

SKYCITY ENTERTAINMENT GROUP LIMITED

NOTICE OF ANNUAL MEETING

13 NOVEMBER 2015



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The 2015 Annual Meeting of shareholders will be held on Friday 13 November 2015 commencing at 10.00am (New Zealand time) in the SKYCITY Theatre, Level 3, SKYCITY Auckland, Corner of Wellesley and Hobson Streets, Auckland.

AGENDA

Shareholders will be asked to consider and, if thought appropriate, pass the following ordinary resolutions:

- 1. TO ELECT RICHARD TSIANG**
Richard Tsiang retires from office at the Annual Meeting and, being eligible, offers himself for election.
- 2. TO RE-ELECT RICHARD DIDSBURY**
Richard Didsbury retires from office at the Annual Meeting and, being eligible, offers himself for re-election.
- 3. TO AUTHORISE THE DIRECTORS TO FIX THE FEES AND EXPENSES OF THE AUDITOR OF THE COMPANY**

All items of business are ordinary resolutions and required to be passed by a simple majority of the votes of those shareholders entitled to vote and voting on the resolutions.

EXPLANATORY NOTES

Explanatory Notes on the directors offering themselves for election and re-election and the fixing of the auditor's fees and expenses are attached to and form part of this Notice of Annual Meeting.

ATTENDANCE

All shareholders are entitled to attend and vote at the Annual Meeting or to appoint a proxy or representative (in the case of a corporate shareholder) to attend and vote on their behalf. The appointment of a proxy or representative does not preclude a shareholder from attending and voting at the Annual Meeting in place of the proxy or representative.

PROXIES

A proxy need not be a shareholder and may be appointed online or by completing the form accompanying this Notice of Annual Meeting. The appointment must be lodged online at www.investorvote.co.nz or, if you complete the accompanying form, received by Computershare Investor Services Limited, Level 2, 159 Hurstmere Road, Takapuna, Private Bag 92119, Auckland 1142 by no later than 10.00am (New Zealand time) on Wednesday 11 November 2015.

You may appoint the Chairman of the Annual Meeting as your proxy. If you appoint the Chairman as proxy and have marked the 'proxy discretion' box in relation to resolution 1, 2 or 3, the Chairman will vote for that resolution.

Please note that your proxy will not be able to vote at the Annual Meeting unless you have provided a voting direction or discretion.

Yours faithfully



PETER TREACY
COMPANY SECRETARY
Auckland, New Zealand
25 September 2015

LETTER FROM THE CHAIRMAN

DEAR SHAREHOLDER

I am pleased to invite you to the 2015 Annual Meeting of SKYCITY Entertainment Group Limited to be held on Friday 13 November 2015 commencing at 10.00am (New Zealand time) in the SKYCITY Theatre, Level 3, SKYCITY Auckland, Corner of Wellesley and Hobson Streets, Auckland.

Shareholders attending the Annual Meeting may park free of charge in the SKYCITY Auckland main car park. Please take a ticket on entry into our car park and we will replace your ticket with a prepaid one at the Annual Meeting.

As in previous years, shareholders are invited to attend the Annual Meeting and ask questions about the operations and management of the business.

If you wish to vote by appointing a proxy to vote on your behalf, you may direct your proxy to vote for or against a resolution, to abstain from voting or to exercise their discretion as to how to vote.

SKYCITY'S Chief Executive, Nigel Morrison, and I will summarise SKYCITY's performance during the financial year ended 30 June 2015 and provide an update on current trading. Shareholders will then be invited to ask questions relating to the operations and management of the business before we move to the resolutions as set out in the agenda.

Agenda items for the Annual Meeting relate to the election and re-election of directors and authorisation for directors to fix the fees and expenses of the external auditor.

Richard Tsiang is standing for election, and Richard Didsbury is standing for re-election, as directors at the Annual Meeting. The board has determined that each of them is independent and eligible for election and unanimously endorses their election and re-election. Brief biographical notes for each of these directors are included in the accompanying Explanatory Notes.

The board recommends shareholders vote in favour of all resolutions.

Shareholders are invited to submit questions prior to the Annual Meeting by post (PO Box 6443, Wellesley Street, Auckland) or by email (sceginfo@skycity.co.nz). We will aggregate the main themes of the questions received by 5.00pm (New Zealand time) on Friday 6 November 2015 and respond to them at the Annual Meeting. This means that not every question will be answered individually and some questions may be covered in the Chief Executive's address or my address.

