

STOCK EXCHANGE LISTINGS

SKYCITY Entertainment Group Limited is listed on both the New Zealand and Australian Stock Exchanges.

SUBSIDIARY COMPANIES

The changes to subsidiary company directorships during the 12 month period ended 30 June 2004 were as set out below.

On 18 September 2003, A.B. Ryan resigned as a director of SKYCITY International ApS and was appointed an alternate director for E.W. Davies, and M. Svenningsen and J.F. Hansen were appointed as directors.

On 8 March 2004, M. Svenningsen resigned as a director of SKYCITY International ApS, and J. van Rijn was appointed a director.

On 31 March 2004, J.P. Hartley resigned as a director of SKYCITY Auckland Holdings Limited, SKYCITY Auckland Limited and SKYCITY Casino Management Limited.

On 28 June 2004, E.W. Davies and A.B. Ryan were appointed as directors of SKYCITY Investments Christchurch Limited (formerly Aspinall (NZ) Limited), and D.J. Barnett, M.P.B. Kennedy, J.F. Osborne and A.C. Pitcher resigned as directors.

On 29 June 2004, E.W. Davies, A.B. Ryan and M.J. Silberling were appointed as directors of SKYCITY Australia Finance Pty Limited.

The following people held office as directors of subsidiaries of SKYCITY Entertainment Group Limited as at the end of the 2004 financial year, being 30 June 2004. (A) denotes alternate director.

SKYCITY Auckland Holdings Limited, SKYCITY Auckland Limited, SKYCITY Casino Management Limited, SKYCITY Management (Auckland) Limited, Abdiel Investments Limited, SKYCITY Construction Limited, Sky Tower Limited, SKYCITY Wellington Limited, SKYCITY International Holdings Limited, SKYCITY Investments Limited, SKYCITY Investments Auckland Limited, SKYCITY Investments Christchurch Limited (formerly Aspinall (NZ) Limited), SKYCITY Action Management Limited, Riverside Fund Limited, Queenstown (Hard Rock) Investments Limited

Directors: E.W. Davies, A.B. Ryan

SKYCITY Australia Pty Limited, SKYCITY Adelaide Pty Limited

Directors: E.W. Davies, G.F. Hawkins, A.B. Ryan

SKYCITY Australia Finance Pty Limited

Directors: E.W. Davies, A.B. Ryan, M.J. Silberling

SKYCITY International ApS

Directors: E.W. Davies, J. van Rijn, J.F. Hansen, A.B. Ryan (A)

A.B. Ryan is alternate director for E.W. Davies

Queenstown Casinos Limited

Directors: E.W. Davies, P.J. Hensman, A.B. Ryan, B.C. Thomas

Riverside Casino Limited, Riverside Casino Construction Limited

Directors: E.W. Davies, M.R. Gutry (A), B.S. Nabbs, S. Perry, A.B. Ryan

M.R. Gutry is alternate director for S. Perry

SKYCITY Leisure Limited

Directors: M.W. Daniel, E.W. Davies, D.R.K. Gascoigne, D.B. Henry, D.I. Kennedy, A.B. Ryan

SKYCITY Leisure Holdings Limited, SKYCITY Cinemas Limited, SKYCITY Cinemas (Whangarei) Limited, SKYCITY Metro Limited, Cine-Force Limited, Ab Initio Holdings No.13 Limited, Planet Hollywood (Civic Centre) Limited

Director: P.J. Holdaway

SKYCITY Cinemas (Fiji) Limited

Directors: D. Damodar, P.J. Holdaway

DISCLOSURES (CONTINUED)



Subsequent to balance date, the changes as set out below have occurred in the directorships of the Group companies.

M.W. Daniel, D.R.K. Gascoigne and D.B. Henry resigned as directors of SKYCITY Leisure Limited.

G.F. Hawkins resigned as a director of SKYCITY Australia Pty Limited and SKYCITY Adelaide Pty Limited.

R.H. McGeoch was appointed a director of SKYCITY Australia Pty Limited and SKYCITY Adelaide Pty Limited.

J.F. Hansen resigned as a director of SKYCITY International ApS.

T.F. Nielsen was appointed a director of SKYCITY International ApS.

B.S. Nabbs resigned as a director of Riverside Casino Limited and Riverside Casino Construction Limited.

