SKYCITY
Entertainment
Group Limited

ANNUAL REPORT
YEAR ENDED 30 JUNE 2008

SKYCITY
ENTERTAINMENT GROUP

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ANNUAL MEETING

The 2008 annual meeting of SKYCITY Entertainment Group Limited will be held in the New Zealand Room, SKYCITY Auckland Convention Centre, 88 Federal Street, Auckland, on Friday 31 October 2008, commencing at 10.00am.

The notice of meeting, including agenda, will be mailed to shareholders on or before 14 October 2008.

This report is dated 24 September 2008 and is signed on behalf of the board of directors of SKYCITY Entertainment Group Limited by:

R H McGeoch	E Toime
Chairman	Director

24 September 2008

For further information on the business operations and performance of SKYCITY Entertainment Group during the year ended 30 June 2008 please refer to the SKYCITY Shareholder Review which has been sent to shareholders and is available in the Investor Centre section of the company's web site at www.skycityentertainment.com.

SKYCITY
ENTERTAINMENT GROUP

FINANCIAL STATEMENTS

AND NOTES

FOR THE YEAR ENDED 30 JUNE 2008

AUDITORS' REPORT

PRICEWATERHOUSECOOPERS

To the shareholders of SKYCITY Entertainment Group Limited

We have audited the financial statements on pages 3 to 44. The financial statements provide information about the past financial performance and cash flows of the Company and Group, comprising SKYCITY Entertainment Group Limited and its subsidiaries for the year ended 30 June 2008 and their financial position as at that date. This information is stated in accordance with the accounting policies set out on pages 7 to 12.

Directors' Responsibilities

The Company's Directors are responsible for the preparation and presentation of the financial statements which give a true and fair view of the financial position of the Company and Group as at 30 June 2008 and their financial performance and cash flows for the year ended on that date.

Auditors' Responsibilities

We are responsible for expressing an independent opinion on the financial statements presented by the Directors and reporting our opinion to you.

Basis of Opinion

An audit includes examining, on a test basis, evidence relevant to the amounts and disclosures in the financial statements.
It also includes assessing:

(a) the significant estimates and judgements made by the Directors in the preparation of the financial statements; and
(b) whether the accounting policies are appropriate to the circumstances of the Company and Group, consistently applied and adequately disclosed.

We conducted our audit in accordance with generally accepted auditing standards in New Zealand. We planned and performed our audit so as to obtain all the information and explanations which we considered necessary to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatements, whether caused by fraud or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

We have no relationship with or interests in the Company or any of its subsidiaries other than in our capacity as auditors, tax and accounting advisors.

Unqualified Opinion

We have obtained all the information and explanations we have required.
In our opinion:

(a) proper accounting records have been kept by the Company as far as appears from our examination of those records; and
(b) the financial statements on pages 3 to 44:
    (i) comply with generally accepted accounting practice in New Zealand;
    (ii) comply with International Financial Reporting Standards; and
    (iii) give a true and fair view of the financial position of the Company and Group as at 30 June 2008 and their financial performance and cash flows for the year ended on that date.

Our audit was completed on 25 August 2008 and our unqualified opinion is expressed as at that date.

PricewaterhouseCoopers

Chartered Accountants
Auckland

INCOME STATEMENTS

		CONSOLIDATED		PARENT COMPANY	
FOR THE YEAR ENDED 30 JUNE 2008	NOTES	2008 $'000	2007 $'000	2008 $'000	2007 $'000
Revenue	3	**804,014**	798,575	–	–
Other income	4	**9,377**	13,068	**109,668**	111,097
Share of net profits of associates	17	**5,456**	4,454	–	–
Employee benefits expense		**(238,319)**	(230,701)	**(20,594)**	(15,904)
Other expenses	5	**(111,302)**	(115,240)	**(11,808)**	(12,255)
Direct consumables and film hire costs		**(60,318)**	(55,709)	–	–
Gaming taxes and levies		**(56,016)**	(56,305)	–	–
Marketing and communications		**(41,102)**	(55,959)	**(2,165)**	(3,878)
Directors' fees		**(595)**	(718)	**(595)**	(718)
Depreciation and amortisation expense	5	**(73,765)**	(72,227)	**(7,547)**	(254)
Restructuring costs	5	**(7,798)**	(4,322)	**(3,240)**	(4,322)
Finance costs	5	**(83,850)**	(93,361)	**(9,922)**	(10,127)
Impairment of Cinemas	6	**(60,000)**	–	**(60,000)**	–
Profit/(loss) before income tax		**85,782**	131,555	**(6,203)**	63,639
Income tax expense	8	**(36,534)**	(33,125)	–	–
Profit/(loss) before minority interest		**49,248**	98,430	**(6,203)**	63,639
Loss/(profit) attributable to minority interest	27	**608**	(28)	–	–
Profit/(loss) attributable to shareholders of the company		**49,856**	98,402	**(6,203)**	63,639
Earnings per share for profit attributable to the shareholders of the company					
Basic earnings per share (cents)	9	**10.8**	22.3	**(1.3)**	14.4
Diluted earnings per share (cents)	9	**10.8**	22.2	**(1.3)**	14.0

The above income statements should be read in conjunction with the accompanying notes.

BALANCE SHEETS

AS AT 30 JUNE 2008	NOTES	CONSOLIDATED 2008 $'000	CONSOLIDATED 2007 $'000	PARENT COMPANY 2008 $'000	PARENT COMPANY 2007 $'000
ASSETS					
Current Assets					
Cash and bank balances	10	**61,914**	71,537	**2**	2
Receivables and prepayments	11	**31,483**	30,996	**27,001**	31,395
Inventories		**5,899**	5,523	**–**	–
Tax receivables		**33,818**	25,971	**–**	–
Derivative financial instruments	12	**1,270**	334	**–**	–
Total current assets		**134,384**	134,361	**27,003**	31,397
NON-CURRENT ASSETS					
Tax receivables		**11,492**	–	**–**	–
Property, plant and equipment	13	**991,215**	940,106	**3,428**	1,533
Investment properties	14	**8,845**	8,845	**–**	–
Investment in subsidiaries	6, 33	**–**	–	**664,949**	724,949
Intangible assets	15	**418,532**	433,469	**18,762**	156
Available for sale financial assets	16	**1,022**	2,514	**–**	–
Investments in associates	17	**84,008**	80,831	**–**	–
Deferred tax assets	22	**11,708**	15,978	**–**	–
Derivative financial instruments	12	**22,463**	26,865	**–**	–
Total non-current assets		**1,549,285**	1,508,608	**687,139**	726,638
Total Assets		**1,683,669**	1,642,969	**714,142**	758,035
LIABILITIES					
Current liabilities					
Payables	18	**121,668**	119,501	**341,522**	369,290
Total current liabilities		**121,668**	119,501	**341,522**	369,290
Non-Current Liabilities					
Interest-bearing liabilities	19	**677,884**	753,002	**–**	–
Subordinated debt – capital notes	20	**123,772**	123,756	**123,791**	123,756
Subordinated debt – SKYCITY ACES	21	**186,538**	161,410	**–**	–
Deferred tax liabilities	23	**77,891**	52,992	**–**	–
Derivative financial instruments	12	**23,561**	50,774	**–**	–
Total non-current liabilities		**1,089,646**	1,141,934	**123,791**	123,756
Total Liabilities		**1,211,314**	1,261,435	**465,313**	493,046
Net Assets		**472,355**	381,534	**248,829**	264,989
EQUITY					
Share capital	25	**460,779**	364,068	**460,779**	364,068
Reserves	26(a)	**33,993**	(16,069)	**2,058**	3,526
Retained (losses)/profits	26(b)	**(24,300)**	31,044	**(214,008)**	(102,605)
Shareholders' equity		**470,472**	379,043	**248,829**	264,989
Minority interest	27	**1,883**	2,491	**–**	–
Total Equity		**472,355**	381,534	**248,829**	264,989

The above balance sheets should be read in conjunction with the accompanying notes.

STATEMENTS OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2008	NOTES	CONSOLIDATED 2008 $'000	CONSOLIDATED 2007 $'000	PARENT COMPANY 2008 $'000	PARENT COMPANY 2007 $'000
Total equity at the beginning of the year		**381,534**	308,783	**264,989**	220,553
Available for sale financial assets	26	**(85)**	154	–	–
Movement in cash flow hedge reserve	26	**12,031**	27,400	–	–
Exchange differences on translation of foreign operations	26	**39,584**	(34,030)	–	–
Net income/(expense) recognised directly in equity		**51,530**	(6,476)	–	–
Profit for the year		**49,856**	98,402	**(6,203)**	63,639
Total recognised income and expense for the year		**101,386**	91,926	**(6,203)**	63,639
Exercise of share options	25	**23,978**	5,956	**23,978**	5,956
Shares issued under Profit Distribution Plan	25	**105,200**	100,114	**105,200**	100,114
Buy back of shares under Profit Distribution Plan	25	**(6,838)**	(21,246)	**(6,838)**	(21,246)
Buy back and cancellation of shares under Profit Distribution Plan	25	**(27,842)**	(5,403)	**(27,842)**	(5,403)
Share rights issued for employee services	25	**508**	786	**508**	786
Employee share entitlements issued	26	**1,705**	2,126	**1,705**	2,126
Distributions to owners	28	**(105,200)**	(100,114)	**(105,200)**	(100,114)
Movement in employee share entitlement reserve	26	**(1,468)**	(1,422)	**(1,468)**	(1,422)
Change in minority interest	27	**(608)**	28	–	–
		(10,565)	(19,175)	**(9,957)**	(19,203)
Total equity at the end of the financial year		**472,355**	381,534	**248,829**	264,989

The above statements of changes in equity should be read in conjunction with the accompanying notes.

CASH FLOW STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2008	NOTES	CONSOLIDATED 2008 $'000	CONSOLIDATED 2007 $'000	PARENT COMPANY 2008 $'000	PARENT COMPANY 2007 $'000
Cash flows from operating activities					
Receipts from customers		**803,528**	798,393	**–**	–
Payments to suppliers and employees		**(446,761)**	(467,925)	**(36,243)**	(33,523)
		356,767	330,468	**(36,243)**	(33,523)
Dividends received		**2,280**	4,429	**–**	–
Interest received		**8,976**	6,336	**–**	208
Other taxes paid		**(48,844)**	(53,000)	**–**	–
Income taxes paid		**(32,817)**	(20,750)	**–**	–
Net cash inflow/(outflow) from operating activities	37	**286,362**	267,483	**(36,243)**	(33,315)
Cash flows from investing activities					
Purchase of business, net of cash acquired		**–**	(34,285)	**–**	–
Deferred payment for prior year purchase of business		**(20,000)**	–	**–**	–
Purchase of/proceeds from property, plant and equipment		**(89,076)**	(69,307)	**–**	273
Payments for investment property		**–**	(252)	**–**	–
Payments for intangible assets		**(1,189)**	(14,790)	**–**	–
Proceeds from sale of available for sale assets		**1,920**	52,400	**–**	–
Dividends from subsidiaries		**–**	–	**100,348**	100,311
Net cash (outflow)/inflow from investing activities		**(108,345)**	(66,234)	**100,348**	100,584
Cash flows from financing activities					
Exercise of share options		**23,978**	5,956	**23,978**	5,956
Repayment of borrowings		**(92,000)**	(93,052)	**–**	–
Advances from subsidiaries		**–**	–	**(43,461)**	(36,648)
Distributions paid to company shareholders		**(34,680)**	(26,649)	**(34,680)**	(26,649)
Interest paid		**(84,938)**	(90,065)	**(9,942)**	(9,928)
Net cash outflows from financing activities		**(187,640)**	(203,810)	**(64,105)**	(67,269)
Net decrease in cash and cash equivalents		**(9,623)**	(2,561)	**–**	–
Cash and bank balances at the beginning of the year		**71,537**	74,098	**2**	2
Cash and cash equivalents at end of year	10	**61,914**	71,537	**2**	2

The above cash flow statements should be read in conjunction with the accompanying notes.

NOTES TO THE FINANCIAL STATEMENTS

1. GENERAL INFORMATION

SKYCITY Entertainment Group Limited (SKYCITY or the company and its subsidiaries or the Group) operates in the gaming/entertainment, hotel and convention, hospitality, recreation, and tourism sectors. The Group has operations in New Zealand and Australia.

SKYCITY is a limited liability company incorporated and domiciled in New Zealand. The address of its registered office is Federal House, 86 Federal Street, Auckland. The company is dual-listed on the New Zealand and Australian stock exchanges.

These consolidated financial statements were approved for issue by the board of directors on 25 August 2008.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These general purpose financial statements for the year ended 30 June 2008 have been prepared in accordance with New Zealand generally accepted accounting practice (NZ GAAP). They comply with New Zealand equivalents to International Financial Reporting Standards (NZ IFRS) and other applicable New Zealand Financial Reporting Standards.

(a) Basis of Preparation

The principal accounting policies adopted in the preparation of this financial report are set out below. These policies have been consistently applied to all the periods presented unless otherwise stated.

Compliance with IFRS

The separate and consolidated financial statements of SKYCITY also comply with International Financial Reporting Standards (IFRS).

Entities Reporting

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of the Group as at 30 June 2008 and the results of all subsidiaries, joint ventures and associates for the year then ended. SKYCITY Entertainment Group Limited and its subsidiaries together are referred to in these financial statements as the Group.

The financial statements of the 'Parent' are for the company as a separate legal entity.

The Parent company and the Group are designated as profit-oriented entities for financial reporting purposes.

Statutory Base

SKYCITY is a company registered under the New Zealand Companies Act 1993 and is an issuer in terms of the Securities Act 1978 (New Zealand).

The financial statements have been prepared in accordance with the requirements of the Financial Reporting Act 1993 (New Zealand) and the New Zealand Companies Act 1993.

Historical Cost Convention

These financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets, financial assets and liabilities (including derivative instruments) at fair value through profit or loss and investment property.

Critical Accounting Estimates

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires the company to exercise its judgement in the process of applying the Group's accounting policies. Judgement is used in the following areas: estimated impairment of goodwill, indefinite casino licences and fair value of derivatives.

The Group tests annually whether goodwill and indefinite licences have suffered any impairment, in accordance with the accounting policy stated in note 2(h). The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates (refer notes 6 and 15).

There is significant headroom between the value in use calculations and the carrying value of the remaining assets that significant changes in the assumptions used would not require an impairment.

