility if you hold Shares in a CHESS/broker sponsored holding. To participate, you must forward your completed and signed sale instruction form to your broker for its approval to remove your Shares from your CHESS holding and your broker must return the sale instruction form, duly stamped, so that it is received by the Share Registry by the Closing Date. If that occurs, all Shares remaining in your CHESS holding as at the Closing Date will be moved to an issuer sponsored holding and sold under the Voluntary Share Sale Facility (without further notice and in accordance with ASX Settlement Operating Rule 5.12.2).

13. When and how will my Shares be sold?

The sale of Shares under the Voluntary Share Sale Facility is expected to occur as soon as practicable after the Closing Date.

Macquarie Securities (Australia) Limited (ABN 58 002 832 126) (or its nominee) (**Broker**), a licensed broker, will act as execution-only broker on behalf of shareholders to effect any sales under the Voluntary Share Sale Facility.

The Company (and in some circumstances, the Broker) reserves the right at any time to vary, delay or terminate the process of sale of your Shares (including the time period for the sale of your Shares), including if market or other conditions are such that the Company considers that adhering to the process set out above may have a

material impact on the price at which Shares are traded on ASX or if the Company considers that a more favourable price can be achieved for your Shares by a different sale process.

The Company is irrevocably authorised by each participating shareholder in the Voluntary Share Sale Facility to do all things to facilitate the sale of the Shares under the Voluntary Share Sale Facility without further notice, including to engage any third party (including brokers) and execute all necessary documents (including to effect any holding adjustment, securities transformation, securities transfer or other transmission, in relation to an eligible shareholder's Shares, such as converting a CHES holding to an issuer sponsored holding).

14. What price will I receive?

If you participate in the Voluntary Share Sale Facility, you cannot specify the process by which, or the price at which, your Shares will be sold and you will not have control over the time at which your Shares are sold.

The price at which your Shares will be sold through the Voluntary Share Sale Facility will be determined by when and how the Shares are sold. The Company and its Broker may sell your Shares on-market or in any other way they consider fair and reasonable in the circumstances. If your Shares are sold on-market, the price will depend on a number of factors, including market conditions at the time of sale.

The price that you will receive for each of your Shares sold through the Voluntary Share Sale Facility (**Sale Price**) will be the average price of all Shares sold through the Voluntary Share Sale Facility. The Sale Price will be calculated by the Company or a third party appointed by the Company and may not be challenged in the absence of manifest error.

The market price of Shares changes from time to time. The Sale Price may be more or less than the actual market price at the time of sale and may not be the best price obtainable on the day on which your Shares are sold or over the period in which the Company may sell your Shares. Neither the Company nor its Broker, or their respective agents and employees will provide any assurance as to what the price of the Shares on the ASX will be or what price you will receive for your Shares under the Voluntary Share Sale Facility.

Information on the price of Shares can be obtained through the ASX website (www.asx.com.au) by looking up the Company's code: "SGR".

The Share Registry will send you a payment advice notifying you of the number of your Shares sold through the Voluntary Share Sale Facility, the Sale Price and the total sale proceeds you have received. You will not receive any interest on the sale proceeds.

15. How and when will I receive the proceeds from the sale of my Shares?

Subject to these terms and conditions, sale proceeds are expected to be paid to you in Australian Dollars in accordance with your existing payment instructions with the Share Registry, on Monday 6 June 2016.

16. What happens to the Voluntary Share Sale Facility if there is a takeover bid for the Company?

In accordance with the Class Order, the Voluntary Share Sale Facility will become unavailable following an announcement of a takeover bid for the Company. In the event that any Shares are sold under the Voluntary Share Sale Facility prior to a takeover bid being made, sale proceeds will be remitted to those Shareholders whose Shares have been sold. The Sale Price that those Shareholders will receive for each of their Shares sold through the Voluntary Share Sale Facility will be the average price of all Shares sold through the Voluntary Share Sale Facility prior to the takeover bid being made.