E.W. Davies and A.B. Ryan were appointed directors of SKYCITY Darwin Holdings Pty Limited (formerly Diamond Darwin Pty Limited), SKYCITY Darwin Pty Limited (formerly Diamond Leisure Pty Limited) and Fernbank Pty Limited, on the acquisition of those companies. T.A.K. Wilson remained a director and the company secretary of those companies. J.J. Murren and G. Jacobs resigned as directors of each company and B. Wright resigned as the company secretary of each company.

REMUNERATION OF DIRECTORS

Remuneration paid to directors or former directors of SKYCITY Entertainment Group Limited during the year ended 30 June 2004 was:

E.W. Davies	\$1,151,120
J.P. Hartley	\$87,500
R.H. McGeoch	\$76,250
P.L. Reddy	\$70,000
D.T. Spring	\$61,781
E. Toime	\$60,000
W.R. Trotter	\$60,000

The Managing Director, E.W. Davies, is not paid director's fees. The amount shown next to his name represents the salary and performance bonus paid to him as an employee of the company. The remuneration paid to Mr. Davies comprised a base salary of \$800,000 plus a performance-related incentive payment of \$351,120 relating to the 2002/03 year.

Mr. J.P. Hartley, former director and chairman of SKYCITY Entertainment Group Limited was paid a retirement amount of \$284,375 in July 2004. No other non-executive director of the group or parent company has, since the end of the financial year, received or become entitled to receive a benefit other than director's fees for the 2003/04 financial year or for the reimbursement of expenses incurred in relation to company matters, or as is disclosed elsewhere in this annual report.

Remuneration paid to directors, or former directors, of SKYCITY Leisure Limited during the year ended 30 June 2004 was:

M.W. Daniel	\$25,000
D.R.K. Gascoigne	\$45,000
D.B. Henry	\$25,000

Remuneration paid to directors of Queenstown Casinos Limited (QCL) during the year ended 30 June 2004 was:

E.W. Davies	\$7,500
P.J. Hensman	\$7,500
A.B. Ryan	\$7,500
B.C. Thomas	\$7,500

QCL Director's fees for E.W. Davies and A.B. Ryan were paid to SKYCITY Entertainment Group Limited and were not received personally by Messrs Davies or Ryan. Apart from the amounts listed above, no remuneration is received by the directors of the SKYCITY subsidiary companies in their capacity as directors of those companies.

DIRECTORS' AND OFFICERS' INDEMNITIES

Indemnities have been given to directors and senior managers of the SKYCITY Group to cover acts or omissions of those persons in carrying out their duties and responsibilities as directors and senior managers of the company and its subsidiaries.

INTERESTS REGISTER

DISCLOSURE OF DIRECTORS' INTERESTS

Section 140(1) of the Companies Act 1993 requires a director of a company to disclose certain interests. Under subsection (2) a director can make disclosure by giving a general notice in writing to the company of a position held by a director in another named company or entity. The following are particulars as entered in the company's Interests Register as at 30 June 2004 with the notices given by directors during the year ended 30 June 2004 marked with an asterisk.

DIRECTOR	OTHER COMPANY	RELATIONSHIP
E.W. Davies	Melanesian Mission Trust	Trustee
R.H. McGeoch	Aon Risk Services Limited	Member NSW Board of Advice
	CLEAN EVENT International Pty Limited*	Ambassador
	Corrs Chambers Westgarth, Solicitors	Consultant and Chairman Emeritus
	Frontiers Group Australasia Limited	Chairman
	Frontiers Group Limited	Director
	McGeoch Holdings Limited	Chairman
	Pacific Healthcare Limited	Chairman
	Ramsay Health Care Limited	Director
	Saatchi & Saatchi Trans Tasman Advisory Board	Chairman
	Sydney Cricket and Sports Ground Trust	Trustee
Telecom Corporation of New Zealand Limited	Telecom Corporation of New Zealand Limited	Director
	Telecom Corporation of New Zealand Australia Pty Limited	Chairman
P.L. Reddy	Active Equities Limited	Executive Director and Shareholder
	Infinity Group Limited	Associated Person of Shareholder
	MobilefoneRepair.com Limited	Associated Person of Shareholder
	SKYCITY Community Trust	Trustee
	TeamTalk Limited	Associated Person of Shareholder
	Telecom Corporation of New Zealand Limited	Director
	The New Zealand Exchange Limited*	Member NZX Discipline
	The New Zealand International Festival of the Arts	Trustee
D.T. Spring	ANZ National Bank Limited and subsidiaries*	Director
	Asia 2000 Foundation of New Zealand*	Chairman
	Fletcher Building Limited*	Director
	New Zealand APEC Business Advisory Council*	Chairman
	New Zealand Business and Parliamentary Trust*	Trustee
	Port of Tauranga Limited*	Director
	WEL Networks Limited*	Chairman
E. Toime	Royal Mail Holdings plc	Executive Deputy Chairman
	Royal Mail Group plc	Director
	Post Office Limited	Director
	General Logistics Systems B.V.*	Chairman
	International Postal Corporation*	Board Member
W.R. Trotter	First NZ Capital Group Limited and certain subsidiaries	Executive Chairman