(b) Principles of Consolidation

(i) Subsidiaries

Subsidiaries are all those entities (including special-purpose entities) over which the company has the power to govern the financial and operating policies, generally accompanying a shareholding of more than one-half of the voting rights.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference would be recognised directly in the Income Statement.

Inter-company transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the company.

Minority interests in the results and equity of subsidiaries are shown separately in the consolidated Income Statement and Balance Sheet respectively.

Subsidiaries are accounted for at cost within the parent entity financial statements.

(ii) Associates

Associates are all entities over which the Group has significant influence but not control, generally evidenced by holdings of between 20% and 50% of the voting rights. Investments in associates are accounted for in the parent entity's financial statements using the cost method, and in the consolidated financial statements using the equity method of accounting, after initially being recognised at cost. The Group's investment in associates includes goodwill (net of any accumulated impairment) identified on acquisition.

The Group's share of its associates' post-acquisition profits or losses is recognised in the Income Statement, and its share of post-acquisition movements in reserves is recognised in reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. Dividends received from associates are recognised in the parent entity's income statement, while in the consolidated financial statements they reduce the carrying amount of the investment.

When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group would not recognise further losses, unless it had incurred obligations or made payments on behalf of the associate.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

(iii) Joint Ventures

The proportionate interests in the assets, liabilities and expenses of a jointly controlled operation have been incorporated in the financial statements under the appropriate headings.

(c) Segment Reporting

A geographical segment is engaged in providing products or services within a particular economic environment and may be subject to risks and returns that are different from those of segments operating in other economic environments. A business segment is a group of assets and operations engaged in providing products or services that may be subject to risks and returns that are different to those of other business segments. SKYCITY has determined that its primary segments are geographical and its secondary segments are business/operational.

(d) Foreign Currency Translation

(i) Functional and Presentation Currency

Items included in the financial statements of each of the company's operations are measured using the currency that best reflects the economic substance of the underlying events and circumstances relevant to that operation (functional currency). The consolidated and parent financial statements are presented in New Zealand dollars which is the Group's presentation currency.

(ii) Transactions and Balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Income Statement, except when deferred in equity as qualifying cash flow hedges and qualifying net investment hedges.

Translation differences on non-monetary items, such as equities held at fair value through profit or loss, are reported as part of the fair value gain or loss. Translation differences on non-monetary items, such as equities classified as available-for-sale financial assets, are included in the fair value reserve in equity.

(iii) Foreign Operations

The results and financial position of foreign entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as below:

- assets and liabilities for each Balance Sheet presented are translated at the closing rate at the date of that balance sheet
- income and expenses for each Income Statement are translated at average exchange rates, and
- all resulting exchange differences are recognised as a separate component of equity.

Exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other currency instruments designated as hedges of such investments, are taken to shareholders' equity.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

(e) Revenue Recognition

Revenue is recognised as summarised below.

(i) Operating Revenue
Operating revenues include casino, hotel, food and beverage, Sky Tower, carparking and cinema admissions, and other revenues. Casino revenues represent the net win to the casino from gaming activities, being the difference between amounts wagered and amounts won by casino patrons.

Revenues exclude the retail value of rooms, food, beverage and other promotional allowances provided on a complimentary basis to customers.

(ii) Interest Income
Interest income is recognised on a time-proportion basis using the effective interest method.

(iii) Dividend Income
Dividend income is recognised when the right to receive payment is established.

(f) Income Tax

The income tax expense for the period is the tax payable on the current period's taxable income, based on the income tax rate for each jurisdiction. This is then adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and changes in unused tax losses.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted for each jurisdiction. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability. No deferred tax asset or liability is recognised in relation to these temporary differences if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

(g) Leases

(i) Where the Group is the Lessee
Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the Income Statement on a straight-line basis over the period of the lease.

(ii) Where the Group is the Lessor
Assets leased to third parties under operating leases are included in property, plant and equipment in the Balance Sheet. They are depreciated over their expected useful lives on a basis consistent with similar owned property, plant and equipment. Rental income (net of any incentives given to lessees) is recognised on a straight-line basis over the lease term.

(h) Impairment of Assets

Intangible assets that have an indefinite useful life are not subject to amortisation but are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units).

(i) Cash and Bank Balances

Cash and bank balances include cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the Balance Sheet.

(j) Trade Receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost, less provision for doubtful debts.

Collectibility of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off. A provision for doubtful debts is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of those receivables.

(k) Inventories

Inventories, all of which are finished goods, are stated at the lower of cost and net realisable value determined on a first in, first out basis.

(l) Investments and Other Financial Assets

The Group classifies its investments in the following categories: financial assets at fair value through profit or loss, loans and receivables, held to maturity investments, and available for sale financial assets. The classification depends on the purpose for which the investments were acquired. The company determines the classification of its investments at initial recognition and re-evaluates this designation at each reporting date.

(i) Financial Assets at Fair Value Through Profit or Loss

This category has two sub-categories: financial assets held for trading and those designated at fair value through profit or loss on initial recognition. A financial asset is classified in this category if acquired principally for the purpose of selling in the short-term or if so designated by the company. The policy of the company is to designate a financial asset at fair value through profit and loss if there exists the possibility it will be sold in the short-term and the asset is subject to frequent changes in fair value. Derivatives are categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if they are held either for trading or are expected to be realised within 12 months of the balance sheet date.

(ii) Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money or goods or services directly to a debtor with no intention of selling the receivable. They are included in current assets, except for those with maturities greater than 12 months after the balance sheet date which are classified as non-current assets. Loans and receivables are included in receivables in the Balance Sheet.

(iii) Held to Maturity Investments

Held to maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Group has the positive intention and ability to hold to maturity.

(iv) Available for Sale Financial Assets

Available for sale financial assets, comprising principally marketable equity securities, are non-derivative assets that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the company intends to dispose of the investment within 12 months of the balance sheet date.

Available for sale financial assets and financial assets at fair value through profit and loss are carried at fair value.

Loans and receivables and held to maturity investments are carried at amortised cost using the effective interest method. Realised and unrealised gains and losses arising from changes in the fair value of the financial assets at fair value through profit or loss category are included in the Income Statement in the period in which they arise. Unrealised gains and losses arising from changes in the fair value of non-monetary securities classified as available for sale are recognised in equity in the available for sale investments revaluation reserve. When securities classified as available for sale are sold, the accumulated fair value adjustments are included in the Income Statement as gains and losses from investment securities.

The fair values of quoted investments are based on current bid prices.

(m) Derivatives

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument and, if so, the nature of the item being hedged. The Group designates certain derivatives as either hedges of the fair value of recognised assets or liabilities or a firm commitment (fair value hedges) or hedges of exposures to variability in cash flows associated with recognised assets or liabilities or highly probable forecast transactions (cash flow hedges).

At the inception of the transaction, SKYCITY documents the relationship between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions have been and will continue to be highly effective in offsetting changes in fair values or cash flows of hedged items.

(i) Fair Value Hedge

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recognised in the Income Statement, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

(ii) Cash Flow Hedge

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in equity in the hedging reserve. The gain or loss relating to the ineffective portion is recognised immediately in the Income Statement.

Amounts accumulated in equity are recycled in the Income Statement in the periods when the hedged item will affect profit or loss (for instance when the forecast sale that is hedged takes place). However, when the forecast transaction that is hedged results in the recognition of a non-financial asset (for example, inventory) or a non-financial liability, the gains and losses previously deferred in equity are transferred from equity and included in the measurement of the initial cost or carrying amount of the asset or liability.

When a hedging instrument expires or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised in the Income Statement when the forecast transaction is ultimately recognised in the Income Statement. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is transferred to the Income Statement.

(iii) Derivatives that Do Not Qualify for Hedge Accounting
Changes in the fair value of any derivative instrument that does not qualify for hedge accounting are recognised in the Income Statement.

(n) Property, Plant and Equipment

Property, plant and equipment (except for investment properties: refer note 2(o)) is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains/losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Income Statement during the financial period in which they are incurred.

Land is not depreciated. Depreciation on other assets is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives, as below:

Buildings	5–75 years
Building fit-out	10 years
Plant and equipment	2–75 years
Vehicles	3 years
Fixtures and fittings	3–20 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (refer also note 2(h)).

Gains and losses on disposals are determined by comparing proceeds with carrying amount.

(o) Investment Property

Investment property is held for long-term rental yields and is not occupied by the Group. Investment property is carried at fair value, representing open-market value determined annually by independent external valuers. Changes in fair values are recorded in the Income Statement as part of other income.

(p) Intangible Assets

(i) Goodwill
Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired business/associate at the date of acquisition. Goodwill on acquisitions of businesses is included in Intangible Assets. Goodwill on acquisitions of associates is included in Investments in Associates. Goodwill acquired in business combinations is not amortised. Instead, goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing.

(ii) Casino Licences
The Group's casino licences that have a finite useful life are carried at cost less accumulated amortisation. Amortisation of these casino licences is calculated on a straight-line basis so as to expense the cost of the licences over their legal life.

The casino licences that have been determined to have an indefinite useful life for amortisation purposes are not amortised but are reviewed for impairment on an annual basis.

(iii) Acquired Software

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful life (three to seven years).

(q) Borrowings

Borrowings, including capital notes and the Group's "Adjustable Coupon Exchangeable Securities" (SKYCITY ACES), are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost unless part of an effective hedging relationship. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Income Statement over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

(r) Borrowing Costs

Borrowing costs are expensed, except for costs incurred for the construction of any qualifying asset which are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale.

(s) Employee Benefits

(i) Wages, Salaries and Annual Leave

Liabilities for wages and salaries, including non-monetary benefits, annual leave expected to be settled within 12 months of the reporting date and redundancy payments, are recognised in other payables in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled.

(ii) Share-Based Payments

SKYCITY operates an equity-settled, share-based compensation plan. The fair value of the employee services received in exchange for the grant of the shares and/or share rights is recognised as an expense.

The total amount to be expensed over the vesting period is determined by reference to the fair value of the share rights or shares granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of share rights or shares that are expected to be distributed. At each balance sheet date, the entity revises its estimates of the number of shares expected to be distributed. It recognises the impact of the revision of original estimates, if any, in the Income Statement, and a corresponding adjustment to equity over the remaining vesting period.

(t) Share Capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Where any Group company purchases the company's equity share capital, the consideration paid, including any directly attributable incremental costs (net of income taxes), is deducted from equity attributable to the company's equity holders.

(u) Dividends/Distributions

Provision is made for the amount of any dividend/distribution declared on or before the end of the financial year but not distributed at balance date.

(v) Goods and Service Tax (GST)

The Income Statement, Cash Flow Statement and Statement of Changes in Equity have been prepared so that all components are stated net of GST. All items in the Balance Sheet are stated net of GST, with the exception of receivables and payables, which include GST invoiced.

(w) Payables

Payables are stated at cost or estimated liability where accrued.

(x) Earnings Per Share

(i) Basic Earnings Per Share

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the company by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year.

(ii) Diluted Earnings Per Share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

(y) Standards, Interpretations and Amendments to Published Standards that are not yet effective

Certain new standards, amendments and interpretations to existing standards have been published that are mandatory for the Group's accounting periods beginning on or after 1 July 2008 or later periods but which the Group has not early adopted. These are:

- **NZ IFRIC 13, Customer Loyalty Programmes** (effective from annual periods beginning on or after 1 July 2008). NZ IFRIC 13 requires SKYCITY to allocate a portion of gaming revenue to the loyalty points scheme as a liability. Currently the Group treats this amount as an expense. There is not expected to be a significant impact on net profit. The Group will apply NZ IFRIC 13 from 1 July 2008.
- Amendments to **NZ IAS1 Presentation of Financial Statements** and the new Standard **NZ IFRS 8 Operating Segments** have an impact on the presentation and disclosure of certain financial information. There is no impact on measurement. The Group will apply these from 1 July 2008.

(z) Changes in Accounting Policies

There have been no significant changes in accounting policies during the current year. Accounting policies have been applied on a basis consistent with prior years.

Certain comparatives have been restated in order to conform to current year presentation. The nature of these changes is to increase the level of disclosure around segments by disclosing "International Business" as a separate segment. There is no impact on net profit.

The Group has adopted the disclosure standard **NZ IFRS 7 Financial Instruments: Disclosures** in the current year.

3. REVENUE

	CONSOLIDATED		PARENT COMPANY	
	2008 $'000	2007 $'000	2008 $'000	2007 $'000
Gaming	**586,511**	576,023	–	–
Non-Gaming	**217,503**	222,552	–	–
	804,014	798,575	–	–

Non-Gaming revenue includes revenues from hotels, cinemas, food and beverage, convention centre, car parking, property rentals and Sky Tower.

4. OTHER INCOME

	CONSOLIDATED		PARENT COMPANY	
	2008 $'000	2007 $'000	2008 $'000	2007 $'000
Interest income	**8,976**	6,336	–	208
Dividend income	**2**	4	–	–
Net gain on disposal of property, plant and equipment	**399**	3,383	–	–
Transfer from Foreign Currency Translation Reserve	–	3,345	–	–
Other income	–	–	**9,320**	10,578
Dividends from wholly-owned entities	–	–	**100,348**	100,311
	9,377	13,068	**109,668**	111,097

5. EXPENSES

	CONSOLIDATED		PARENT COMPANY	
	2008 $'000	2007 $'000	2008 $'000	2007 $'000
Profit before income tax includes the following specific expenses:				
Depreciation				
Buildings	**21,704**	18,704	**–**	–
Plant and equipment	**38,076**	39,200	**2,072**	155
Other	**–**	25	**–**	–
Furniture and fittings	**5,310**	5,968	**–**	–
Motor vehicles	**268**	256	**–**	–
Total depreciation	**65,358**	64,153	**2,072**	155
Amortisation				
Casino licence (Adelaide)	**2,449**	2,452	**–**	–
Software	**5,958**	5,622	**5,475**	99
Total amortisation	**8,407**	8,074	**5,475**	99
Finance costs				
Interest and finance charges paid/payable	**86,353**	93,295	**9,922**	10,128
Exchange (gains)/losses on foreign currency borrowings	**(2,503)**	66	**–**	(1)
Total finance costs	**83,850**	93,361	**9,922**	10,127
Other expenses includes:				
Utilities, insurance and rates	**21,389**	21,257	**105**	262
Community Trust donations	**2,854**	2,736	**–**	–
Lease payments relating to operating leases	**17,115**	14,331	**–**	–
Other property expenses	**17,711**	17,876	**–**	–
Other items	**52,233**	59,040	**11,703**	11,993
Total other expenses	**111,302**	115,240	**11,808**	12,255
Restructuring costs				
Restructuring costs	**4,558**	4,322	**–**	4,322
Transaction costs	**3,240**	–	**3,240**	–
Total restructuring costs	**7,798**	4,322	**3,240**	4,322

Restructuring costs relate to redundancy and other payments. Transaction costs relate to various costs associated with the takeover approach made to the Group and the potential sale of the Cinemas business covering the September 2007 to February 2008 period. Transaction costs identified above do not include any internal costs.

