

ASX ANNOUNCEMENT

ECHO ENTERTAINMENT GROUP



THE STAR



29 September 2011

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

NOTICE OF ANNUAL GENERAL MEETING

Echo Entertainment Group Limited's Annual General Meeting will be held at The Lyric Theatre, The Star, 80 Pyrmont Street, Pyrmont, New South Wales, at 10am (Sydney Time) on Thursday 10 November 2011.

Attached are copies of the following documents relating to the company's Annual General Meeting that will be dispatched to shareholders:

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

The company's Concise Annual Report 2011 and Financial Report 2011 will be available for download from the company's website at www.echoentertainment.com.au.

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

ECHO

6 October 2011

Dear Shareholder

I am pleased to invite you to Echo Entertainment Group Limited's first Annual General Meeting, which will be held at the Lyric Theatre, The Star, 80 Pyrmont Street, Sydney, **Thursday 10 November 2011 at 10.00am (Sydney Time)**. Enclosed is a Notice of Meeting detailing the business to be considered at the meeting.

If you plan to attend the meeting, please bring the enclosed voting form with you. The voting form sets out your registration details and will make registration easier on your arrival.

The meeting will be webcast live on Echo Entertainment Group's website at www.echoentertainment.com.au.

Direct Voting and Appointing a Proxy

If you are unable to attend the meeting, you may either lodge a direct vote or appoint a proxy to vote on your behalf at the meeting. You can vote directly or appoint a proxy by:

- using the website of Echo Entertainment Group's Share Registry, www.linkmarketservices.com.au; or
- completing the enclosed voting form in accordance with the instructions on the form.

Voting forms (including voting forms lodged online) must be received by 10.00am (Sydney Time) on Tuesday 8 November 2011 to be valid for the meeting.

Annual reports

Echo Entertainment Group's Concise Annual Report and Financial Report are available online from the website www.echoentertainment.com.au.

Become an eShareholder (receive your communications electronically)

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

I look forward to welcoming you to the Annual General Meeting being held at our newly relaunched Sydney casino complex – The Star.



John Story
Chairman

ECHO ENTERTAINMENT GROUP

Echo Entertainment Group Limited | ABN 85 149 629 023 | www.echoentertainment.com.au

Registered Office | Level 3, 159 William Street, Brisbane QLD 4000 Australia | T + 61 7 3228 0000



T H E | S T A R



HOW TO GET TO THE STAR, 80 PYRMONT STREET, PYRMONT NSW

The Star is in the middle of the action of Darling Harbour (see map below). The main access routes are Pirrama Road and Pyrmont St, Pyrmont. The various ways to get to The Star are detailed below.



STA Buses

The State Transit bus route 443 regularly departs Circular Quay for The Star. For route and timetable information call 13 15 00.

Metro Light Rail

Departs from Central Station via Darling Harbour to The Star every 7 to 10 minutes and operates seven days a week. Park at the Entertainment Centre or Harbourside car parks and catch the Light Rail to The Star. For further information call (02) 9552 2288.

Monorail

The Sydney Monorail links Sydney City, Darling Harbour and Chinatown. It operates every two to three minutes, seven days a week. For further information call (02) 8584 5288.

Car Routes

The main access roads into The Star are Pyrmont Street and Pirrama Road.

Ferry Services

Operate seven days a week from Circular Quay and stop at wharves a few minutes walk from The Star. For route and timetable information on State Transit's 'Darling Harbour' ferry to Pyrmont Bay Wharf call 13 15 00.

NOTICE OF ANNUAL GENERAL MEETING

Thursday 10 November 2011

The first Annual General Meeting of Echo Entertainment Group Limited (the "Company") will be held at the Lyric Theatre, The Star, 80 Pyrmont Street, Sydney on Thursday 10 November 2011 at 10.00am (Sydney Time).

GENERAL BUSINESS

Item 1 – Financial Statements and Reports

To receive and consider the Financial Statements and the Reports of the Directors and of the Auditor for the year ended 30 June 2011.

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

ORDINARY BUSINESS

Item 2 – Remuneration Report

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

'That the Remuneration Report (which forms part of the Directors' Report) in respect of the year ended 30 June 2011 be adopted.'

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

Voting Restriction – Item 2

No votes may be cast on Item 2 by members of the key management personnel of the Company or their closely related parties. However, a vote may be cast by such a person as a proxy for a person who is entitled to vote on Item 2, appointed by way of a shareholder voting form that directs how the proxy is to vote on Item 2.

Item 3 – Re-election of Matthias Bekier as a Director

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

'That Matthias Bekier, who retires by rotation in accordance with the Company's constitution and is eligible for election, be re-elected as a Director of the Company.'