DISCLOSURES (CONTINUED)



The following details included in the Interests Register as at 30 June 2003, or entered during the year ended 30 June 2004, have been removed during the year ended 30 June 2004.

J.P. Hartley resigned as a director during the period. During the period prior to his resignation on 31 March 2004, Mr. Hartley disclosed that he had become a member of the World Vision MED Advisory Group, had ceased to be a director of The Great New Zealand Business Venture Limited and Vista Entertainment Limited, and had ceased to be deputy chairperson of Infinity Group Limited. As at the date of his resignation Jon Hartley's interests were disclosed in Bluestone Mortgages Limited (director), Pacific Road Corporate Finance (Advisory Board member), RMB Ventures Limited and various investment companies (Advisory Board member), Trango Capital Limited (director and trustee of shareholder), TeleTech Holdings Inc. (Advisory Board member) and World Vision MED Advisory Group (member).

R.H. McGeoch is no longer chairman of Australian Growth Properties Limited or Deputy Chairman of the Australian Pacific Airports Corporation Limited.

P.L. Reddy is no longer a director of Infinity Group Limited, or an associated person of a shareholder of Securefresh Pacific Limited and Vista Entertainment Solutions Limited.

D.T. Spring is no longer chairman of Tenon Limited (formerly Fletcher Challenge Forests Limited) or a director of Maersk New Zealand Limited, Nufarm Limited or The National Bank of New Zealand Limited.

W.R. Trotter is no longer a director of The New Zealand Exchange Limited or NZX Index Management Limited.

DISCLOSURE OF DIRECTORS' INTERESTS IN SHARE TRANSACTIONS

Directors disclosed, pursuant to section 148 of the Companies Act 1993 and Rule 10.5.3 of the Listing Rules of the NZX, the following acquisitions and disposals of relevant interests in SKYCITY shares during the period to 30 June 2004.

SKYCITY undertook a share split on 14 November 2003, converting one share into two shares on that date. Transactions undertaken prior to that date refer to pre-split shares, while transactions after that date refer to post-split shares.

Director	Date of Acquisition/ Disposal during period to 30/6/04	Consideration	Shares Acquired/ (Disposed of)
E W Davies	23 October 2003 ⁽¹⁾	\$1,075,418.82	(124,346)
	30 April 2004 ⁽²⁾	\$1,317,312.90	714,724
	30 April 2004	\$3,166,222.89	(714,723)
E Toime	15 August 2003 ⁽³⁾	Nil	(52,553)
	18 September 2003 ⁽⁴⁾	\$149,263.68	20,964
	18 September 2003 ⁽³⁾	Nil	(20,964)

⁽¹⁾ The transaction shown relates to shares held by a trust of which Mr Davies is a discretionary beneficiary.

⁽²⁾ The transaction shown relates to the exercise of options granted to Mr Davies pursuant to the Executive Share Option Plan approved by shareholders at the annual meeting of the company held on 28 October 1999.

⁽³⁾ The transactions represent transfers by Mr Toime to a corporate trustee (in which Mr Toime is a shareholder) for a trust of which Mr Toime is a discretionary beneficiary.

⁽⁴⁾ The transaction shown relates to the exercise of options granted pursuant to the Non-Executive Director Share Option Plan approved by shareholders at the annual meeting of the company held on 26 October 2000.