6. CINEMAS IMPAIRMENT

Based on lower than expected operating results in the current year, the directors have determined that a write-down in the carrying value of the Cinemas business is appropriate. A write-down of $60.0 million has been made to reduce the carrying value of the Cinemas business to its estimated value in use. The value in use has been estimated using expected future cash flows discounted at a rate of 15%.

The write-down primarily consisted of impairing goodwill by $54.8 million (refer to note 15) with the remaining balance impairing various tangible assets and contracts.

Cinemas is part of the "Rest of New Zealand" segment referred to in note 30.

In the parent entity the investment in SKYCITY Cinema Holdings Limited has also been impaired by $60.0 million.

7. REMUNERATION OF AUDITORS

During the year the following fees were paid or are payable for services provided by the auditor of the parent entity, its related practices and non-related audit firms.

	CONSOLIDATED		PARENT COMPANY	
	2008 $'000	2007 $'000	2008 $'000	2007 $'000
(a) Assurance services				
Audit services				
PricewaterhouseCoopers				
Statutory audit fees	**805**	721	**121**	125
Compliance audit fees	**106**	66	**106**	66
Other audit firms for the audit or review of financial reports of subsidiaries	**21**	9	–	–
Total remuneration for audit services	**932**	796	**227**	191
Other assurance services				
PricewaterhouseCoopers				
Accounting advice and assistance	**67**	116	**67**	112
Financial due diligence	**101**	–	**101**	–
Systems assurance	**18**	39	**10**	–
IFRS accounting assistance	**10**	25	–	–
Tax compliance services	**54**	184	–	–
Total remuneration for other assurance services	**250**	364	**178**	112
Total remuneration for assurance services	**1,182**	1,160	**405**	303
(b) Other services				
PricewaterhouseCoopers				
Taxation advisory services	**374**	459	–	–
Business process and efficiency review	–	170	–	170
Total remuneration for other services	**374**	629	–	170

The Group employs PricewaterhouseCoopers on assignments additional to its statutory audit duties where PricewaterhouseCoopers' expertise and experience with the Group are important and auditor independence is not impaired. These assignments are principally tax advice. For other work, the company's External Audit Independence Policy requires that advisers other than PricewaterhouseCoopers are engaged.

8. INCOME TAX EXPENSE

	CONSOLIDATED 2008 $'000	CONSOLIDATED 2007 $'000	PARENT COMPANY 2008 $'000	PARENT COMPANY 2007 $'000
(a) Income Tax Expense				
Current tax	**13,998**	41,359	–	–
Deferred tax	**22,536**	(8,234)	–	–
	36,534	33,125	–	–
Deferred income tax expense/(revenue) included in income tax expense comprises:				
Decrease in deferred tax assets (note 22)	**1,644**	1,919	–	–
Increase/(decrease) in deferred tax liabilities (note 23)	**20,892**	(10,153)	–	–
	22,536	(8,234)	–	–
(b) Numerical Reconciliation of Income Tax Expense to Prima Facie Tax Payable				
Profit from continuing operations before income tax expense	**85,782**	131,555	**(6,203)**	63,639
Tax at the New Zealand tax rate of 33% (2007: 33%)	**28,308**	43,413	**(2,047)**	21,001
Tax effect of amounts which are not deductible/(taxable) in calculating taxable income:				
Inter-company eliminations	–	–	**34,865**	11,969
Items not subject to tax	**4,764**	1,547	**297**	133
Share of net profit of associates	**(1,800)**	(1,470)	–	–
Change in New Zealand corporate tax rate	**(821)**	(3,681)	–	–
Foreign exchange rate differences	**(8,390)**	4,591	–	–
Exempt dividends received	**128**	–	**(33,115)**	(33,103)
Share of partnership expenditure	**(4,856)**	(3,640)	–	–
Non-taxable gain on disposal of property, plant and equipment	–	(3,890)	–	–
Write off tax losses	**5,931**	–	–	–
Impairment of Cinemas	**18,081**	–	–	–
Other	–	(1,050)	–	–
	41,345	35,820	–	–
Difference in overseas tax rates	**(4,836)**	(3,150)	–	–
Under provision in prior years	**25**	455	–	–
Total tax expense	**36,534**	33,125	–	–

The weighted average applicable tax rate was 42.6% (26.1% excluding the impact of the Cinemas write-down of $60.0 million) (2007: 25.2%).

9. EARNINGS PER SHARE

	CONSOLIDATED		PARENT COMPANY	
	2008 $'000	2007 $'000	2008 $'000	2007 $'000
Earnings per share for profit attributable to the shareholders of the company				
Basic earnings per share (cents)	**10.8**	22.3	**(1.3)**	14.4
Diluted earnings per share (cents)	**10.8**	22.2	**(1.3)**	14.0
(a) Reconciliations of Earnings used in calculating Earnings Per Share				
Basic earnings per share				
Profit attributable to the ordinary equity holders of the company used in calculating basic earnings per share	**49,856**	98,402	**(6,203)**	63,639
Diluted earnings per share				
Profit attributable to the ordinary equity holders of the company used in calculating basic earnings per share	**49,856**	98,402	**(6,203)**	63,639
Interest savings on capital notes	**–**	10,064	**–**	10,064
Interest savings on SKYCITY ACES	**–**	10,253	**–**	–
Option expense savings	**508**	786	**508**	786
Tax on the above	**(168)**	(6,964)	**(168)**	(3,580)
Profit attributable to the ordinary equity holders of the company used in calculating diluted earnings per share	**50,196**	112,541	**(5,863)**	70,909

(b) Weighted Average number of shares used as the denominator

	2008 NUMBER	2007 NUMBER
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	**461,865,334**	440,556,530
Adjustments for calculation of diluted earnings per share:		
Capital notes	**–**	24,382,354
SKYCITY ACES	**–**	33,939,147
Options/share rights	**987,000**	6,945,011
Weighted average number of ordinary shares and potential ordinary shares used as the denominator in calculating diluted earnings per share	**462,852,334**	505,823,042

(c) Information concerning the classification of Securities

(i) SKYCITY ACES

SKYCITY ACES are considered to be potential ordinary shares and are included in the determination of diluted earnings per share from their date of issue if they are dilutive. The SKYCITY ACES have not been included in the determination of basic earnings per share. In 2008 the SKYCITY ACES have an anti-dilutive impact on earnings per share and are therefore not included in the determination of diluted earnings per share. In 2007 they were dilutive and were therefore included. Details relating to the SKYCITY ACES are set out in note 21.

(ii) Options/Share Rights

Options and rights granted to employees under the SKYCITY Executive Share Option and Rights Plans are considered to be potential ordinary shares and have been included in the determination of diluted earnings per share to the extent to which they are dilutive. The options and rights have not been included in the determination of basic earnings per share. Details relating to the options and rights are set out in note 31.

(iii) Capital Notes

Capital notes are considered to be potential ordinary shares and are included in the determination of diluted earnings per share from their date of issue if they are dilutive. The notes have not been included in the determination of basic earnings per share. In 2008 the capital notes have an anti-dilutive impact on earnings per share and are therefore not included in the determination of diluted earnings per share. In 2007 they were dilutive and were therefore included. Details relating to the notes are set out in note 20.

10. CASH AND CASH EQUIVALENTS

	CONSOLIDATED 2008 $'000	CONSOLIDATED 2007 $'000	PARENT COMPANY 2008 $'000	PARENT COMPANY 2007 $'000
Cash at bank	**12,287**	6,515	**2**	2
Cash in house	**33,266**	27,812	**–**	–
Cash deposits	**16,361**	37,210	**–**	–
	61,914	71,537	**2**	2

Cash deposits are cash collateral deposits posted in relation to movements in the fair value of cross-currency interest rate swaps.

11. RECEIVABLES AND PREPAYMENTS

	CONSOLIDATED 2008 $'000	CONSOLIDATED 2007 $'000	PARENT COMPANY 2008 $'000	PARENT COMPANY 2007 $'000
Trade receivables	**6,545**	6,921	**3**	–
Advance to Christchurch Hotels Limited	**15,718**	16,415	**299**	–
Sundry receivables	**3,414**	5,298	**45**	34
Prepayments	**3,703**	2,362	**1,134**	691
Interest receivable	**2,103**	–	**–**	–
Amounts due from subsidiaries	**–**	–	**25,520**	30,670
	31,483	30,996	**27,001**	31,395

Included within trade receivables is a provision relating to doubtful debts within International Business of approximately $1.1 million in respect of business in the period 1 July 2007 to 31 December 2007.

12. DERIVATIVE FINANCIAL INSTRUMENTS

	FAIR VALUE 2008 $'000	FAIR VALUE 2007 $'000	NOTIONAL PRINCIPAL 2008 $'000	NOTIONAL PRINCIPAL 2007 $'000
Current assets				
Interest rate swaps – cash flow hedges	**163**	334	**15,000**	48,006
Forward foreign exchange contracts	**1,107**	–	**27,785**	–
Total current derivative financial instrument assets	**1,270**	334	**42,785**	48,006
Non-current assets				
Interest rate swaps – cash flow hedges	**18,655**	26,865	**562,868**	622,529
Electricity contract for difference – cash flow hedges	**3,808**	–	**–**	–
Total non-current derivative financial instrument assets	**22,463**	26,865	**562,868**	622,529
Current liabilities				
Forward foreign currency contracts	**–**	–	**–**	7,701
Total current derivative financial instrument liabilities	**–**	–	**–**	7,701
Non-current liabilities				
Interest rate swaps – cash flow hedges	**179**	–	**25,000**	–
Interest rate swaps – fair value hedges	**19**	–	**30,000**	–
Cross-currency interest rate swaps – cash flow hedges	**22,034**	47,861	**365,028**	365,028
Cross-currency interest rate swaps – fair value hedges	**1,329**	2,913	**21,592**	21,592
Total non-current derivative financial instrument liabilities	**23,561**	50,774	**441,620**	386,620

During the year, $1,476,213 losses (2007: $3,382,171 gains) on hedged items were offset in the Income Statement by $1,479,190 gains (2007: $3,394,132 losses) on derivatives in fair value hedging relationships.

13. PROPERTY, PLANT AND EQUIPMENT

CONSOLIDATED	LAND $'000	BUILDINGS $'000	PLANT & EQUIPMENT $'000	FIXTURES & FITTINGS $'000	MOTOR VEHICLES $'000	CAPITAL WORK IN PROGRESS $'000	TOTAL $'000
At 30 June 2006							
Cost	171,064	723,882	278,122	80,172	1,207	23,789	1,278,236
Accumulated depreciation	–	(112,713)	(179,584)	(50,054)	(762)	–	(343,113)
Net book value	171,064	611,169	98,538	30,118	445	23,789	935,123
Movements in the year ended 30 June 2007							
Opening net book value	171,064	611,169	98,538	30,118	445	23,789	935,123
Exchange differences	(1,477)	(10,875)	(3,486)	(653)	(26)	(258)	(16,775)
Net additions	(3,421)	21,649	44,657	2,047	108	20,871	85,911
Depreciation charge	–	(18,704)	(39,200)	(5,968)	(256)	(25)	(64,153)
Closing net book value	166,166	603,239	100,509	25,544	271	44,377	940,106
At 30 June 2007							
Cost	166,166	718,792	307,831	76,738	1,246	44,377	1,315,150
Accumulated depreciation	–	(115,553)	(207,322)	(51,194)	(975)	–	(375,044)
Net book value	166,166	603,239	100,509	25,544	271	44,377	940,106
Movements in the year ended 30 June 2008							
Opening net book value	166,166	603,239	100,509	25,544	271	44,377	940,106
Exchange differences	1,985	14,794	4,600	805	26	600	22,810
Net additions	–	11,699	45,896	1,128	325	34,609	93,657
Depreciation charge	–	(21,704)	(38,076)	(5,310)	(268)	–	(65,358)
Closing net book value	168,151	608,028	112,929	22,167	354	79,586	991,215
At 30 June 2008							
Cost	168,151	745,377	363,724	79,738	1,539	79,586	1,438,115
Accumulated depreciation	–	(137,349)	(250,795)	(57,571)	(1,185)	–	(446,900)
Net book value	168,151	608,028	112,929	22,167	354	79,586	991,215

13. PROPERTY, PLANT AND EQUIPMENT continued

PARENT COMPANY	PLANT & EQUIPMENT $'000	CAPITAL WORK IN PROGRESS $'000	TOTAL $'000
At 30 June 2006			
Cost	988	1,323	2,311
Accumulated depreciation	(350)	–	(350)
Net book value	638	1,323	1,961
Movements in the year ended 30 June 2007			
Opening net book value	638	1,323	1,961
Net additions	136	(409)	(273)
Depreciation charge	(155)	–	(155)
Closing net book value	619	914	1,533
At 30 June 2007			
Cost	1,105	914	2,019
Accumulated depreciation	(486)	–	(486)
Net book value	619	914	1,533
Movements in the year ended 30 June 2008			
Opening net book value	619	914	1,533
Net additions/transfers	2,877	1,090	3,967
Depreciation charge	(2,072)	–	(2,072)
Closing net book value	1,424	2,004	3,428
At 30 June 2008			
Cost	21,058	2,004	23,062
Accumulated depreciation	(19,634)	–	(19,634)
Net book value	1,424	2,004	3,428

Borrowing costs in relation to the funding of the Auckland main gaming floor refurbishment, Cinema fit-outs and car park building purchases (2007: Auckland main gaming floor refurbishment, Cinema fit-outs and car park building purchases) have been capitalised to these projects, $1,178,209 (2007: $1,141,522). Total capitalised interest and facility fees included in the cost of land and buildings at 30 June 2008 is $49,082,019 (2007: $47,903,810). Interest is capitalised based on the interest rate on the syndicated bank facility.

A memorandum of encumbrance is registered against the title of land for the Auckland casino in favour of Auckland City Council. Auckland City Council requires prior written consent before any transfer, assignment or disposition of the land. The intent of the covenant is to protect the Council's rights under the resource consent, relating to the provision of the bus terminus, public car park and the provision of public footpaths around the complex.