The Voluntary Share Sale Facility may be recommenced after the close of the offers made under any takeover, at the absolute discretion of the Company.



Securityholder Reference Number:

I9999999999

Record Date: 29 March 2016

**Number of Shares held
at 7:00pm (Sydney time)
on the Record Date:** [XXX]

Facility Opens:	19 April 2016
Facility Closes 5:00pm:	17 May 2016

SALE INSTRUCTION FORM – ISSUER SPONSORED HOLDERS

PLEASE FILL OUT THIS FORM ONLY IF YOU WANT TO USE THE VOLUNTARY SHARE SALE FACILITY TO SELL ALL OF YOUR SHARES IN THE STAR ENTERTAINMENT GROUP LIMITED.

Shareholders of The Star Entertainment Group Limited ("SGR") who hold 5,000 or less Shares (but at least \$500 worth of Shares) as at 7:00pm (Sydney time) on the Record Date, have the opportunity to sell all their Shares free of brokerage and other transaction costs. If you wish to use this facility, please complete boxes B and C below and return this form to The Star Entertainment Group Limited's Registry, Link Market Services Limited ("Link") at one of the addresses listed overleaf.

A Sale of Shares

I/We wish to sell ALL of my/our Shares.

B Contact Details

Please provide a daytime telephone number where we can contact you if we have any questions about this form.

Daytime telephone number

Contact name (PRINT)

C Shareholder Signature(s)

By signing and returning this form you agree to all of the Voluntary Share Sale Facility Terms and Conditions and you give the warranties, acknowledgements, authorisations and agreements set out in the Voluntary Share Sale Facility Terms and Conditions.

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

Date

TO BE A VALID INSTRUCTION, THIS FORM MUST BE RECEIVED BY LINK AT ONE OF THE ADDRESSES LISTED OVERLEAF BY NO LATER THAN 5:00PM (SYDNEY TIME) ON 17 MAY 2016

SGR SSF001



For personal use only

How to complete the Sale Instruction Form

Read carefully the Voluntary Share Sale Facility Terms and Conditions provided with this form. If you do not understand the Voluntary Share Sale Facility Terms and Conditions or if you have any doubts about what to do, please consult your licenced financial adviser.

Signing Instructions

Joint holders – all holders must sign.

Power of Attorney – if not already noted by the Registry, a certified copy of the Power of Attorney must accompany this form. If this Sale Instruction Form is signed under power of attorney, the attorney declares that they have no notice of revocation of that power.

Deceased Estate – all executors must sign and, if not already noted by the Registry, a certified copy of Probate or Letters of Administration must accompany this form.

Company – this form must be signed by 2 directors or a director and the company secretary. For companies with a sole director and sole company secretary, a single signature only will suffice. Titles of all signatories should be indicated and inapplicable titles deleted.

Lodgement Instructions

The completed form must be forwarded to the Registry by 5:00pm (Sydney time) on 17 May 2016. A reply paid envelope has been provided to you for these purposes. If you are returning your form by post, you must allow sufficient time for collection and delivery by postal services. The postal acceptance rule does not apply.

POSTAL DELIVERY

The Star Entertainment Group Limited – Sale Facility
Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

OR

HAND DELIVERY

The Star Entertainment Group Limited – Sale Facility
Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW
Please do not use this address for postal delivery.

If you require information on how to complete this form please call The Star Entertainment Group Limited Shareholder Enquiry Line on 1300 880 923 (within Australia) or +61 1300 880 923 (outside Australia).

Personal Information Collection Notification Statement: Personal information about you is held on the public register in accordance with Chapter 2C of the *Corporations Act 2001*. For details about Link Group's personal information handling practices including collection, use and disclosure, how you may access and correct your personal information and raise privacy concerns, visit our website at www.linkmarketservices.com.au for a copy of the Link Group condensed privacy statement, or contact us by phone on +61 1800 502 355 (free call within Australia) 9am–5pm (Sydney time) Monday to Friday (excluding public holidays) to request a copy of our complete privacy policy.