DISCLOSURE OF DIRECTORS' INTERESTS IN SHARES, OPTIONS AND CAPITAL NOTES

Directors disclosed, pursuant to Rule 10.5.3 of the Listing Rules of the NZX, the following relevant interests in SKYCITY shares, options and capital notes as at 30 June 2004.

Director	Shares		Options	
	Beneficially held	Non-Beneficially Held	Beneficially Held	Non-Beneficially Held
E.W. Davies	400,001	-	2,998,959	-
R.H. McGeoch	-	-	20,964	-
P.L. Reddy	140,264	5,330	20,964	-
D.T. Spring	10,000	-	-	-
E. Toime	147,034	-	-	-
W.R. Trotter	656,668	-	20,964	-

W.R. Trotter is a trustee of a trust holding 200,000 capital notes.

Options issued to Mr. Davies are issued pursuant to the Executive Share Option Plan (1999 Executive Plan) approved by shareholders at the annual meeting of the company held on 28 October 1999, and the Managing Director Share Option Plan (Managing Director Plan) approved by shareholders at the annual meeting of the company held on 30 October 2002.

Options issued to the non-executive directors are issued pursuant to the Non-Executive Director Share Option Plan (Non-Executive Director Plan) approved by shareholders at the annual meeting of the company held on 26 October 2000.

Options issued under the 1999 Executive Plan are exercisable one year after the date of issue. at the exercise price determined pursuant to the Plans, and lapse if they are not exercised within five years of the date of issue.

Options issued under the Managing Director Plan are exercisable three years after the date of issue.

EMPLOYEE REMUNERATION

The numbers of employees or former employees of the company and its subsidiaries, not being directors of the company, who received remuneration and other benefits in their capacity as employees, the value of which was in excess of \$100,000 during the financial year ended 30 June 2004, are listed below:

Remuneration	Number of Employees		Number of Employees	
	Group	Parent Company	Group	Parent Company
\$100,000 - \$109,999	9	-	2	-
\$110,000 - \$119,999	11	-	3	-
\$120,000 - \$129,999	10	-	2	-
\$130,000 - \$139,999	6	-	1	-
\$140,000 - \$149,999	6	-	1	-
\$150,000 - \$159,999	3	-	2	-
\$170,000 - \$179,999	7	-	2	-
\$180,000 - \$189,999	2	-	1	-
\$190,000 - \$199,999	3	-	1	-
\$210,000 - \$219,999	3	-	1	-
\$220,000 - \$229,999	1	-	1	-
\$230,000 - \$239,999	2	-	1	-

DONATIONS

Donations are referred to in Note 3 of the financial statements.

DISCLOSURES (CONTINUED)



TWENTY LARGEST SHAREHOLDERS AS AT 25 AUGUST 2004		Number of shares	% of issued shares
1	Commonwealth Bank Group / Colonial First State Investment Managers	33,744,682	8.10%
2	Capital Group	26,464,877	6.36%
3	Maple Brown Abbott	16,734,622	4.02%
4	AMP Capital Investors	12,628,581	3.03%
5	Deutsche Asset Management	11,964,308	2.87%
6	Liberty Wanger Asset Management	11,530,000	2.77%
7	Promina Group	8,598,534	2.06%
8	Morgan Stanley Investment Management Group	8,326,129	2.00%
9	Accident Compensation Corporation	7,023,685	1.69%
10	Tower Asset Management	6,909,220	1.66%
11	State Street Global Advisors Group	5,464,742	1.31%
12	ING Investment Management Group	4,740,180	1.14%
13	Bank of New Zealand Structured Finance	4,200,000	1.01%
14	UBS Global Asset Management Group	3,866,173	0.93%
15	ABN Amro Broking Group	3,774,472	0.91%
16	Brook Asset Management	3,479,406	0.84%
17	AXA Group	3,338,715	0.80%
18	Forsyth Barr (Private Clients)	2,929,503	0.70%
19	Barclays Global Investors Group	2,896,402	0.70%
20	Government Superannuation Fund	2,778,348	0.67%
Total		181,392,579	43.56%

The analysis as set out above has been compiled based upon information provided by Computershare Analytics Pty Limited.

Total shares on issue as at 25 August 2004 were 416,401,490. Since the above analysis was completed (as at 25 August 2004) Commonwealth Bank Group / Colonial First State has filed a substantial security holder notice disclosing a reduction in its SKYCITY shareholding to 23.14 million shares.