A further encumbrance records the Council's interest in relation to the subsoil areas under Federal and Hobson Streets used by SKYCITY as car parking and a vehicle tunnel. The encumbrance is to notify any transferee of the Council's interest as lessor of the subsoil areas.

The SKYCITY Hamilton site is subject to the normal rights that the Crown reserves in respect of minerals and mining in relation to the subsoil areas. The land title is subject to Section 27B of the State Owned Enterprises Act 1986 which does not provide for the owner of the land to be heard in relation to any recommendations of the Waitangi Tribunal for the resumption of the land. At balance date the company was not aware of any matters pertaining to the land under the State Owned Enterprises Act 1986. Drainage rights have been granted over parts of the land appurtenant to Lot 2 Plan 5.23789 (CT22C/1428). There is also a right of way granted over part of Lot 1 and part of Lot 2 DP580554.

Included within the Property, Plant and Equipment table are minor asset impairments relating to Cinemas, refer to note 6.

14. INVESTMENT PROPERTIES

	CONSOLIDATED 2008 $'000	CONSOLIDATED 2007 $'000	PARENT COMPANY 2008 $'000	PARENT COMPANY 2007 $'000
At fair value				
Balance at the beginning of the year	**8,845**	8,593	–	–
Capitalised subsequent expenditure	–	252	–	–
Balance at the end of the year	**8,845**	8,845	–	–
Rental income	**26**	406	–	–
Direct operating expenses from property that generated rental income	–	2	–	–

The above balance relates to 97–101 Hobson Street.

Investment properties are not depreciated and are required to be accounted for at fair value each year. 97–101 Hobson Street was valued as at 30 June 2008 by DTZ New Zealand Limited, which employs registered valuers and members of the New Zealand Property Institute. The basis of valuation is fair value being the estimated amount for which an asset should exchange on the date of valuation between a willing buyer and a willing seller in an arms length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently, and without compulsion.

15. INTANGIBLE ASSETS

CONSOLIDATED	GOODWILL $'000	CASINO LICENCES $'000	COMPUTER SOFTWARE $'000	TOTAL $'000
At 30 June 2006				
Cost	168,443	259,926	38,043	466,412
Accumulated amortisation	–	(19,024)	(21,377)	(40,401)
Net book amount	168,443	240,902	16,666	426,011
Movements in the year ended 30 June 2007				
Opening net book amount	168,443	240,902	16,666	426,011
Exchange differences	(11,452)	(23,817)	(391)	(35,660)
Additions	37,659	–	13,533	51,192
Amortisation charge	–	(2,452)	(5,622)	(8,074)
Closing net book amount	194,650	214,633	24,186	433,469
At 30 June 2007				
Cost	194,650	234,120	51,260	480,030
Accumulated amortisation	–	(19,487)	(27,074)	(46,561)
Net book amount	194,650	214,633	24,186	433,469
Movements in the year ended 30 June 2008				
Opening net book amount	194,650	214,633	24,186	433,469
Exchange differences	15,391	31,546	112	47,049
Additions	–	–	1,213	1,213
Impairment charge	(54,792)	–	–	(54,792)
Amortisation charge	–	(2,449)	(5,958)	(8,407)
Closing net book amount	155,249	243,730	19,553	418,532
At 30 June 2008				
Cost	155,249	268,744	52,927	476,920
Accumulated amortisation	–	(25,014)	(33,374)	(58,388)
Net book amount	155,249	243,730	19,553	418,532

15. INTANGIBLE ASSETS continued

PARENT COMPANY	COMPUTER SOFTWARE $'000	TOTAL $'000
At 30 June 2006		
Cost	173	173
Accumulated amortisation	(26)	(26)
Net book amount	147	147
Movements in the year ended 30 June 2007		
Opening net book amount	147	147
Net additions	108	108
Amortisation charge	(99)	(99)
Closing net book amount	156	156
At 30 June 2007		
Cost	227	227
Accumulated amortisation	(71)	(71)
Net book amount	156	156
Movements in the year ended 30 June 2008		
Opening net book amount	156	156
Net additions/transfers	24,081	24,081
Amortisation charge	(5,475)	(5,475)
Closing net book amount	18,762	18,762
At 30 June 2008		
Cost	45,857	45,857
Accumulated amortisation	(27,095)	(27,095)
Net book amount	18,762	18,762

(a) Impairment Tests for Intangibles with Indefinite Lives

Goodwill and licences with indefinite lives are allocated to the Group's cash-generating units (CGU's) identified below.

	REST OF NEW ZEALAND* $'000	SKYCITY DARWIN $'000	TOTAL $'000
2008			
Goodwill	35,786	119,463	155,249
Casino Licence	–	40,076	40,076
	35,786	159,539	195,325
2007			
Goodwill	90,578	104,072	194,650
Casino Licence	–	34,912	34,912
	90,578	138,984	229,562

**Refer Note 30(a)*

The recoverable amount of a CGU is determined based on value in use calculations. These calculations use cash flow projections covering a three year period. The growth rate does not exceed the long-term average growth rate for the business in which the CGU operates. There is a surplus between the carrying values of indefinite life assets and value in use calculations.

An impairment relating to Cinemas goodwill was made during the year; refer note 6.

15. INTANGIBLE ASSETS continued

(b) Key Assumptions used for Value in Use Calculations of Cash Generating Units

	GROSS MARGIN		GROWTH RATE		DISCOUNT RATE	
	2008 %	2007 %	2008 %	2007 %	2008 %	2007 %
Rest of New Zealand	**53.4**	44.4	**3.0**	3.0	**8.7**	8.7
SKYCITY Darwin	**47.0**	49.9	**3.0**	3.0	**8.7**	8.7

16. AVAILABLE FOR SALE FINANCIAL ASSETS

	CONSOLIDATED		PARENT COMPANY	
	2008 $'000	2007 $'000	2008 $'000	2007 $'000
Balance at the beginning of the year	**2,514**	2,622	–	–
Exchange differences	–	(262)	–	–
Disposals	**(1,492)**	–	–	–
Revaluation surplus transfer to equity	–	154	–	–
Balance at the end of the year	**1,022**	2,514	–	–
Listed equity securities	–	1,492	–	–
Unlisted equity securities	**1,022**	1,022	–	–
	1,022	2,514	–	–

The investment in unlisted equity securities relates to Christchurch Hotels Limited.

17. INVESTMENTS IN ASSOCIATES

(a) Carrying Amounts

Information relating to associates is set out below.

NAME OF COMPANY	PRINCIPAL ACTIVITY	OWNERSHIP INTEREST 2008 $'000	OWNERSHIP INTEREST 2007 $'000	CONSOLIDATED 2008 $'000	CONSOLIDATED 2007 $'000
Unlisted					
Vista Entertainment Solutions Limited	Cinema ticket software systems	**50.0**	50.0	**3,654**	2,903
Christchurch Casinos Limited	Casino operator	**40.5**	40.5	**80,354**	77,928
				84,008	80,831

Vista Entertainment Solutions Limited is incorporated in New Zealand and has a 31 December balance date. The directors are not aware of any significant events or transactions since Vista Entertainment Solutions Limited's balance date.

Christchurch Casinos Limited is incorporated in New Zealand and has a 31 March balance date. The directors are not aware of any significant events or transactions since Christchurch Casinos Limited's 31 March 2008 balance date that relate to the carrying value of SKYCITY's ownership interest that should be recorded in these accounts.

Subsequent to balance date SKYCITY acquired an additional 5.2% indirect interest in Christchurch Casinos Limited.

	2008 $'000	2007 $'000
(b) Movements in Carrying Amounts		
Balance at the beginning of the year	**80,831**	78,304
Share of profits after income tax	**5,456**	4,661
Elimination of inter-entity profits	–	(209)
Purchase of a further 25% interest in Vista Entertainment Solutions as part of the Village acquisition	–	2,500
Dividends received/receivable	**(2,279)**	(4,425)
Carrying amount at the end of the financial year (including goodwill $55,269,000 (2007: $55,269,000))	**84,008**	80,831

(c) Summarised Financial Information of Significant Associates

	GROUP'S SHARE OF ASSETS $'000	LIABILITIES $'000	REVENUES $'000	PROFIT $'000
2008				
Christchurch Casinos Limited	**19,817**	**2,238**	**21,173**	**4,693**
	19,817	**2,238**	**21,173**	**4,693**
2007				
Christchurch Casinos Limited	16,236	1,118	22,743	4,200
	16,236	1,118	22,743	4,200

The above are based on SKYCITY's direct equity interest in Christchurch Casinos Limited of 30.7%.

18. PAYABLES

	CONSOLIDATED		PARENT COMPANY	
	2008 $'000	2007 $'000	2008 $'000	2007 $'000
Trade payables	**20,681**	19,165	–	–
Accrued expenses	**67,300**	71,579	**6,215**	5,288
Employee benefits	**33,687**	28,757	–	–
Amounts due to subsidiaries	–	–	**335,307**	364,002
	121,668	119,501	**341,522**	369,290

19. NON-CURRENT LIABILITIES – INTEREST BEARING LIABILITIES

	CONSOLIDATED		PARENT COMPANY	
	2008 $'000	2007 $'000	2008 $'000	2007 $'000
Unsecured				
United States Private Placement	**551,745**	534,639	–	–
Syndicated bank facility	**129,000**	221,000	–	–
Deferred funding expenses	**(2,861)**	(2,637)	–	–
Total unsecured non-current interest bearing borrowings	**677,884**	753,002	–	–

SKYCITY Cinemas Group

At balance date, SKYCITY Rialto JV had a bank facility of $250,000 (2007: $250,000) which was undrawn, secured by registered mortgage debenture over Rialto Cinemas Limited. SKYCITY has a 50% interest in Rialto Cinemas Limited.

Syndicated Bank Facility

At 30 June 2008, SKYCITY had in place a $500,000,000 (2007: $500,000,000) facility on an unsecured, negative pledge basis maturing April 2011. The funding syndicate is comprised of ANZ National Bank Limited, Bank of New Zealand Limited and Commonwealth Bank of Australia, New Zealand Branch. As at 30 June 2008, the amount drawn on this facility was $129,000,000 (2007: $221,000,000).

United States Private Placement (USPP)

On 15 March 2005 SKYCITY borrowed NZ$96,571,000, A$74,900,000 and US$274,500,000 with maturities between 2012 and 2020 from private investors (primarily US based) on an unsecured basis.

The movement in the USPP debt from 2007 relates to foreign exchange movement. No repayments of USPP debt were made during the year ended 30 June 2008. The USPP fixed rate US dollar borrowings have been converted to New Zealand dollar floating rate borrowings by use of cross-currency interest rate swaps to eliminate foreign exchange exposure.

Fair values

The fair value of the syndicated bank facility is not materially different from the carrying values. The fair value of the USPP is approximately $27 million more than the carrying value.

20. SUBORDINATED DEBT – CAPITAL NOTES

	CONSOLIDATED		PARENT COMPANY	
	2008 $'000	2007 $'000	2008 $'000	2007 $'000
Balance at the beginning of the year	**123,860**	123,860	**123,860**	123,860
Partial revaluation	**(19)**	–	**–**	–
Balance at the end of the year	**123,841**	123,860	**123,860**	123,860
Deferred expenses at cost	**178**	178	**178**	178
Accumulated amortisation	**(109)**	(74)	**(109)**	(74)
Balance at the end of the year	**69**	104	**69**	104
Net capital notes at the end of the year	**123,772**	123,756	**123,791**	123,756

In May 2000, the company issued 150 million unsecured subordinated capital notes at an issue price of $1.00 per note.

In May 2005, the capital notes were rolled over for a new term of five years to 15 May 2010. The notes were reissued on the same terms and conditions except at a lower coupon interest rate of 8.0% (previously 9.25%).

Prior to the next election date (15 May 2010), the company must notify holders of the proportion of their capital notes it will redeem (if any) and, if applicable, the new conditions (including as to interest rate, interest dates, new election date, and other modifications to the existing conditions) that will apply to the capital notes from the election date. Holders may then choose either to retain some or all of their capital notes on the new terms, and/or to convert some or all of their capital notes into SKYCITY ordinary shares. The company may elect to redeem or purchase some or all of the capital notes that holders have elected to convert, at an amount equal to the principal amount plus any accrued but unpaid interest.

If capital notes are converted, holders will receive ordinary shares equal in value to the aggregate of the principal amount of the notes plus any accrued but unpaid interest. The value of the shares is determined on the basis of 95% of the weighted average sale price of a SKYCITY ordinary share on the New Zealand stock exchange during the 15 days prior to the election dates.

The capital notes do not carry voting rights. Capital noteholders are not entitled to any distributions made by SKYCITY in respect of its ordinary shares prior to the conversion date of the capital notes and do not participate in any change in value of SKYCITY's issued shares.

$30,000,000 of the capital notes are part of a fair value hedging relationship (refer note 12) and have therefore been revalued for movements in market interest rates.

As at 30 June 2008, there were 150,000,000 (2007: 150,000,000) capital notes on issue, of which 26,140,250 (2007: 26,140,250) are held as treasury stock by the company.

The capital notes are listed on the NZX. As at 30 June 2008 the closing price was $0.9833 per $1 note (2007: $0.9806). Given that SKYCITY intends to retain the capital notes until election date they are carried at amortised cost apart from the proportion in a fair value hedging relationship which is revalued for movements in market interest rates on consolidation.

21. SUBORDINATED DEBT – SKYCITY ACES

	CONSOLIDATED		PARENT COMPANY	
	2008 $'000	2007 $'000	2008 $'000	2007 $'000
SKYCITY ACES	**189,442**	165,035	–	–
Deferred expenses	**(2,904)**	(3,625)	–	–
	186,538	161,410	–	–

In October 2005, SKYCITY Investments Australia Limited issued in Australia 1.5 million unsecured subordinated perpetual reset exchangeable securities (SKYCITY ACES) at an issue price of A$100.00 per note. The SKYCITY ACES offer holders a fully franked variable rate coupon until the first reset date of 15 December 2010. The coupon is reset quarterly at the Australian 90 day bank bill rate (BBSW) plus 2.25%, net of the Australian corporate tax rate (30%) with franking credits attached.