For personal use only



Holder Identification Number:

X9999999999

Broker Name:

PID:

Record Date: **29 March 2016**

Number of Shares held
at 7:00pm (Sydney time):
on the Record Date: **[XXX]**

Facility Opens:	19 April 2016
Facility Closes 5:00pm:	17 May 2016

SALE INSTRUCTION FORM – CHESS HOLDERS

PLEASE FILL OUT THIS FORM ONLY IF YOU WANT TO USE THE VOLUNTARY SHARE SALE FACILITY TO SELL ALL OF YOUR SHARES IN THE STAR ENTERTAINMENT GROUP LIMITED.

Shareholders of The Star Entertainment Group Limited ("SGR") who hold 5,000 or less Shares (but at least \$500 worth of Shares) as at 7:00pm (Sydney time) on the Record Date, have the opportunity to sell all their Shares free of brokerage and other transaction costs. If you wish to use this facility, please complete boxes B and C below and **return this form to your broker.**

A Sale of Shares

I/We wish to sell ALL of my/our Shares.

B Contact Details

Please provide a daytime telephone number where we can contact you if we have any questions about this form.

Daytime telephone number

Contact name (PRINT)

C Shareholder Signature(s)

By signing and returning this form you agree to all of the Voluntary Share Sale Facility Terms and Conditions and you give the warranties, acknowledgements, authorisations and agreements set out in the Voluntary Share Sale Facility Terms and Conditions.

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

Date

By affixing the Broker Stamp here your Broker hereby approves the removal of your Shares from your CHESS holding to satisfy your sale instruction.

**BROKER
STAMP HERE**

YOU MUST FORWARD THIS FORM TO YOUR BROKER FOR ITS APPROVAL TO REMOVE YOUR CHESS HOLDING. YOUR BROKER MUST RETURN THIS FORM, DULY STAMPED, SO AS TO REACH LINK MARKET SERVICES LIMITED (the Registry) NO LATER THAN 5:00PM (SYDNEY TIME) ON 17 MAY 2016



How to complete the Sale Instruction Form

Read carefully the Voluntary Share Sale Facility Terms and Conditions provided with this form. If you do not understand the Voluntary Share Sale Facility Terms and Conditions or if you have any doubts about what to do, please consult your licenced financial adviser.

Signing Instructions

Joint holders – all holders must sign.

Power of Attorney – if not already noted by the Registry, a certified copy of the Power of Attorney must accompany this form. If this Sale Instruction Form is signed under power of attorney, the attorney declares that they have no notice of revocation of that power.

Deceased Estate – all executors must sign and, if not already noted by the Registry, a certified copy of Probate or Letters of Administration must accompany this form.

Company – this form must be signed by 2 directors or a director and the company secretary. For companies with a sole director and sole company secretary, a single signature only suffices. Titles of all signatories should be indicated and inapplicable titles be deleted.

Lodgement Instructions

- **You must forward this form to your Broker for its approval to remove your CHESSESS holding.** Your Broker must return this form, duly stamped, so as to reach the Registry **NO LATER THAN 5:00pm (Sydney time) on 17 May 2016.**
- **Do not send this form direct to the Registry.**

Broker/Controlling Participant Lodgement Instructions

- **Brokers/Controlling Participants need to stamp this form** in the space provided overleaf to approve the removal of Shares from the client's CHESSESS holding.
- This form may be mailed or delivered to the Registry at:

POSTAL DELIVERY

The Star Entertainment Group Limited – Sale Facility
Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

OR

HAND DELIVERY

The Star Entertainment Group Limited – Sale Facility
Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW
Please do not use this address for postal delivery.

If you require information on how to complete this form please call The Star Entertainment Group Limited Shareholder Enquiry Line on 1300 880 923 (within Australia) or +61 1300 880 923 (outside Australia).

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