DISTRIBUTION OF ORDINARY SHARES AND REGISTERED SHAREHOLDINGS AS AT 25 AUGUST 2004

Size of holding	Number of shareholders	Number of shares
1 – 1,000	3,770	2,323,830
1,001 – 5,000	13,747	37,132,817
5,001 – 10,000	4,363	32,344,621
10,001 – 100,000	3,650	82,577,370
over 100,000	140	262,022,852
Total	25,670	416,401,490

As at 25 August 2004 there were 290 holdings of less than 119 shares, being the minimum marketable parcel of shares under ASX Listing Rules. The ASX Listing Rules define the minimum parcel as having a value of A\$500. Calculation of the minimum parcel of 119 shares is based on an exchange rate of A\$0.9198 and a SKYCITY share price of NZ\$4.57.

SUBSTANTIAL SECURITY HOLDERS

As at 17 September 2004, Commonwealth Bank Group gave notice in accordance with the New Zealand Securities Markets Act 1988, that it was a substantial security holder in the company and had a relevant interest in 23,137,108 (5.56%) ordinary shares in the company.

As at 12 December 2003, The Capital Group Companies, Inc. gave notice in accordance with the New Zealand Securities Markets Act 1988, that it was a substantial security holder in the company and had a relevant interest in 25,506,200 (6.14%) ordinary shares in the company.

EVENTS SUBSEQUENT TO BALANCE DATE

The directors are not aware of any matter or circumstance since the end of the financial year, not otherwise referred to in this report, that has significantly or may significantly affect the operations of SKYCITY Entertainment Group Limited or any of its subsidiary companies.

TWENTY LARGEST CAPITAL NOTE HOLDERS AS AT 25 AUGUST 2004		Number of capital notes	% of capital notes
1	New Zealand Central Securities Depository Limited	3,871,000	2.58
2	Custodial Nominees Limited	3,236,000	2.16
3	Investment Custodial Services Limited	1,607,000	1.07
4	Custodial Services Limited	1,578,000	1.05
5	First NZ Capital Custodians Limited	1,243,000	0.83
6	New Zealand Airline Pilots Mutual Benefit Fund – Air Traffic Controllers	600,000	0.40
7	Forbar Custodians Limited – PPM Low A/c	548,000	0.37
8	Forbar Custodians Limited – PPM Medium A/c	530,000	0.35
9	John Richard Avery and Peter Glen Inger and Joanne Adele Inger	500,000	0.33
10	Cogent Nominees Limited	500,000	0.33
11	Custodial Services Limited	483,000	0.32
12	Adam Consultants and Administrators Wellington Limited	400,000	0.27
13	Knox Home Trust Board Inc.	400,000	0.27
14	Maori Education Trust	400,000	0.27
15	Tappenden Holdings Limited	400,000	0.27
16	Shona Margaret Auton and Robert Joseph Auton	300,000	0.20
17	Colin Alfred Carran and Patricia Anne Carran	300,000	0.20
18	John Richard Matthews and Rosemary Jennifer Matthews and Bruce Redvers Perkins	300,000	0.20
19	Sargood Bequest Nominee Limited	300,000	0.20
20	Alan Gordon Smart	300,000	0.20
Total		17,796,000	11.86%

As at 25 August 2004, 150 million SKYCITY Capital Notes (each Capital Note having an issue value of \$1.00) were on issue. The Capital Notes have a maturity date of 15 May 2005.

DISTRIBUTION OF CAPITAL NOTE HOLDINGS AS AT 25 AUGUST 2004

Size of holding	Number of noteholders	Number of capital notes
1 – 1,000	-	-
1,001 – 5,000	668	3,337,000
5,001 – 10,000	1,299	12,123,250
10,001 – 100,000	3,249	102,347,750
over 100,000	107	32,192,000
Total	5,323	150,000,000

WAIVERS FROM THE NEW ZEALAND EXCHANGE (NZX) LISTING RULES

The following waivers from the NZX Listing Rules were effective as at balance date.