On any reset date (the first being 15 December 2010 and every five years thereafter), SKYCITY may elect to exchange or redeem the SKYCITY ACES or change the coupon rate and certain other terms. The holder can request exchange of the SKYCITY ACES at any reset date. If the holder requests exchange SKYCITY may elect to exchange for ordinary shares or redeem or repurchase for cash.

Coupons are payable unless the directors of the issuer determine that a coupon not be paid. If a coupon is not paid, the holder has no right to receive that coupon, as coupons are non-cumulative. However, if a coupon is not paid, SKYCITY will be prohibited from paying dividends on its ordinary shares until certain conditions are satisfied.

SKYCITY ACES do not carry voting rights and holders are not entitled to any distributions made by SKYCITY in respect of its ordinary shares prior to exchange. There is a minimum exchange ratio which means that a SKYCITY ACES holder would participate in any increase in the SKYCITY ordinary share price above A$7.40.

The movement in the SKYCITY ACES debt from 2007 relates to foreign exchange movements and is offset by changes in the foreign currency translation reserve.

SKYCITY ACES are listed on the ASX. As at 30 June 2008 the closing price was A$83.00 per A$100 note (2007: A$103.50). As SKYCITY intends to retain the SKYCITY ACES until maturity, they are carried at amortised cost translated at the closing NZD/AUD exchange rate.

22. DEFERRED TAX ASSETS

	CONSOLIDATED 2008 $'000	CONSOLIDATED 2007 $'000	PARENT COMPANY 2008 $'000	PARENT COMPANY 2007 $'000
The balance comprises temporary differences attributable to:				
Amounts recognised in Income Statement				
Provision and accruals	**13,253**	11,205	–	–
Property, plant and equipment	**588**	263	–	–
Foreign exchange differences	**(3,814)**	(2,788)	–	–
Tax rate change	**(62)**	(808)	–	–
Tax losses	**985**	7,120	–	–
Other	**758**	525	–	–
	11,708	15,517	–	–
Amounts recognised directly in equity				
Cash flow hedges	–	461	–	–
Deferred tax assets	**11,708**	15,978	–	–
Movements:				
Balance at the beginning of the year	**15,978**	26,667	–	–
Under provided in prior years	–	(190)	–	–
Credited (charged) to the Income Statement (note 8)	**(1,582)**	(1,111)	–	–
Debited to equity	**(2,958)**	(8,468)	–	–
Change in New Zealand corporate tax rate	**(62)**	(808)	–	–
Foreign exchange differences	**332**	(112)	–	–
Balance at the end of the year	**11,708**	15,978	–	–
Expected settlement:				
Within 12 months	**(1,571)**	3,309	–	–
In excess of 12 months	**13,279**	12,669	–	–
	11,708	15,978	–	–

The Group has not recognised deferred tax assets of $5.9 million (2007: nil) in respect of losses that can be carried forward against future taxable income.

23. DEFERRED TAX LIABILITIES

	CONSOLIDATED		PARENT COMPANY	
	2008 $'000	2007 $'000	2008 $'000	2007 $'000
The balance comprises temporary differences attributable to:				
Amounts recognised in Income Statement				
Provisions, prepayments and receivables	**(2,816)**	1,173	–	–
Depreciation	**60,310**	55,783	–	–
Tax rate change	**(947)**	(4,635)	–	–
Foreign exchange	**16,108**	(2,097)	–	–
	72,655	50,224	–	–
Amounts recognised directly in equity				
Cash flow hedges	**5,236**	2,768	–	–
Deferred tax liabilities	**77,891**	52,992	–	–
Movements				
Balance at the beginning of the year	**52,992**	60,596	–	–
Charged to the Income Statement (note 8)	**21,774**	(5,518)	–	–
Debited to equity	**3,154**	3,842	–	–
Change in New Zealand corporate tax rate	**(882)**	(4,635)	–	–
Foreign exchange differences	**853**	(1,293)	–	–
Balance at the end of the year	**77,891**	52,992	–	–
Expected settlement				
Within 12 months	**(87)**	329	–	–
In excess of 12 months	**77,978**	52,663	–	–
	77,891	52,992	–	–

24. IMPUTATION CREDITS

	CONSOLIDATED	
	2008 $'000	2007 $'000
Balance at the beginning of the year	**(1,998)**	(2,663)
Tax payments, net of refunds	**10,913**	9,341
Credits attached to dividends/distributions paid	**(13,097)**	(8,676)
Balance at the end of the year	**(4,182)**	(1,998)

As required by relevant tax legislation, the imputation credit account had a credit balance as at 31 March 2008. The current debit balance is a result of imputation credits attached to the interim distribution paid in April 2008.

25. SHARE CAPITAL

	2008 SHARES	2007 SHARES	2008 $'000	2007 $'000
Opening balance of ordinary shares issued	**450,709,087**	429,287,177	**364,068**	281,735
Shares issued under Profit Distribution Plan	**25,690,301**	21,421,910	**105,200**	100,114
Exercise of share rights/options	**1,631,213**	650,667	**23,978**	5,956
Issue of share rights/options	**–**	–	**508**	786
Shares issued under employee incentive plan	**344,019**	480,583	**1,705**	2,126
Shares repurchased and not cancelled	**–**	–	**(6,838)**	(21,246)
Shares repurchased and cancelled	**(6,975,329)**	(1,131,250)	**(27,842)**	(5,403)
Closing balance of ordinary shares issued	**471,399,291**	450,709,087	**460,779**	364,068

All ordinary shares rank equally with one vote attached to each fully-paid ordinary share.

Repurchase and Cancellation of Shares

There has been no on-market share buy back programme in the current year. The shares repurchased during the year related to shares issued under the Profit Distribution Plan.

26. RESERVES AND RETAINED (LOSSES)/PROFITS

	CONSOLIDATED		PARENT COMPANY	
	2008 $'000	2007 $'000	2008 $'000	2007 $'000
(a) Reserves				
Available for sale investments revaluation reserve	**–**	85	**–**	–
Hedging reserve – cash flow hedges	**13,258**	1,227	**–**	–
Foreign currency translation reserve	**18,677**	(20,907)	**–**	–
Employee share entitlement reserve	**2,058**	3,526	**2,058**	3,526
	33,993	(16,069)	**2,058**	3,526
Available for Sale Investments Revaluation Reserve				
Balance at the beginning of the year	**85**	(69)	**–**	–
Revaluations	**–**	154	**–**	–
Transfer to net profit	**(85)**	–	**–**	–
Balance at the end of the year	**–**	85	**–**	–
Hedging Reserve – Cash Flow Hedges				
Balance at the beginning of the year	**1,227**	(26,173)	**–**	–
Revaluation	**14,591**	(62,179)	**–**	–
Transfer to net profit	**3,552**	101,755	**–**	–
Deferred tax	**(6,112)**	(12,176)	**–**	–
Balance at the end of the year	**13,258**	1,227	**–**	–
Foreign Currency Translation Reserve				
Balance at the beginning of the year	**(20,907)**	13,123	**–**	–
Exchange difference on translation of overseas subsidiaries	**47,830**	(36,820)	**–**	–
Effect of hedging the net investment of overseas subsidiaries	**(8,246)**	6,135	**–**	–
Release to Income Statement	**–**	(3,345)	**–**	–
Balance at the end of the year	**18,677**	(20,907)	**–**	–
Employee Share Entitlement Reserve				
Balance at the beginning of the year	**3,526**	4,948	**3,526**	4,948
Shares issued during the year	**(1,705)**	(2,126)	**(1,705)**	(2,126)
Share entitlements for the year	**237**	704	**237**	704
Balance at the end of the year	**2,058**	3,526	**2,058**	3,526

26. RESERVES AND RETAINED (LOSSES)/PROFITS continued

(i) Available for Sale Investments Revaluation Reserve

Changes in the fair value of investments, such as equities, classified as available for sale financial assets, are taken to the available for sale investments revaluation reserve, as described in note 2(l). Amounts are recognised in the Income Statement when the associated assets are sold or impaired.

(ii) Hedging Reserve – Cash Flow Hedges

The hedging reserve is used to record gains or losses on a hedging instrument in a cash flow hedge that are recognised directly in equity, as described in note 2(m). Amounts are recognised in the Income Statement when the associated hedged transaction affects the Income Statement.

(iii) Foreign Currency Translation Reserve

Exchange differences arising on translation of foreign controlled entities are taken to the foreign currency translation reserve, as described in note 2(d). The reserve is recognised in the Income Statement when the net investment is disposed of. The release to Income Statement in 2007 relates to a restructure of the capital structure of certain foreign operations which is deemed to be a partial disposal.

(iv) Employee Share Entitlement Reserve

Under the SKYCITY Performance Pay Incentive Plan (PPI), selected employees have been eligible for performance-related bonuses in respect of each of the financial years ending 30 June 2000 through 30 June 2008. The employee share entitlement reserve represents the value of ordinary shares to be issued in respect of the Plan for the years ended 30 June 2006 through 30 June 2008.

Shares are issued at the average closing price of SKYCITY's shares on the New Zealand Stock Exchange (NZSX) on the ten business days following the release to the New Zealand Exchange of SKYCITY's annual result for the relevant year of the Plan.

Shares issued have the same rights as existing ordinary shares and are issued as soon as possible after the tenth business day following the release of SKYCITY's annual result.

Shares under the PPI for the years ended 30 June 2007 and before are issued in three equal instalments, being one-third of the shares on the bonus declaration date, and provided eligibility criteria continue to be met, one-third on the next entitlement date (approximately 12 months later) and one-third on the final entitlement date (approximately 24 months later). Shares under the PPI for the year ended 30 June 2008 were issued on the bonus declaration date.

(b) Retained (Losses)/Profits

Movements in retained profits were as follows:

	CONSOLIDATED		PARENT COMPANY	
	2008 $'000	2007 $'000	2008 $'000	2007 $'000
Balance at the beginning of the year	**31,044**	32,756	**(102,605)**	(66,130)
Net profit/(loss) for the year	**49,856**	98,402	**(6,203)**	63,639
Distributions/dividends	**(105,200)**	(100,114)	**(105,200)**	(100,114)
Balance at the end of the year	**(24,300)**	31,044	**(214,008)**	(102,605)

27. MINORITY INTEREST

	CONSOLIDATED	
	2008 $'000	2007 $'000
Balance at the beginning of the year	**2,491**	2,463
Share of (deficit)/surpluses of subsidiaries	**(608)**	28
Balance at the end of the year	**1,883**	2,491

The minority interest relates to the 40% of Queenstown Casinos Limited which is not owned by SKYCITY.

28. DISTRIBUTIONS/DIVIDENDS

	CONSOLIDATED		PARENT COMPANY	
	2008 $'000	2007 $'000	2008 $'000	2007 $'000
Prior year final distribution/dividend	**54,340**	60,292	**54,340**	60,292
Current year interim distribution/dividend	**50,860**	39,822	**50,860**	39,822
Total distributions/dividends provided for or paid	**105,200**	100,114	105,200	100,114
Cents per share				
Prior year final distribution/dividend	**12¢**	14¢	**12¢**	14¢
Current year interim distribution/dividend	**11¢**	9¢	**11¢**	9¢

Of the 2008 distribution of $105,200,000 33% (2007: 27%) shares were repurchased and 67% (2007: 73%) retained in shares.

On 25 August 2008, the directors resolved to make a pro-rata issue of bonus shares in respect of the year ended 30 June 2008, (refer to note 38 for further details).

29. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: markets risks (interest rate, currency and electricity price), liquidity risk, and credit risk. The Group's Treasury Policy and overall risk management programme recognises the nature of these risks and seeks to minimise potential adverse effects on the Group's financial performance. The Group uses derivative financial instruments to hedge certain risk exposures.

Risk management is carried out by a central treasury department (Group Treasury) under a formal Treasury Policy approved by the board of directors. The board provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess funds. The board-approved Treasury Policy sets conservative limits for allowable risk exposures.

(a) Market Risk

(i) Currency Risk

The Group operates internationally and is exposed to currency risk, primarily with respect to Australian and US dollars. Exposure to the Australian dollar arises from the Group's net investment in its Australian operations. Exposure to the US dollar arises from funding denominated in that currency.

The Group utilises natural hedges wherever possible (i.e. Australian dollar funding is used to partially hedge the net investment in Australian operations) with forward foreign exchange contracts used to manage any significant residual risk to the Income Statement.

The Group's exposure to the US dollar (refer to US dollar US Private Placement debt detailed in note 18) has been fully hedged by way of cross-currency interest rate swaps (CCIRS), hedging US dollar exposure on both principal and interest. The CCIRS correspond in amount and maturity to the US dollar borrowings with no residual US dollar exposure.

Movement in exchange rates will have no impact on the parent accounts as there are no currency exposures in that entity.

(ii) Interest Rate Risk

The Group's interest rate exposures arise from long-term borrowings.

Interest rate swaps (IRS) and CCIRS are utilised to modify the interest repricing profile of the Group's debt to match the profile required by Treasury Policy. All IRS and CCIRS are in designated hedging relationships that are highly effective.

As the Group has no significant interest-bearing assets, the Group's revenue is substantially independent of changes in market interest rates.

29. FINANCIAL RISK MANAGEMENT continued

The following table sets out the Group's exposure to interest rate risk, including the contractual repricing dates and the effective weighted average interest rate.

	%	PRINCIPAL – INTEREST RATE REPRICING 1 YEAR OR LESS $'000	1-2 YEARS $'000	2-3 YEARS $'000	3-4 YEARS $'000	4-5 YEARS $'000	OVER 5 YEARS $'000	TOTAL $'000
2008 – Consolidated								
Bank	8.25	28,648	–	–	–	–	–	28,648
Bank borrowings	9.14	(129,000)	–	–	–	–	–	(129,000)
US Private Placement	6.70	(191,166)	–	–	(263,454)	–	(97,125)	(551,745)
Capital notes (NZ)	8.00	–	(123,860)	–	–	–	–	(123,860)
SKYCITY ACES (Aust)	7.03	(189,442)	–	–	–	–	–	(189,442)
IRS/CCIRS*	–	197,585	(1,574)	–	(27,786)	–	(168,225)	–
	7.84	(283,375)	(125,434)	–	(291,240)	–	(265,350)	(965,399)
2007 – Consolidated								
Bank	8.00	43,764	–	–	–	–	–	43,764
Bank borrowings	8.40	(221,000)	–	–	–	–	–	(221,000)
US Private Placement	6.39	(177,960)	–	–	–	(260,525)	(96,154)	(534,639)
Capital notes (NZ)	8.00	–	–	–	(123,860)	–	–	(123,860)
SKYCITY ACES (Aust)	6.03	(165,035)	–	–	–	–	–	(165,035)
IRS/CCIRS *	–	298,858	(48,007)	(27,506)	–	(42,979)	(180,366)	–
	7.62	(221,373)	(48,007)	(27,506)	(123,860)	(303,504)	(276,520)	(1,000,770)

** Interest rate swaps and cross-currency interest rate swaps. Notional principal amounts*

For both 2008 and 2007 capital notes are the only interest-bearing debt within the parent entity. The parent entity is not party to any derivatives.