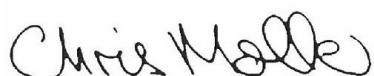
For those shareholders attending the Annual Meeting, please bring the combined attendance card, proxy form and voting paper with you to assist with your registration and for voting purposes. Voting at the Annual Meeting will be, as has been the practice in the past, by way of poll.

If you are not intending to attend the Annual Meeting, please appoint your proxy online or complete and lodge the form accompanying this Notice of Meeting so that it is received by Computershare Investor Services Limited by no later than 10.00am (New Zealand time) on Wednesday 11 November 2015, being 48 hours prior to the Annual Meeting. Please remember to state your voting instructions.

A live recording of the Annual Meeting will be broadcast on the company's website (www.skycityentertainmentgroup.com) commencing at 10.00am (New Zealand time) on Friday 13 November 2015. A test page is currently available on our website so that you can visit prior to the Annual Meeting and ensure that you will be able to view and hear the broadcast. The recording will also be available on our website following the Annual Meeting. Copies of the presentations made at the Annual Meeting and the results of voting will be posted on the company's website following the conclusion of the Annual Meeting and finalisation of the voting results.

I look forward to seeing you at the Annual Meeting.

Yours faithfully



CHRIS MOLLER
CHAIRMAN

EXPLANATORY NOTES

AGENDA ITEM 1

ELECTION OF RICHARD TSIANG

Richard Tsiang, having been appointed to the board by directors on 17 December 2014, retires at the Annual Meeting and offers himself for election in accordance with NZX Main Board Listing Rule 3.3.6.

Mr Tsiang is a member of the Audit and Financial Risk Committee of the board and a member of the Governance and Nominations Committee of the board.

Based in both Melbourne, Australia, and Hong Kong, Mr Tsiang is a consultant and Advisory Board Member to The Hong Kong Jockey Club. He was formerly Chief Development Officer of Melco Crown Entertainment in Macau from 2007 to 2011 and Group Chief Financial Officer of MGM Grand Macau from 2006 to 2007. Prior to that time, he was Managing Director of Cendant Corporation in Asia, a US Fortune 500 company, involved in real estate, travel distribution, hospitality and vehicle rental companies, Avis and Budget. From 2000 to 2004, Mr Tsiang was Chief Financial Officer and Head of Strategy for Yahoo Asia, based in Hong Kong. His early career was spent in Australia as a qualified chartered accountant working for PricewaterhouseCoopers.

The board considers Mr Tsiang to be an independent director and unanimously recommends that shareholders vote in favour of his election.

AGENDA ITEM 2

RE-ELECTION OF RICHARD DIDSBURY

Richard Didsbury retires by rotation at the Annual Meeting and offers himself for re-election in accordance with NZX Main Board Listing Rule 3.3.11.

Mr Didsbury is a member of the Corporate Social Responsibility Committee of the board and a member of the Governance and Nominations Committee of the board.

Mr Didsbury graduated as an Engineer from Auckland University and has enjoyed a distinguished career in property investment and development. He founded, and is currently a director of, the Kiwi Property Group Limited (KPG), which is now the largest property vehicle listed on the NZX. He is well known for his work as a past president of the Property Council of New Zealand and is currently Chairman of Committee for Auckland Limited. Mr Didsbury is a director of Auckland International Airport Limited and Hobsonville Land Company Limited, which is developing a major new waterfront community in Auckland's north-west. His previous governance roles include being a director of Infrastructure Auckland and Tourism Auckland.

Mr Didsbury was first appointed a director of SKYCITY on 20 July 2012. The board considers Mr Didsbury to be an independent director and unanimously recommends that shareholders vote in favour of his election.

AGENDA ITEM 3

REMUNERATION OF AUDITOR

Section 207T of the Companies Act 1993 provides that a company's auditor is automatically re-appointed at an annual meeting of shareholders of the company unless there is a resolution or other reason for the auditor not to be re-appointed. The company wishes PricewaterhouseCoopers (PWC) to continue as the company's auditor and PWC has indicated its willingness to do so.

Section 207S of the Companies Act 1993 provides that the fees and expenses of PWC as auditor are to be fixed in such a manner as the company determines at the annual meeting. The board proposes that, consistent with commercial practice, the auditor's fees should be fixed by the directors. Authority for the directors to fix the fees and expenses of the auditor is a resolution at each annual meeting of shareholders of the company.