On 29 August 2001, the NZX granted a waiver from compliance with Listing Rule 7.3.6 in respect of the participation by Ms. H.R. Shotter in the company's Performance Pay Incentive Plan (PPI) and Executive Share Option Plan. Under the PPI, salaried employees of the company and its subsidiaries are entitled to bonuses, payable in cash and shares, if relevant financial and personal performance targets are met. Under the Executive Share Option Plan (1999), options may be exercised one year after date of issue at the exercise price determined under the Plan. Options lapse if not exercised five years after the date of issue. Ms. Shotter is married to Mr. Davies, the Managing Director of the company. Accordingly, in the absence of the waiver, issues of shares under the PPI and options under the Executive Share Option Plan would have required shareholder approval. The NZX granted the waiver on the condition that Ms. Shotter's participation in the PPI and the Executive Share Option Plan is determined by an independent committee of the board of directors of the company, and that Mr. Davies does not participate in determining the benefits provided to Ms. Shotter.

In addition, on 5 September 2002, the NZX granted waivers from compliance with Listing Rule 7.3.6 in respect of the participation by Ms. Shotter in the company's renewed Performance Pay Incentive Plan (2002 PPI) and the renewed Executive Share Option Plan (2002 Option Plan). Under the 2002 Option Plan, options can not be exercised before three years after the date of their issue, except in special circumstances. As the terms of the 2002 PPI and the 2002 Option Plan are substantially the same as the existing PPI and Executive Share Option Plan (1999), in the absence of the waivers, issues of shares under the 2002 PPI and options under the 2002 Option Plan would require shareholder approval. The NZX granted the waivers on the condition that Ms. Shotter's participation in the 2002 PPI and the 2002 Option Plan is determined by an independent committee, and that Mr. Davies does not participate in determining the benefits provided to Ms. Shotter. The effect of all other waivers granted had ceased as at balance date.

OPTION HOLDERS

As at 25 August 2004 there were:

- 887,929 Options issued under the Executive Share Option Plan approved by shareholders at the annual meeting of the company on 28 October 1999, held by eight holders. These options have no voting rights but entitle the holder to four shares on exercise of each option
- 129,211 Options issued under the Non-Executive Director Share Option Plan approved by shareholders at the annual meeting of the company held on 26 October 2000, held by 4 holders. These options have no voting rights but 24,900 of the options entitle the holder to four shares on exercise of the option, and the balance entitle the holder to two shares on exercise of the option
- 2,338,530 Options issued under the Managing Director Share Option Plan approved by shareholders at the annual meeting of the company on 30 October 2002, held by one holder. These options have no voting rights but entitle the holder to two shares on exercise of the option
- 2,444,000 Options issued under the Executive Share Option Plan approved by directors of the company in August 2002, held by 31 holders. The options have no voting rights but 1,994,000 of the options entitle the holder to two shares on exercise of the option and the balance entitle the holder to one share on exercise of the option.

LIMITATIONS ON ACQUISITION OF ORDINARY SHARES

The company's constitution contains various provisions which were included to take into account the application of

- the Gambling Act 2003 of New Zealand
- the Casino Act 1997 of South Australia, and
- the legislation providing for the establishment, operation and regulation of casinos in any other jurisdiction in which SKYCITY or any of its subsidiaries may hold a casino licence

to SKYCITY Entertainment Group Limited and any of its subsidiaries.

SKYCITY needs to ensure, when it participates in gaming activities:

- that it has the power under its constitution to take such action as may be necessary to ensure that its suitability to do so in a particular jurisdiction is not affected by the identity or actions (including share dealings) of a shareholder; and
- that there are appropriate protections to ensure that persons do not gain positions of significant influence or control over SKYCITY or its business activities without obtaining any necessary statutory or regulatory approvals in those jurisdictions.

Accordingly, the constitution contains the following provisions restricting the acquisition of shares in the company to achieve this.

TRANSFER OF SHARES TO AN ASSOCIATED CASINO PERSON

Clause 12.11 of the company's constitution provides that a transfer of shares to an Associated Casino Person (as defined in the constitution) of a casino licence holder can not take place until the transfer has been approved by the relevant regulatory authority. However, the clause will not apply if, as a result of the transfer, the number of shares held by the transferee or any person associated with it, remains below the level of shareholding (if any) which each regulatory authority has approved for that transferee and any person associated with it.

If a transfer takes place in breach of clause 12.11, then the transferee and the persons associated with them are prevented from exercising votes in respect of the Affected Shares (as defined in the constitution) and their entitlement to a share in the profits of SKYCITY in respect of their respective Affected Shares (whether by way of dividend or other distribution) is suspended until such time as all approvals which needed to be obtained from the regulatory authorities to the increase in the total number of shares held by the transferee and the persons associated with it, as a result of the transfer, have been obtained.