Item 4 – Appointment of Auditor

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

'That, for the purpose of Section 327B of the Corporations Act 2001 (Cth) and for all other purposes, Ernst & Young, having been nominated by a shareholder and consenting in writing to act in the capacity of auditor, be appointed as the auditor of the Company.'

Refer to the Notes on Voting for further information on voting at the meeting and the Explanatory Memorandum for further information on the proposed resolutions.

By Order of the Board.



Paula Martin
Company Secretary
Echo Entertainment Group Limited
Dated: 6 October 2011

NOTES ON VOTING

ENTITLEMENT TO ATTEND THE MEETING AND VOTE

- 1 For the purpose of the meeting, voting shareholders will be taken to be those persons recorded in the Company's Register of Members as holding shares at 7.00pm (Sydney Time) on Tuesday 8 November 2011.
- 2 On a poll, shareholders have one vote for every fully paid ordinary share held (subject to the restrictions on voting referred to below).

VOTING METHODS

- 3 A shareholder entitled to vote may vote in one of three ways:
 - by attending the meeting and voting either in person or by attorney, or in the case of corporate shareholders, by corporate representative;
 - by lodging a direct vote, using the Shareholder Voting Form enclosed, and lodging it with the Company's Share Registry or online at www.linkmarketservices.com.au; or
 - by appointing a proxy to attend and vote on their behalf, using the Shareholder Voting Form enclosed, and lodging it with the Company's Share Registry or online at www.linkmarketservices.com.au.
- 4 To be effective, the Shareholder Voting Form must be received by the Company at the Company's Share Registry address or facsimile number shown below, or lodged on-line at the website of the Company's Share Registry by **10.00am (Sydney Time) on Tuesday, 8 November 2011**.
- 5 The Shareholder Voting Form must be signed in accordance with the instructions on the form. You will be taken to have signed your Shareholder Voting Form if you lodge it on-line in accordance with the instructions on the website.

A Shareholder Voting Form accompanies this Notice of Annual General Meeting. For further instructions on voting, please refer to the Shareholder Voting Form.

VOTING BY PROXY

- 6 A shareholder entitled to attend the meeting and vote is entitled to appoint not more than two proxies, who may be either an individual or a body corporate. Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it:
 - appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act 2001 (Cth); and
 - provides to the Company satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

A shareholder appointing two proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a shareholder appoints two proxies and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, then each proxy may exercise half of the votes. An additional Shareholder Voting Form will be supplied by the Company's Share Registry on request.

- 7 A proxy need not be a shareholder of the Company.
- 8 **The Chairman of the meeting is not permitted to vote undirected proxies on Item 2. If the Chairman of the meeting is your proxy, and you fail to provide a voting direction in respect of Item 2 on the Shareholder Voting Form (which you may do by ticking 'For', 'Against' or 'Abstain' opposite Item 2 on the Shareholder Voting Form), you are directing the Chairman of the Meeting to vote in favour of Item 2 even though that resolution is connected directly or indirectly with the remuneration of members of the key management personnel of the Company.**
- 9 Except as described above in relation to Item 2, the Chairman intends to vote undirected proxies in favour of all resolutions.

RESTRICTIONS ON VOTING

- 10 Gambling legislation and certain government agreements in New South Wales and Queensland and Part 2 (Rules 83-87) of the Constitution of the Company contain provisions regulating the exercise of voting rights by persons with prohibited shareholding interests. The legislation and government agreements also set out the regulation of shareholding interests. The relevant Minister has the power to request information to determine whether a person has a prohibited shareholding interest. If a person fails to furnish these details within the time specified or, in the opinion of the Minister, the information is false or misleading, then the Minister can declare the voting rights of those shares suspended.

LODGING SHAREHOLDER VOTING FORM

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

By Mail

Link Market Services Limited or
Locked Bag A14
Sydney South, NSW 1235

By Hand

Link Market Services Limited
Level 12, 680 George Street
Sydney, NSW 2000

or by facsimile: +61 2 9287 0309

or on-line at www.linkmarketservices.com.au

EXPLANATORY MEMORANDUM

This Explanatory Memorandum provides additional information on the items to be considered at the Annual General Meeting of Echo Entertainment Group Limited and forms part of the Notice of Meeting.

ITEM 1 – FINANCIAL STATEMENTS AND REPORTS

The Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2011 will be laid before the meeting. There is no requirement for shareholders to approve those reports. However, the Chairman will allow a reasonable opportunity for shareholders to ask questions or make comments about those reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the Auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of the Auditor in relation to the conduct of the audit.

Written questions to the Company's Auditor about:

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

may be submitted no later than Thursday 3 November 2011 to:

The Company Secretary
Echo Entertainment Group Limited
Level 3, 159 William Street
Brisbane QLD 4000

Facsimile: +61 7 3228 0099

Email: investor@echoent.com.au

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

In addition to taking questions at the meeting, written questions to the Chairman about the management of the Company may be submitted to the Company Secretary at the above address at any time prior to the day of the meeting.