(iii) Electricity Price Risk

SKYCITY has in place one electricity derivative for approximately 80% of SKYCITY Auckland's electricity consumption (CFD) (2007: none) hedging an electricity supply contract at spot (floating) price. The CFD is a designated cash flow hedge with 100% effectiveness, fixing the electricity price for a period through to the maturity of the supply contract.

Changes in the spot price of electricity will not impact on the Income Statement. Changes in fair value of the CFD will be reflected in Equity (Cash Flow Hedge Reserve) until released to the Income Statement to offset variability in the spot electricity price.

(iv) Summarised sensitivity analysis

The following table summarises the sensitivity of the Group's financial assets and financial liabilities to interest rate risk and foreign exchange risk.

	INTEREST RATE RISK				FOREIGN EXCHANGE RISK			
MOVEMENT	-1% PROFIT $'000	-1% EQUITY $'000	+1% PROFIT $'000	+1% EQUITY $'000	-5% PROFIT $'000	-5% EQUITY $'000	+5% PROFIT $'000	+5% EQUITY $'000
30 June 2008								
NZD/AUD movements	–	–	–	–	615	15,820	(557)	(14,313)
NZ interest rate movement	1,169	(17,738)	(1,169)	16,753	–	–	–	–
Australian interest rate movement	842	(6,777)	(842)	6,320	–	–	–	–
Total increase/ (decrease)	2,011	(24,515)	(2,011)	23,073	615	15,820	(557)	(14,313)
30 June 2007								
NZD/AUD movements	–	–	–	–	201	13,145	(182)	(11,893)
NZ interest rate movement	1,139	(20,060)	(1,139)	18,901	–	–	–	–
Australian interest rate movement	472	(7,280)	(472)	6,751	–	–	–	–
Total increase/ (decrease)	1,611	(27,340)	(1,611)	25,652	201	13,145	(182)	(11,893)

29. FINANCIAL RISK MANAGEMENT continued

(b) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its financial obligations. SKYCITY is largely a cash-based business and its material credit risks arise mainly from financial instruments utilised in funding and International Business play.

Financial instruments (other than International Business discussed below) that potentially create a credit exposure can only be entered into with counterparties that are explicitly approved by the board. Maximum credit limits for each of these parties are approved on the basis of long-term credit rating (Standard and Poor's or Moody's). A minimum long-term rating of A+ (S&P) or A1 (Moody's) is required to approve individual counterparties.

The maximum credit risk of any financial instrument at any time is the fair value where that instrument is an asset. All derivatives are carried at fair value in the balance sheet. Trade receivables are presented net of an allowance for estimated doubtful receivables.

International players are managed in accordance with industry best practise. Settlement risk associated with international players is minimised through comprehensive credit checking and a formal review and approval process.

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of unutilised committed credit facilities. The Group manages liquidity risk by continuously monitoring forecast and actual cash flows and maintaining flexibility in funding by keeping committed credit lines available with a variety of counterparties and maturities.

Maturities of Committed Funding Facilities

The tables below detail the Group's maturity profile of committed funding. The bank facility of $500 million is drawn to $129 million as at 30 June 2008 (2007: $221 million).

	BETWEEN 1 & 2 YEARS $'000	BETWEEN 2 & 3 YEARS $'000	BETWEEN 3 & 5 YEARS $'000	OVER 5 YEARS $'000	TOTAL FACILITY $'000
Consolidated – 30 June 2008					
Bank facility	–	500,000	–	–	500,000
Capital notes	150,000	–	–	–	150,000
SKYCITY ACES	–	189,442	–	–	189,442
US Private Placement	–	–	405,027	146,718	551,745
Total debt facilities	150,000	689,442	405,027	146,718	1,391,187
Total drawn debt	123,860	318,442	405,027	146,718	994,047
Consolidated – 30 June 2007					
Bank facility	500,000	–	–	–	500,000
Capital notes	–	150,000	–	–	150,000
SKYCITY ACES	–	–	165,035	–	165,035
US Private Placement	–	–	390,604	144,035	534,639
Total debt facilities	500,000	150,000	555,639	144,035	1,349,674
Total drawn debt	221,000	123,860	555,639	144,035	1,044,534

29. FINANCIAL RISK MANAGEMENT continued

(d) Capital Risk Management

The Group's objectives when managing capital are to safeguard its ability to continue as a going concern and to maximise returns for shareholders and benefits for other stakeholders over the long term.

In order to optimise the capital structure, the Group manages actual and forecast operational cash flows, capital expenditure and equity distributions.

The Group primarily manages capital on the basis of gearing ratios measured on the basis of debt to EBITDA (Earnings Before Interest, Tax, Depreciation and Amortisation) and interest coverage (EBITDA relative to net interest cost). As a secondary measure, gearing is also monitored on the basis of debt to enterprise value (debt plus market capitalisation). Book value of equity is not an appropriate gearing measure due to some of the historical components of the company's balance sheet (including that the company's Auckland casino licence is not recorded as an asset due to the fact that it was awarded by the New Zealand Casino Control Authority rather than purchased for a dollar amount).

These types of ratios are consistent with the financial covenants in the Group's various funding facilities. Actual gearing as at 30 June 2008 was within covenant limits on funding facilities.

Although both the New Zealand capital notes and Australian SKYCITY ACES include the right for SKYCITY to convert them to equity they are both treated as debt for capital management and financial reporting purposes.

The Group does not have any externally imposed capital requirements.

(e) Categories of Financial Assets and Financial Liabilities

	LOANS AND RECEIVABLES $'000	ASSETS AT FAIR VALUE THROUGH THE INCOME STATEMENT $'000	DERIVATIVES USED FOR HEDGING $'000	AVAILABLE FOR SALE $'000	LIABILITIES AT AMORTISED COST $'000
Consolidated – 30 June 2008					
Cash and bank balances	61,914	–	–	–	–
Trade receivables	6,545	–	–	–	–
Advance to Christchurch Hotels Limited	15,718	–	–	–	–
Derivative financial instruments	–	1,107	(935)	–	–
Available for sale financial assets	–	–	–	1,022	–
Interest-bearing liabilities	–	–	–	–	(677,884)
Capital notes	–	–	–	–	(123,772)
SKYCITY ACES	–	–	–	–	(186,538)
Total	**84,177**	**1,107**	**(935)**	**1,022**	**(988,194)**
Consolidated – 30 June 2007					
Cash and bank balances	71,537	–	–	–	–
Trade receivables	6,921	–	–	–	–
Advance to Christchurch Hotels Limited	16,415	–	–	–	–
Derivative financial instruments	–	–	(23,909)	–	–
Available for sale financial assets	–	–	–	2,514	–
Interest-bearing liabilities	–	–	–	–	(753,002)
Capital notes	–	–	–	–	(123,756)
SKYCITY ACES	–	–	–	–	(161,410)
Total	94,873	–	(23,909)	2,514	(1,038,168)

30. SEGMENT INFORMATION

(a) Description of Segments

Geographic Segments

The Group is organised into the following main geographic areas.

SKYCITY Auckland
SKYCITY Auckland includes casino operations, hotels and convention, food and beverage, carparking, Sky Tower, and a number of other related activities.

Rest of New Zealand
Rest of New Zealand includes the Group's interest in SKYCITY Hamilton, SKYCITY Queenstown Casino, Christchurch Casino and SKYCITY Cinemas.

SKYCITY Adelaide
SKYCITY Adelaide includes casino operations and food and beverage.

SKYCITY Darwin
SKYCITY Darwin includes casino operations, food and beverage and hotel.

International Business
International Business includes commission and complimentary play. The international business segment is made up of customers sourced mainly from Asia, and the rest of the world. The revenue is generated at SKYCITY's Auckland, Darwin, Adelaide and Queenstown locations.

Business Segments

Although the Group is managed on a geographical basis, it operates in the following business segments.

Gaming Machines
A gaming machine is a device that is mechanically or electronically operated and designed for use in casino gaming.

Table Games
Table games typically involve a dealer who initiates the game and are played with cards, tiles, dice, or in some cases via electronic terminals.

Cinemas
New Zealand and Fiji cinema exhibition operations including, in some cases, associated buildings.

Other
Other includes hotels and convention, food and beverage, car parking, property rentals, Sky Tower and other sundry activities.

International Business
International Business includes commission and complimentary play. The international business segment is made up of customers sourced mainly from Asia, and the rest of the world. The revenue is generated at SKYCITY's Auckland, Darwin, Adelaide and Queenstown locations.

30. SEGMENT INFORMATION continued

(b) Primary Reporting Format – Geographic Segments

	SKYCITY AUCKLAND $'000	REST OF NEW ZEALAND $'000	SKYCITY ADELAIDE $'000	SKYCITY DARWIN $'000	INTERNATIONAL BUSINESS $'000	TOTAL $'000
2008						
Revenue from external customers	401,837	112,126	138,076	117,924	34,051	804,014
Shares of net profits of associates	–	5,456	–	–	–	5,456
Other revenue/income	443	9,054	–	(120)	–	9,377
Total segment revenue/income	402,280	126,636	138,076	117,804	34,051	818,847
Segment result	174,376	(72,346)	12,235	38,161	17,206	169,632
Finance costs						(83,850)
Profit before income tax						85,782
Income tax expense						(36,534)
Minority interest						608
Net profit for the year						49,856
Segment assets*	381,765	696,092	173,883	407,686	24,243	1,683,669
Segment liabilities*	63,114	1,101,283	16,415	30,502	–	1,211,314
Investments in associates	–	84,008	–	–	–	84,008
Acquisitions of property, plant and equipment, intangibles and other non-current segment assets	29,520	32,705	4,737	27,908	–	94,870
Depreciation and amortisation expense	33,933	19,329	11,924	8,579	–	73,765

	SKYCITY AUCKLAND $'000	REST OF NEW ZEALAND $'000	SKYCITY ADELAIDE $'000	SKYCITY DARWIN $'000	INTERNATIONAL BUSINESS $'000	TOTAL $'000
2007						
Revenue from external customers	398,823	117,100	142,449	107,654	32,549	798,575
Shares of net profits of associates	–	4,454	–	–	–	4,454
Other revenue	(295)	13,903	(385)	(155)	–	13,068
Total segment revenue/income	398,528	135,457	142,064	107,499	32,549	816,097
Segment result	174,884	(1,847)	12,600	32,672	6,607	224,916
Finance costs						(93,361)
Profit before income tax						131,555
Income tax expense						(33,125)
Minority interest						(28)
Net profit for the year						98,402
Segment assets*	900,515	231,891	166,053	338,968	5,542	1,642,969
Segment liabilities*	121,671	1,104,466	12,747	22,551	–	1,261,435
Investments in associates	–	80,831	–	–	–	80,831
Acquisitions of property, plant and equipment, intangibles and other non-current segment assets	48,582	65,933	7,051	9,485	–	131,051
Depreciation and amortisation expense	41,621	11,552	11,374	7,680	–	72,227

** The difference between segment assets and segment liabilities does not reflect the Group's net investment in each segment*

30. SEGMENT INFORMATION continued

(c) Secondary Reporting Format – Business Segments

	SEGMENT REVENUES FROM EXTERNAL CUSTOMERS		SEGMENT ASSETS		ACQUISITIONS OF PROPERTY PLANT & EQUIPMENT, INTANGIBLES AND OTHER NON-CURRENT SEGMENT ASSETS	
	2008 $'000	2007 $'000	2008 $'000	2007 $'000	2008 $'000	2007 $'000
Gaming machines	**351,400**	353,986	**35,113**	27,972	**21,145**	8,608
Table games	**201,060**	189,488	**11,805**	10,529	**2,902**	919
International Business	**34,051**	32,549	**24,243**	–	–	–
Cinemas	**66,247**	74,605	**68,482**	106,430	**18,146**	58,731
Other	**151,256**	147,947	**1,544,026**	1,498,038	**52,677**	62,793
	804,014	798,575	**1,683,669**	1,642,969	**94,870**	131,051

Inter-segment transactions

Segment revenues, expenses and results include transactions between segments. Such transactions are accounted for in accordance with the Group's internal transfer pricing policies and are eliminated on consolidation.

31. SHARE-BASED PAYMENTS

Executive Share Option Plan 1999

Options issued prior to 2002 are pursuant to the Executive Share Option Plan approved by shareholders at the annual meeting of the company held on 28 October 1999. Options issued under the 1999 Plan were not exercisable until one year after the date of issue provided the terms and conditions of the Plan had been met, and lapsed if not exercised within five years of issue.

Executive Share Option Plan 2002

Options have also been issued pursuant to the Executive Share Option Plan approved by the board in August 2002. Options issued to executives under the 2002 Plan are exercisable after the third anniversary of the date of issue provided the terms and conditions of the Plan are met, and lapse if not exercised within five years of issue.

The exercise price of options issued under both the 1999 and 2002 Plans is the relevant base exercise price of the option (as defined in the Plans), adjusted for the company's estimated cost of equity and dividends/distributions between the issue date and the exercise date of the options.

As a result of one for one share splits on 16 November 2001 and 14 November 2003, the 2000 and 2001 options convert to four shares upon exercise, and the 2002 and 2003 options, with the exception of the 450,000 tranche issued on 9 September 2003, convert to two shares upon exercise.

The 450,000 options issued on 9 September 2003, and the 2004 (and subsequent) options convert to one share upon exercise.

Executive Share Rights Plan 2005

The Executive Share Rights Plan (Rights Plan) was approved by the board in December 2004 and commenced on 1 July 2005 following expiry of the 2002 Executive Share Option Plan. Share rights issued under the Rights Plan are exercisable after the third anniversary of their date of issue provided the terms and conditions of the Plan are met, and lapse if not exercised within five years.

As for the 1999 and 2002 option plans the exercise price of the share rights is the base exercise price adjusted for the company's estimated cost of equity and dividends/distributions between the issue date and the exercise date of the rights.