If a regulatory authority does not approve an increase in the number of shares held by the transferee and the persons associated with it, SKYCITY may sell the shares which were acquired by the transferee under the relevant transfer or such other number of shares as may be required.

The power of sale can only be exercised if SKYCITY has given one month's notice to the transferee of its intention to exercise that power and the transferee has not, in that one month period, transferred the requisite number of shares in SKYCITY to a person who is not associated with the transferee.

TRANSFER OF SHARES (OTHER THAN TO AN ASSOCIATED CASINO PERSON)

Clause 12.12 of the constitution provides that if a transfer of shares results in the transferee, and the persons associated with that transferee,

- holding more than 5% of the shares in SKYCITY; or
- increasing their combined holding further beyond 5% if:
 - they already hold more than 5% of the shares in SKYCITY; and
 - the transferee has not been approved by the relevant regulatory authority as an Associated Casino Person of any casino licence holder;

then the votes attaching to all shares held by the transferee and the persons associated with it are suspended unless and until either:

- each regulatory authority advises that approval is not needed;
- any regulatory authority which determines that its approval is required approves the transferee, together with the persons associated with it, as an Associated Casino Person of any applicable casino licence holder;
- the board of the company is satisfied that registration of the proposed transfer will not prejudice any casino licence; or
- the transferee, and the persons associated with it, disposes of such number of SKYCITY's shares as will result in their combined holding falling below 5% or, if the regulatory authorities approve in respect of the transferee, and the persons associated with it, a higher percentage, the lowest such percentage approved by the regulatory authorities.

If a regulatory authority does not grant its approval to the proposed transfer, SKYCITY may sell such number of the shares held by the transferee and by any persons associated with it, as may be necessary to reduce their combined shareholding to a level that will not result in the transferee and the persons associated with it, being an Associated Casino Person of that casino licence holder.

The power of sale can only be exercised if SKYCITY has given one month's notice to the transferee of its intention to exercise that power and the transferee has not, in that one-month period, transferred the requisite number of shares in SKYCITY to a person who is not associated with the transferee.

OTHER LEGISLATION / REQUIREMENTS

General limitations on the acquisition of the securities imposed by the jurisdiction in which SKYCITY is incorporated (i.e. New Zealand law) are as below.

Other than the provisions noted above the only significant restrictions or limitations in relation to the acquisition of securities are those imposed by New Zealand laws relating to takeovers, overseas investment and competition.

The New Zealand Takeovers Code creates a general rule under which the acquisition of more than 20% of the voting rights in SKYCITY, or the increase of an existing holding of 20% or more of the voting rights in SKYCITY, can only occur in certain permitted ways. These include a full takeover offer in accordance with the Takeovers Code, a partial takeover offer in accordance with the Takeovers Code, an acquisition approved by an ordinary resolution, an allotment approved by an ordinary resolution, a creeping acquisition (in certain circumstances) or compulsory acquisition if a shareholder holds 90% or more of the shares in the company.

The New Zealand Overseas Investment Act 1973 and the Overseas Investment Regulations 1995 regulate certain investments in New Zealand by overseas persons. In general terms, the consent of the New Zealand Overseas Investment Commission is likely to be required when an "overseas person" acquires shares or an interest in shares in SKYCITY Entertainment Group Limited that amount to more than 25% of the shares issued by the company, or if the overseas person already holds 25% or more, the acquisition increases that holding.

The New Zealand Commerce Act 1986 is likely to prevent a person from acquiring shares in SKYCITY if the acquisition would have, or would be likely to have, the effect of substantially lessening competition in a market.

OTHER REQUIRED DISCLOSURES

SKYCITY Entertainment Group Limited has no securities subject to an escrow arrangement.

SKYCITY Entertainment Group Limited is incorporated in New Zealand and is not subject to Chapters 6, 6A, 6B and 6C of the Corporations Act (Australia).

SKYCITY Entertainment Group Limited currently has in place an on-market buy-back arrangement.

There are no material differences between the ASX Appendix 4E issued by SKYCITY Entertainment Group Limited for 30 June 2004 and this Annual Report.