ITEM 2 – REMUNERATION REPORT

Pursuant to the Corporations Act 2001 (Cth), the Company is required to include in the Directors' Report a detailed Remuneration Report relating to Directors' and executives' remuneration in the financial year ended 30 June 2011, and submit it for adoption by resolution of shareholders at the Annual General Meeting.

The Directors' Report for the year ended 30 June 2011 contains the Company's Remuneration Report. A copy of the Remuneration Report is set out in the Concise Annual Report, which can be found on the Company's website at www.echoentertainment.com.au.

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

- Board policy for determining the remuneration of Directors and executives;
- the relationship between that policy and the Company's performance;
- details of the performance conditions associated with the remuneration of the Managing Director and Chief Executive Officer and senior executives; and
- certain details relating to the remuneration of the Directors and of the key management personnel of the Company.

Following consideration of the Remuneration Report, the Chairman will give shareholders a reasonable opportunity to ask questions about, or comment on, the report. A resolution that the Remuneration Report be adopted will then be put to the vote. The vote on this resolution is advisory only and does not bind the Directors or the Company.

Noting that each Director has a personal interest in their own remuneration from the Company, as described in the Remuneration Report, the Board recommends that shareholders vote in favour of the resolution in relation to Item 2.

No votes may be cast on Item 2 by members of the key management personnel of the Company or their closely related parties. However, a vote may be cast by such a person as a proxy for a person who is entitled to vote on Item 2, appointed by way of a shareholder voting form that directs how the proxy is to vote on Item 2.

The Chairman of the meeting is not permitted to vote undirected proxies on Item 2. If the Chairman of the meeting is your proxy, and you fail to provide a voting direction in respect of Item 2 on the Shareholder Voting Form (which you may do by ticking 'For', 'Against' or 'Abstain' opposite Item 2 on the Shareholder Voting Form), you are directing the Chairman of the Meeting to vote in favour of Item 2 even though that resolution is connected directly or indirectly with the remuneration of members of the key management personnel of the Company.

ITEM 3 – RE-ELECTION OF MATTHIAS BEKIER AS A DIRECTOR

Matthias Bekier was appointed as an Executive Director of the Company on 2 March 2011.

Mr Bekier was previously Tabcorp Holdings Limited's Chief Financial Officer since commencing with Tabcorp in late 2005 and until the demerger of the Company from Tabcorp was implemented in June 2011.

Mr Bekier holds a Master of Economics and Commerce; PhD in Finance and previously held various roles with McKinsey & Company, where he played an instrumental role in building a substantial practice in both post-merger management and financial services, working across four continents.

In accordance with the requirement under Rule 47 of the Company's constitution relating to retirement by rotation of a Director from the Board, Matthias Bekier seeks re-election at this Annual General Meeting.

The Board (other than Mr Bekier who has an interest in the resolution and therefore does not make a recommendation) recommends that shareholders vote in favour of the resolution in relation to Item 3.

ITEM 4 – APPOINTMENT OF AUDITOR

Pursuant to section 327B(1) of the Corporations Act 2001 (Cth) the Company must appoint an auditor at its first annual general meeting.

In accordance with Section 328B(1) of the Corporations Act 2001 (Cth), the Company has received a written notice of nomination from a shareholder of the Company for Ernst & Young to be appointed as the Company's auditor. A copy of the notice of nomination is enclosed with this Notice of Meeting.

Ernst & Young has given its written consent to act as the Company's auditor subject to shareholder approval of this Item 4.

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

NOTICE OF NOMINATION OF AUDITOR

Paula Martin
Company Secretary
Echo Entertainment Group Limited
Level 3, 159 William Street,
BRISBANE, QLD 4000

12 September 2011

Dear Ms Martin,

Notice of nomination of auditor

I am a member of Echo Entertainment Group Limited ACN 149 629 023 (the "**Company**").

I hereby nominate Ernst & Young for appointment as the auditor of the Company.

This letter serves as a Notice of Nomination in accordance with section 328B(1) of the Corporations Act 2001 (Cth) ("**Corporations Act**").

In accordance with section 328B(3) of the Corporations Act, please send a copy of this notice to Ernst & Young and any person entitled to receive notice of general meetings of the company.

Yours sincerely,



John Story



By mail:

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



By fax: +61 2 9287 0309



All enquiries to: Telephone: 1300 880 923 Overseas: +61 2 8280 7504



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SHAREHOLDER VOTING FORM

To vote directly or to direct your proxy how to vote on any item, please insert ☒ in Box A or Box B below. Please read the voting instructions overleaf before marking any boxes.