31. SHARE-BASED PAYMENTS continued

Movements in the number of share options outstanding under the 1999 and 2002 Executive Share Option Plans and 2005 Executive Share Rights Plan are as follows:

GRANT DATE	EXPIRY DATE	EXERCISE PRICE	BALANCE AT START OF THE YEAR NUMBER	GRANTED DURING THE YEAR NUMBER	EXERCISED DURING THE YEAR NUMBER	LAPSED OR EXPIRED DURING THE YEAR NUMBER	BALANCE AT END OF THE YEAR NUMBER	EXERCISABLE AT END OF THE YEAR NUMBER
Consolidated and parent – 2008								
10/09/02	10/09/07	$7.05	2,534,030	–	(2,534,030)	–	–	–
09/09/03	09/09/08	$8.83	448,000	–	(176,000)	(34,000)	238,000	238,000
08/09/04	08/09/09	$4.44	865,167	–	(281,167)	(73,000)	511,000	511,000
05/09/05	05/09/10	$4.81	826,667	–	(167,333)	(151,668)	507,666	–
04/09/06	04/09/11	$5.15	2,116,970	–	(48,333)	(673,333)	1,395,304	–
Total			6,790,834	–	(3,206,863)	(932,001)	2,651,970	749,000
Weighted average exercise price per share			$4.75		$4.24	N/A	$5.59	$5.37
Consolidated and parent – 2007								
04/09/01	04/09/06	$11.61	150,000	–	(150,000)	–	–	–
10/09/02	10/09/07	$7.05	2,678,530	–	(105,500)	(39,000)	2,534,030	2,534,030
09/09/03	09/09/08	$8.83	617,000	–	(94,000)	(75,000)	448,000	448,000
09/09/03	09/09/08	$4.42	450,000	–	(450,000)	–	–	–
08/09/04	08/09/09	$4.42	1,331,167	–	(22,667)	(443,333)	865,167	–
05/09/05	05/09/10	$4.81	1,466,000	–	–	(639,333)	826,667	–
04/09/06	04/09/11	$5.15	–	2,528,970	–	(412,000)	2,116,970	–
Total			6,692,697	2,528,970	(822,167)	(1,608,666)	6,790,834	2,982,030
Weighted average exercise price per share			$4.39	$5.15	$4.47	$5.04	$4.75	$4.12

The weighted average exercise price of options and rights exercised during the year ended 30 June 2008 was $4.24 (2007: $4.47).

The weighted average remaining contractual life of options and rights outstanding as at 30 June 2008 was 2.40 years (2007: 2.16 years).

Fair value of share rights granted

Given uncertainty impacting the SKYCITY share price in the latter part of calendar year 2007 no share rights were granted in the 2007/08 financial year. Instead certain executives were granted deferred cash incentives of equivalent value.

The assessed fair value at grant date of share rights granted during the prior year ended 30 June 2007 was 34.0 cents. The fair value was prepared by Deloitte Corporate Finance using a binomial pricing model that takes into account the exercise price, the term of the rights, the vesting criteria, the impact of dilution, the non-tradeable nature of the rights, the share price at grant date and the volatility of the returns on the underlying share and the risk-free interest rate for the term of the right. The Deloitte valuation is reviewed by PricewaterhouseCoopers as the company's external auditor.

The model inputs for share rights granted during the year ended 30 June 2007 included:

(a) rights are granted for no consideration
(b) exercise price: $5.15
(c) grant date: 4 September 2006
(d) expiry date: 4 September 2011
(e) share price at grant date: $5.20
(f) expected price volatility of the company's shares: 19%
(g) expected dividend yield: 5.0%
(h) risk-free interest rate: 6.2%.

The expected price volatility is derived by analysing the historic volatility over a recent historical period similar to the term of the right.

31. SHARE-BASED PAYMENTS continued

Non-Executive Director Share Options

All options issued to non-executive directors pursuant to the Non-Executive Directors' Share Option Plan (2000), approved by shareholders at the annual meeting of the company on 26 October 2000, have been exercised (2007: 57,892 options remained on issue to non-executive directors).

The exercise price of the options issued under the Plan was the relevant base exercise price of the option (as defined in the Plan), adjusted for the company's estimated cost of equity and dividends between the issue date and the exercise date of the options.

The Non-Executive Directors' Share Option Plan (2000) expired in 2003 and was not renewed.

Movements in the number of share options outstanding under the Non-Executive Directors' Share Option Plan are as below.

GRANT DATE	EXPIRY DATE	EXERCISE PRICE	BALANCE AT START OF THE YEAR NUMBER	GRANTED DURING THE YEAR NUMBER	EXERCISED DURING THE YEAR NUMBER	EXPIRED DURING THE YEAR NUMBER	BALANCE AT END OF THE YEAR NUMBER	EXERCISABLE AT END OF THE YEAR NUMBER
Consolidated and parent – 2008								
10/09/02	10/09/07	$7.05	57,892	–	(57,892)	–	–	–
Total			57,892	–	(57,892)	–	–	–
Weighted average exercise price per share			$3.93	–	$4.00	–	–	–
Consolidated and parent – 2007								
10/09/02	10/09/07	$7.05	57,892	–	–	–	57,892	57,892
Total			57,892	–	–	–	57,892	57,892
Weighted average exercise price per share			$3.78	–	–	–	$3.93	$3.93

As a result of the one for one share split on 14 November 2003, the 2002 options converted to two shares, when exercised.

Performance Pay Incentive Plan (PPI)

Certain salaried employees are eligible for performance related bonuses partially paid in shares. Details of this plan are provided in note 26.

Expenses arising from Share-Based Payment Transactions

Total expenses arising from share-based payment transactions recognised during the period as part of employee benefit expense were as below.

	CONSOLIDATED 2008 $'000	CONSOLIDATED 2007 $'000	PARENT 2008 $'000	PARENT 2007 $'000
Rights issued under Executive Share Rights Plan	**508**	786	**508**	786
Value of shares entitlements for the year under employee incentive share plan	**237**	704	**237**	202
	745	1,490	**745**	988

32. RELATED PARTY TRANSACTIONS

(a) Key Management and Personnel Compensation

Key management personnel compensation for the years ended 30 June 2008 and 2007 is set out below. The key management personnel are all the directors of the company, the Chief Executive Officer and the direct reports to the Chief Executive Officer.

	REMUNERATION $	TERMINATION PAYMENTS $	SHARE-BASED PAYMENTS $	TOTAL $
2008	**6,081,336**	**865,764**	**398,887**	**7,345,987**
2007	5,812,762	3,568,954	717,310	10,099,026

(b) Other Transactions with Key Management Personnel or Entities related to them

Information on transactions with key management personnel or entities related to them, other than compensation, is set out below.

Key management personnel exercised options previously granted as part of their compensation.

Fees in the amount of $1,612,084 (2007: $5,540) were paid to First NZ Capital Group Limited (FNZC) on normal commercial terms. W R Trotter, who is a director of SKYCITY Entertainment Group Limited, is Executive Chairman of FNZC.

Certain directors have relevant interests in a number of companies with which SKYCITY has transactions in the normal course of business. A number of SKYCITY directors are also non-executive directors of other companies. Any transactions undertaken with these entities have been entered into on an arms-length commercial basis.

(c) Subsidiaries

Interests in subsidiaries are set out in note 33.

(d) Parent

The parent entity has intercompany transactions with its subsidiaries including the payment of dividends, management fees and for employee services.

33. SUBSIDIARIES

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 2(b).

All wholly-owned subsidiary companies and significant partly-owned subsidiaries have balance dates of 30 June.

NAME OF ENTITY	COUNTRY OF INCORPORATION	CLASS OF SHARES	EQUITY HOLDING	
			2008 %	2007 %
Queenstown Casinos Limited	New Zealand	Ordinary	**60**	60
SKYCITY Action Management Limited	New Zealand	Ordinary	**100**	100
SKYCITY Auckland Holdings Limited	New Zealand	Ordinary	**100**	100
SKYCITY Auckland Limited	New Zealand	Ordinary	**100**	100
SKYCITY Casino Management Limited	New Zealand	Ordinary	**100**	100
SKYCITY Cinema Holdings Limited	New Zealand	Ordinary	**100**	100
SKYCITY Cinemas Limited	New Zealand	Ordinary	**100**	100
SKYCITY Cinemas Queen Street Nominees Limited	New Zealand	Ordinary	**100**	100
SKYCITY Cinemas New Plymouth Limited	New Zealand	Ordinary	**100**	100
SKYCITY Cinemas Nominees Limited	New Zealand	Ordinary	**100**	100
SKYCITY Hamilton Limited	New Zealand	Ordinary	**100**	100
SKYCITY International Holdings Limited	New Zealand	Ordinary	**100**	100
SKYCITY Investments Australia Limited	New Zealand	Ordinary	**100**	100
SKYCITY Investments Christchurch Limited	New Zealand	Ordinary	**100**	100
SKYCITY Management Limited	New Zealand	Ordinary	**100**	100
SKYCITY Metro Limited	New Zealand	Ordinary	**100**	100
SKYCITY Investments Queenstown Limited	New Zealand	Ordinary	**100**	100
SKYCITY Wellington Limited	New Zealand	Ordinary	**100**	100
Sky Tower Limited	New Zealand	Ordinary	**100**	100
Toptown Nominees Limited	New Zealand	Ordinary	**100**	100
SKYCITY Adelaide Pty Limited	Australia	Ordinary	**100**	100
SKYCITY Australia Finance Pty Limited	Australia	Ordinary	**100**	100
SKYCITY Australian Limited Partnership	Australia	Ordinary	**100**	100
SKYCITY Australia Pty Limited	Australia	Ordinary	**100**	100
SKYCITY Darwin Pty Limited	Australia	Ordinary	**100**	100
SKYCITY International ApS	Denmark	Ordinary	**100**	100
SKYCITY Cinemas (Fiji) Limited	Fiji	Ordinary	**100**	100

34. INTEREST IN JOINT VENTURES

NAME OF ENTITY	PRINCIPAL ACTIVITIES	INTERESTS HELD BY THE GROUP 2008 %	2007 %
Rialto Cinemas JV	Cinema owner/operator	**50**	50
Damodar SKYCITY Fiji Cinemas JV	Cinema owner/operator	**67**	67

	CONSOLIDATED 2008 $'000	CONSOLIDATED 2007 $'000	PARENT 2008 $'000	PARENT 2007 $'000
Share of joint venture's revenue, expenses and results				
Revenues	**7,874**	8,576	–	–
Expenses	**(7,282)**	(8,123)	–	–
Net contribution to Group operating surplus	**592**	453	–	–
Total share of assets employed in joint venture	**9,072**	8,539	–	–

35. CONTINGENCIES

There are no significant contingences at year end.

36. COMMITMENTS

Capital Commitments

Capital expenditure contracted for at the reporting date but not recognised as liabilities is as set out below.

	CONSOLIDATED 2008 $'000	CONSOLIDATED 2007 $'000	PARENT 2008 $'000	PARENT 2007 $'000
Property, plant and equipment	**37,057**	70,643	–	–

Operating Leases

The Group leases various offices and other premises under non-cancellable operating leases.
The leases have varying terms, escalation clauses and renewal rights. On renewal, the terms of the leases are renegotiated.

	CONSOLIDATED 2008 $'000	CONSOLIDATED 2007 $'000	PARENT 2008 $'000	PARENT 2007 $'000
Commitments for minimum lease payments in relation to non-cancellable operating leases are payable as follows:				
Within one year	**19,936**	16,583	–	–
Later than one year but not later than five years	**64,437**	55,603	–	–
Later than five years	**420,053**	316,691	–	–
	504,426	388,877	–	–

37. RECONCILIATION OF PROFIT AFTER INCOME TAX TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	CONSOLIDATED		PARENT	
	2008 $'000	2007 $'000	2008 $'000	2007 $'000
Profit/(loss) for the year	**49,856**	98,402	**(6,203)**	63,639
Minority interest	**(608)**	28	–	–
Depreciation and amortisation	**73,765**	72,226	**7,547**	254
Interest expense	**83,850**	92,633	**9,977**	9,964
Current period employee share entitlement	**237**	704	**237**	704
Current period share options expense	**508**	786	**508**	786
Gain on sale of fixed assets	**(247)**	(3,383)	–	–
Release from foreign currency translation reserve	–	(3,345)	–	–
Dividend from subsidiary	–	–	**(100,348)**	(100,311)
Gain on sale available for sale financial assets	**(152)**	–	–	–
Share of profits of associates not received as dividends or distributions	**(3,177)**	(24)	–	–
Change in operating assets and liabilities				
(Increase)/decrease in receivables and prepayments	**(487)**	(193)	**4,394**	2,771
(Increase) in inventories	**(376)**	(282)	–	–
Decrease in deferred tax asset	**4,270**	10,689	–	–
Increase/(decrease) in payables and accruals	**2,167**	18,725	**(27,768)**	(47,662)
Increase/(decrease) in deferred tax liability	**24,899**	(7,604)	–	–
(Increase)/decrease in tax receivable	**(19,339)**	21,467	–	–
Impairment of Cinemas	**60,000**	–	**60,000**	–
Capital items included in working capital movements	**11,196**	(33,346)	–	–
Subsidiary funding transactions	–	–	**15,413**	36,540
Net cash inflow/(outflow) from operating activities	**286,362**	267,483	**(36,243)**	(33,315)

38. EVENTS OCCURRING AFTER THE BALANCE SHEET DATE

Profit Distribution Plan

On 25 August 2008, the directors resolved to make a pro-rata issue of bonus shares in respect of the year ended 30 June 2008. The bonus shares were issued to all shareholders on the company's register at the close of business on 12 September 2008. The number of bonus shares to be issued is calculated as 10.5 cents per share divided by the strike price. The strike price will be set as the weighted average price of shares traded on the NZSX during the five days from 15 to 19 September 2008 inclusive. Shareholders will be able to elect to have the company buy back some or all of the bonus shares on the date of issue at the strike price. The proceeds received by the shareholder as a result of having elected to sell some or all of the bonus shares will be fully imputed by the company.

The bonus shares will be issued and the buy back proceeds paid to shareholders on 10 October 2008.

Investment in Associate

Subsequent to balance date the Group acquired an additional 5.2% indirect interest in Christchurch Casinos Limited.

SKYCITY ENTERTAINMENT GROUP

CORPORATE GOVERNANCE

AND OTHER DISCLOSURES

CORPORATE GOVERNANCE

SKYCITY Entertainment Group Limited is committed to maintaining the highest standards of corporate behaviour and responsibility, and has adopted governance policies and procedures reflecting this.

