

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme The Star Entertainment Group Limited (The Star)

ACN/ARSN 149 629 023

3. Details of substantial holder (1)

Name Firmament Investment Pte. Ltd. (Firmament) and the entities set out in Annexure A (CTF Group)

ACN/ARSN (if applicable) -

There was a change in the interests of the substantial holder on

20 / 03 / 2023

The previous notice was given to the company on

09 / 03 / 2023

The previous notice was dated

08 / 03 / 2023

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	94,754,274	6.86%	161,107,816	9.95%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
20/03/2023	CTF Group	Issuance of new shares to entities associated with Chow Tai Fook Enterprises Limited and Far East Consortium International Limited under the placement and institutional entitlement offer, with participation on the retail entitlement offer timetable, pursuant to the equity raising announced on 23 February 2023.	A\$39,812,125.20 being A\$1.20 per share	33,176,771	33,176,771
20/03/2023	Far East Consortium International Limited and its controlled entities (FEC Group)	As above.	A\$39,812,125.20 being A\$1.20 per share	33,176,771	33,176,771

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
CTF Group	Citicorp Nominees Pty Limited	Firmament	<p>Firmament has a relevant interest in 80,553,908 Shares for the purposes of section 671B of the <i>Corporations Act 2001</i> (Cth) (Act) arising from the issue of Shares under a subscription agreement between Far East Consortium International Limited (FEC), Chow Tai Fook Enterprises Limited and The Star dated 28 March 2018 (Subscription Agreement), as a result of participation in The Star's Dividend Reinvestment Plan for FY20 interim dividend in which Firmament acquired an additional 1,552,137 Shares and as a result of participation in The Star's equity raising announced on 23 March 2023 in which Firmament acquired an additional 33,176,771 Shares (CTF Shares).</p> <p>In summary, under the Subscription Agreement, each of the respective nominated entities of CTF and FEC subscribed for 45,825,000 Shares (CTF Subscription Shares and FEC Subscription Shares, respectively) (being a total of 91,650,000 Shares).</p> <p>A copy of the Subscription Agreement was attached to the Form 603 lodged with the Australian Securities Exchange on 16/04/2018.</p> <p>Under the Subscription Agreement, CTF nominated Firmament to be issued the CTF Subscription Shares.</p> <p>Firmament has appointed Citicorp Nominees Pty Limited (Citi) as its custodian, and to be the registered holder of the CTF Shares.</p> <p>Firmament has a relevant interest in the CTF Shares held by Citi under section 608(1)(b) and (c) of the Act as it has the power to vote or dispose of those Shares.</p> <p>Firmament is a wholly owned subsidiary of Humble Dragon Limited (HDL). HDL therefore has a relevant interest in the CTF Shares pursuant to section 608(3)(b) of the Act.</p> <p>HDL is a wholly owned subsidiary of Chow Tai Fook (Holding) Limited (CTFH). CTFH therefore has a relevant interest in the CTF Shares pursuant to section 608(3)(b) of the Act.</p> <p>Chow Tai Fook Capital Limited (CTFC) holds over an 80% interest in CTFH. CTFC therefore has a relevant interest in the CTF Shares arising as a result of section 608(3)(b) of the Act.</p> <p>Each of Cheng Yu Tung Family (Holdings) Limited (CYT) and Cheng Yu Tung Family (Holdings II) Limited (CYTII) has, for the purposes of section 608(3)(a) of the Act, a relevant interest in the CTF Shares arising as a result of CYT and CYTII each having a voting power of more than 20% in CTFC.</p> <p>The CTF Group has qualifications on the right to vote and dispose of the CTF Shares as set out in the Subscription Agreement.</p> <p>As none of the other entities within the CTF Group are entitled to be registered as holder of the Shares, each entity's ability to vote and dispose of the Shares is qualified accordingly.</p>	80,553,908 fully paid ordinary shares	80,553,908
FEC Group	Citibank Melbourne	FEC Overseas Investment (Singapore) Pte. Ltd.	<p>FEC has a relevant interest in 80,553,908 Shares for the purposes of section 671B of the Act arising from the issue of FEC Subscription Shares under the Subscription Agreement and FEC also has a relevant interest in an additional 1,552,137 Shares as a result of participation in The Star's Dividend Reinvestment Plan for FY20 interim dividend and as a result of participation in The Star's equity raising announced on 23 March 2023 in which FEC acquired an additional 33,176,771 Shares (FEC Shares).</p>	80,553,908 fully paid ordinary shares	80,553,908

			<p>Under the Subscription Agreement, FEC nominated its wholly owned subsidiary, FEC Overseas Investment (Singapore) Pte. Ltd. (a company incorporated in Singapore) (FEC Overseas), to be issued the FEC Subscription Shares.</p> <p>FEC Overseas has appointed HSBC Custody Nominees (Australia) Limited (HSBC) as its bare trustee and custodian, and to be the registered holder of the FEC Shares.</p> <p>FEC Overseas has a relevant interest in the FEC Shares held by HSBC under section 608(1)(b) and (c) of the Act as it has the power to vote or dispose of those Shares. FEC has a relevant interest in those Shares under section 608(3)(b) of the Act as it controls FEC Overseas.</p> <p>The FEC Group has qualifications on the right to vote and dispose of the FEC Shares as set out in the Subscription Agreement.</p> <p>As at the date of this notice, the CTF Group considers that it is an associate of the FEC Group in respect of the FEC Shares under sections 12(2) of the Act as a result of the terms set out in the Subscription Agreement.</p>		
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5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
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6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
CTF Group	As set out in Annexure A
FEC Group	16/F Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong
The Star Group	Level 3, 159 William Street, Brisbane Qld 4000
Citi	2-26 Park Street, Sydney NSW 2000
Citibank Melbourne	L15, 120 Collins Street Melbourne, Australia 3000

Signature

print name LEE CHI HIN JACOB

Capacity Director

sign here



date 22 / 3 / 2023

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A – The CTF Group

This is Annexure A of 1 page(s) referred to in Form 604 Notice of change of interests of substantial holder.

Signature

print name LEE CHI HIN JACOB

capacity Director

sign here



date 22 / 3 / 2023

Name	Place of Incorporation and Company Number	Registered Office Address / Correspondence Address
Humble Dragon Limited	Humble Dragon Limited is incorporated in the British Virgin Islands under company no. 1970832	Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola VG1110, British Virgin Islands
Chow Tai Fook (Holding) Limited and its subsidiaries	Chow Tai Fook (Holding) Limited is incorporated in the British Virgin Islands under company no. 595380	Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola VG1110, British Virgin Islands
Chow Tai Fook Enterprises Limited and its subsidiaries	Chow Tai Enterprises Limited is incorporated in Hong Kong under company no. 13116	32/F, New World Tower, Queen's Road Central, Central, Hong Kong
Chow Tai Fook Capital Limited and its subsidiaries	Chow Tai Fook Capital Limited is incorporated in the British Virgin Islands under company no. 1670024	Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola VG1110, British Virgin Islands
Cheng Yu Tung Family (Holdings) Limited and its subsidiaries	Cheng Yu Tung Family (Holdings) Limited is incorporated in the British Virgin Islands under company no. 595431	Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola VG1110, British Virgin Islands
Cheng Yu Tung Family (Holdings II) Limited and its subsidiaries	Cheng Yu Tung Family (Holdings II) Limited is incorporated in the British Virgin Islands under company no. 1681935	Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola VG1110, British Virgin Islands