Voting Directions will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

STEP 1

PLEASE MARK BOX A TO VOTE DIRECTLY OR BOX B TO APPOINT A PROXY

I/we being a shareholder(s) of Echo Entertainment Group Limited and entitled to attend and vote:

A

VOTE DIRECTLY

☐

elect to lodge my/our
vote(s) directly (mark box)



in relation to the Annual General Meeting of the Company to be held at 10:00am (Sydney time) on Thursday, 10 November 2011, at the Lyric Theatre, The Star, 80 Pyrmont Street, Sydney and at any adjournment or postponement of the meeting.

You must mark either "For" or "Against" for each item for a valid direct vote to be recorded. If you mark the "Abstain" box, your vote for that item will be invalid. GO TO STEP 2.

OR if you wish to appoint a proxy to attend the meeting, please complete Box B

B

APPOINT A PROXY

appoint the
Chairman of the
Meeting (mark box)

☐

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy here

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf in accordance with the voting directions below (or, if no voting directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 10:00am (Sydney time) on Thursday, 10 November 2011, at the Lyric Theatre, The Star, 80 Pyrmont Street, Sydney and at any adjournment or postponement of the meeting. GO TO STEP 2.

Important for Item 2 - Direction to and authorisation of the Chairman of the Meeting:

where I/we have not marked any of the boxes opposite Item 2, I/we hereby direct the Chairman of the Meeting to vote in favour of the item and I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of Item 2, even though the Chairman of the Meeting is, and that item is connected directly or indirectly with the remuneration of, a member of key management personnel for the Echo Entertainment Group.

STEP 2

VOTING DIRECTIONS FOR YOUR DIRECT VOTE OR PROXY

Item 2

Remuneration Report**

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Item 3

Re-election of Matthias Bekier as a
Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Item 4

Appointment of Auditor

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* If you are voting under Box A and mark the Abstain box for a particular item, your vote will be invalid.

If you are voting under Box B and mark the Abstain box for a particular item, you are thereby directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

** If you are voting under Box B and the Chairman of the Meeting is your proxy, and you do not mark any of the boxes opposite Item 2, you are thereby directing the Chairman to vote in favour of that item.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. For further information on signing instructions, please refer overleaf.

EGP PRX103



HOW TO COMPLETE THIS VOTING FORM

Voting under Box A

Direct Vote

If you marked the box under A you are indicating that you wish to vote directly. Please mark either the “For” or “Against” box only for each item, to record a valid direct vote on that item at STEP 2. You may include the number of shares to be voted on any item by inserting the percentage or number of shares in the “For” or “Against” boxes. If you mark the “Abstain” box for a item, your vote for that item will be invalid.

If you have lodged a direct vote, and you attend the meeting, your attendance will cancel your direct vote.

Voting under Box B

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box under B. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Box B. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company and may be an individual or a body corporate.

Proxy Voting Directions

You can direct your proxy how to vote by placing a mark in one of the boxes opposite each item. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you mark more than one box on any item your vote on that item will be invalid.

If you do not mark any of the boxes on a given item then, subject to the rest of this paragraph, your proxy may vote as he or she chooses. If you wish to appoint as your proxy a Director (other than the Chairman) or other member of the key management personnel of the Echo Entertainment Group whose remuneration details are set out in the Remuneration Report, or their closely related parties, you must specify how they should vote on Item 2 by completing the “For”, “Against” or “Abstain” boxes on the voting form. If you do not do that, your proxy will not be able to exercise your vote on your behalf for that item. If you appoint the Chairman as your proxy in relation to Item 2 but do not complete any of the boxes “For”, “Against” or “Abstain” opposite the item on the voting form, you will be directing the Chairman to vote in favour of Item 2. If you wish to appoint the Chairman as proxy with a direction to vote against, or to abstain from voting on Item 2 you should specify this

by completing the “Against” or “Abstain” boxes on the voting form.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company’s share registry or you may copy this form.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together to the Company’s share registry.

Signing Instructions

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

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified copy of the Power of Attorney to this form when you return it and return both documents by post or by hand.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a corporate representative is to attend the meeting the appropriate “Certificate of Appointment of Corporate Representative” should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company’s share registry.

Lodgement of a Voting Form

This Voting Form (and any Power of Attorney under which it is signed) must be received at any address given below by **10:00am on Tuesday, 8 November 2011**, being not later than 48 hours before the commencement of the meeting. Any Voting Form received after that time will not be valid for the scheduled meeting.

Voting Forms may be lodged:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Voting Form. Select ‘Voting’ and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their “Holder Identifier” (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Voting Form).



by mail using the reply paid envelope:

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



by fax:

+61 2 9287 0309



by hand:

by delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

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