In establishing its governance policies and procedures the SKYCITY board has adopted ten governance parameters as the cornerstone principles of its corporate governance charter. As a New Zealand company listed on the Australian and New Zealand Stock Exchanges, these cornerstone principles, set out below and on the following pages, reflect the Listing Rules and Corporate Governance Best Practice Code of NZX Limited (NZX), the Listing Rules of the Australian Stock Exchange (ASX), the Corporate Governance Principles and Best Practice Recommendations of the ASX Corporate Governance Council, and the New Zealand Securities Commission's Governance Principles and Guidelines.

SKYCITY's corporate governance framework is fully detailed in the investor centre section of the company's website at www.skycityentertainment.com.

1. ROLES AND RESPONSIBILITIES OF THE BOARD AND MANAGEMENT

SKYCITY's procedures are designed to:

- enable the board to provide strategic guidance for the company and effective oversight of management
- clarify the respective roles and responsibilities of board members and senior executives in order to facilitate board and management accountability to both the company and its shareholders, and
- ensure a balance of authority so that no single individual has unfettered powers.

The board establishes the company's objectives, the major strategies for achieving those objectives, the overall policy framework within which the business of the company is conducted, and monitors management's performance with respect to these matters.

The board is also responsible for ensuring that the company's assets are maintained under effective stewardship, that decision-making authorities within the organisation are clearly defined, that the letter and intent of all applicable company and casino law and regulation is complied with, and that the company is well managed for the benefit of its shareholders and other stakeholders. The board also oversees management's risk profiling and business continuity plans.

The board has responsibility for the affairs and activities of the company, which in practice is achieved through delegation to the chief executive officer and others (including SKYCITY appointed directors on subsidiary company boards) who are charged with the day-to-day leadership and management of the company.

The Chief Executive Officer also has responsibility to manage and oversee the interfaces between the company and the public and to act as the principal representative of the company.

The board maintains a formal set of delegated authorities that defines the responsibilities which are delegated to the Chief Executive Officer and management and those which are retained by the board. These delegated authorities are approved by the board and are subject to annual review by the board.

2. STRUCTURE THE BOARD TO ADD VALUE

Board effectiveness requires the efficient discharge of the duties imposed by law on the directors and addition of value to the company. To achieve this, the SKYCITY board is structured to:

- have a sound understanding of, and competence to deal with, the current and emerging issues of the business
- effectively review and challenge the performance of management and exercise independent judgement, and
- assist in the selection of candidates for shareholder vote.

Board composition

The board ensures that it is of an effective composition and size to adequately discharge its responsibilities and duties and to add value to the company's decision-making.

In order to meet these requirements, the board membership comprises a range of skills and experience to ensure that it has a proper understanding of and competence to deal with the current and emerging issues of the business, to effectively review and challenge the performance of management, and to exercise independent judgement. As at 30 June 2008 the board comprised seven non-executive directors. Biographical details of individual directors are set out on page 21 of the Shareholder Review.

Directors are appointed under the company's Terms of Appointment and Terms of Reference for Directors and Board Charter for a term of three years and are subject to re-election by shareholders in accordance with the rotation requirements of the NZX and the ASX.

The board has established the Governance and Nominations Committee to make recommendations on the board's size, selection and removal of directors, on appropriate procedures for director and board evaluation and performance review, the induction, orientation and training of new directors in the company's operations and the gaming/entertainment sector generally, and on the board's succession planning.

The company's constitution also requires all potential directors to have satisfied the extensive probity requirements of each jurisdiction in which the company holds gaming licences.

Director independence

The Board Charter requires that the board contains a majority of its number who are independent directors. SKYCITY also supports the separation of the role of board chairperson from the chief executive officer position. Directors are required to ensure all relationships and appointments bearing on their independence are disclosed to the Governance and Nominations Committee on a timely basis. In determining the independence of directors, the board has adopted the definition of independence set out in the NZX Corporate Governance Best Practice Code and has taken into account the independence guidelines (ASX Independence Guidelines) as recommended in the ASX Corporate Governance Council Corporate Governance Principles.

At its 26 June 2008 meeting, the board reviewed the status of each director in accordance with the independence specification of the NZX Code and determined that all current directors are independent. In March 2008 Elmar Toime ceased his appointment as Executive Director and resumed his position as a non-executive director following the appointment of Nigel Morrison as Chief Executive Officer on 1 March 2008.

At its 26 June meeting, the board noted that, under the ASX Independence Guidelines, each of the non-executive directors except Mr Trotter and Mr Toime are considered independent. Mr Trotter is not independent under the ASX Independence Guidelines, given his relationship with First NZ Capital, which is a consultant and advisor to the company. Mr Trotter is Executive Chairman of First NZ Capital Group Limited. Mr Toime is not independent under the ASX Guidelines having held an executive position with the company within the last three years.

Access to Information and Advice

New directors participate in an individual induction programme, tailored to meet their particular information requirements.

Directors receive comprehensive information on the company's operations before each meeting and have unrestricted access to any other information they require. Senior management is available at and outside each meeting to address queries. Directors are expected to maintain an up to date knowledge of the company's business operations and of the industry sectors within which the company operates. Directors are provided with updates on industry developments, and undertake regular visits to the company's key operations. The board also undertakes periodic educational trips to observe and receive briefings from other companies in the gaming and entertainment industries.

Directors are entitled to obtain independent professional advice (at the expense of the company) on any matter relating to their responsibilities as a director or with respect to any aspect of the company's affairs, provided they have previously notified the board chairperson of their intention to do so.

Indemnities and Insurance

The company provides a deed of indemnity in favour of each director and senior management personnel and provides professional indemnity insurance cover for directors and executives acting in good faith in the conduct of the company's affairs.

Board committees

The board has three formally appointed committees, being the Audit and Risk Committee, Governance and Nominations Committee and Human Resources Committee. The non-executive directors of the board appoint the chairperson of each committee.

Each committee operates under a charter document as agreed by the board. The charters, which are available on the company's website, set out the role and responsibilities of each committee. Each committee charter and the performance of each committee are subject to formal review by the board on an annual basis.

Meeting Attendance

The following table shows attendances at board and committee meetings by directors during the year ended 30 June 2008.

	BOARD SCHEDULED	BOARD UNSCHEDULED	BOARD TOTAL	AUDIT AND RISK	HUMAN RESOURCES	GOVERNANCE AND NOMINATIONS
Number of meetings held	7	8	15	3	3	1
Rod McGeoch	7	8	15	3	3	1
Patsy Reddy	6	8	14		3	1
Peter Cullinane (1)	2	2	4	1		
Jane Freeman (1)	2	2	4		2	
Sir Dryden Spring	7	8	15	3		1
Elmar Toime	7	8	15	3		1
Bill Trotter	7	5	12		3	1

(1) Peter Cullinane and Jane Freeman were appointed to the board, and to the Audit and Risk and Human Resources Committees respectively, on 26 March 2008, and attended all board and applicable committee meetings during the financial year subsequent to their appointments.

Seven board meetings were scheduled, and a further eight meetings were called to consider matters as they arose during the year.

In addition, the board formed a sub-committee (comprising Rod McGeoch, Patsy Reddy, Sir Dryden Spring and Elmar Toime) to consider a takeover approach received by the company.

3. INTEGRITY AND ETHICAL BEHAVIOUR

SKYCITY actively promotes ethical and responsible behaviour and decision-making by:

- clarifying and promoting observance of its guiding values
- clarifying the standards of ethical behaviour required of company directors and key executives (that is, officers and employees who have the opportunity to materially influence the integrity, strategy and operations of the business and its financial performance) and encouraging the observance of those standards, and
- communicating the requirements relating to trading in the company's securities by directors and employees.

The Governance and Nominations Committee is responsible for monitoring the organisational integrity of business operations to ensure the maintenance of a high standard of ethical behaviour. This includes ensuring that SKYCITY operates in compliance with its Code of Business Practice which sets out the guiding principles of its relationships with stakeholder groups such as regulators, shareholders, suppliers, customers, community groups and employees. All senior managers are required annually to provide a confirmation to the company that to the best of their knowledge the company has complied with the Code of Business Practice and all other ethical responsibilities during the financial year.

The company maintains a Securities Trading Policy for directors and employees that sets out guidelines in respect of trading in, or giving recommendations concerning, the company's securities. In addition prior consent must be obtained from the company secretary before directors and designated senior managers who may have access to material information undertake any trading in the company's securities.

Details of any securities trading by directors or executives who are subject to the company's Securities Trading Policy are notified to the board.

Officers of the company must formally disclose their SKYCITY shareholdings and other securities holdings to the NZX within five business days of any change in their holding of such securities.

Directors and employees are not permitted to participate in any gaming or wagering activity at SKYCITY operated properties or at a related property, including Christchurch Casino.

4. SAFEGUARD THE INTEGRITY OF THE COMPANY'S FINANCIAL REPORTING

The board is responsible for ensuring that effective policies and procedures are in place to provide confidence in the integrity of the company's financial reporting.

The Audit and Risk Committee has responsibility for oversight of the quality, reliability, and accuracy of the company's internal and external financial statements, the quality of the company's external result presentations, its internal control environment and risk management programmes, and for its relationships with its internal and external auditors.

The Audit and Risk Committee and the board undertake sufficient inquiry of the company's management and the company's internal and external auditors in order to enable them to be satisfied as to the validity and accuracy of the company's financial reporting. The Chief Executive Officer and the Chief Financial Officer are required to confirm in writing to the Audit and Risk Committee that the annual and interim financial statements present a true and fair view of the company's financial condition and results of operations, and comply with relevant accounting standards.

The Committee oversees the independence of the company's internal and external auditors and monitors the scope and quantum of work undertaken and fees paid to the auditors for other than audit work. The Committee has adopted an External Audit Independence Policy that sets out the framework for assessing and maintaining audit independence.

The Committee has formally reviewed the independence status of PricewaterhouseCoopers and is satisfied that its objectivity and independence is not compromised as a consequence of other than audit work undertaken for the company. PricewaterhouseCoopers has confirmed to the Committee that it is not aware of any matters that could affect its independence in performing its duties as auditor of the company.

Fees paid to PricewaterhouseCoopers during the 2007/08 year are set out in note 7 to the financial statements. Fees for audit and tax compliance work in the 2007/08 year represent 63% of total PricewaterhouseCoopers fees.

5. TIMELY AND BALANCED DISCLOSURE

The board is committed to ensuring timely and balanced disclosure of all material matters concerning the company to ensure compliance with the letter and intent of NZX and ASX Listing Rules such that:

- all investors have equal and timely access to material information concerning the company, including its financial situation, performance, ownership and governance, and
- company announcements are factual and comprehensive.

The company is committed to presenting its financial and key operational performance results in a clear, effective, balanced and timely manner to the stock exchanges on which the company's securities are listed, and to its shareholders, analysts and other market commentators, and ensures that such information is available on the company's website.

Peter Treacy, General Counsel, is Company Secretary and the Disclosure Officer for SKYCITY Entertainment Group Limited and is responsible for bringing to the attention of the board any matter relevant to the company's disclosure obligations.

6. RESPECT AND FACILITATE THE RIGHTS OF SHAREHOLDERS

The company's shareholder communications strategy is designed to facilitate the effective exercise of shareholder rights by:

- communicating effectively with shareholders
- providing shareholders with ready access to balanced and understandable information about the company and corporate proposals, and
- facilitating participation by shareholders in general meetings of the company.

The company achieves this by ensuring that information about the company is available to all shareholders by means of personal and/or website communication and through encouraging shareholders to attend general meetings of the company and making appropriate time available at such meetings for shareholders to ask questions of directors and management. Representatives of the company's external auditors are also invited to attend the company's annual meeting to answer any shareholder questions concerning their audit and external audit report. This year the company has also provided all shareholders with a Shareholder Review, which contains much of the information previously included in the annual report in a more accessible document.

7. RECOGNISE AND MANAGE RISK

The company maintains a programme for the identification, assessment, monitoring and management of risk to the company's business. The risk management programme is approved and overseen by the Audit and Risk Committee.

SKYCITY maintains an independent, centrally-managed internal audit function which evaluates and reports on financial, operational and management controls across the Group. The function is resourced jointly by SKYCITY and Ernst and Young.

The Audit and Risk Committee approves the internal audit programme, with results and performance of the control environments regularly reviewed by both the committee and the external auditors. The Chief Executive Officer and the Chief Financial Officer are required to confirm in writing to the Audit and Risk Committee that the statement in respect of the integrity of the company's financial statements referred to above is founded on a sound system of risk management and internal compliance and control which implements the policies of the board, and that the company's risk management and internal compliance and control systems are operating efficiently and effectively in all material respects.

The company maintains business continuity, material damage and liability insurance covers to ensure that the earnings of the business are well protected from adverse circumstances.

8. PERFORMANCE EVALUATION

The board and committee charters require an evaluation of the board and the committee performance on an annual basis. The Governance and Nominations Committee determines and oversees the process for evaluation which includes assessment of the role and responsibilities, performance, composition, structure, training, and membership requirements of the board and its committees.

The performance review of the board for 2007 was conducted by the chairman of the board (Rod McGeoch) during the November/December 2007 period. The review involved a formal response/feedback process with a one-on-one meeting involving the chairman and each director individually. The chairman reported the findings of the review to the December Governance and Nominations Committee and board meetings.

The Human Resources Committee undertakes the performance review of the Chief Executive Officer and those reporting directly to that position in accordance with the company's performance review procedures. These performance reviews are reported to the board for final approval.

9. REMUNERATE FAIRLY AND RESPONSIBLY

The Human Resources Committee's responsibilities include the review of SKYCITY's remuneration policies and procedures.

The guiding principles that underpin SKYCITY's remuneration policies are:

- to be market competitive at all levels to ensure the company can attract and retain the best available talent
- to be performance-oriented so that remuneration practices recognise and reward high levels of performance and to avoid an entitlement culture
- to provide a significant at-risk component of total remuneration which drives performance to achieve company goals and strategy
- to manage remuneration within levels of cost efficiency and affordability, and
- to align remuneration for senior executives with the interests of shareholders.

Non-Executive Director Remuneration

Shareholders at the annual meeting determine the total remuneration available to non-executive directors. At the 2006 annual meeting, shareholders approved, effective from 1 July 2006, a total remuneration amount for non-executive directors of $750,000 per annum (plus GST if any). Since the 2006 annual meeting the number of non-executive directors has increased from 6 to 7.

Current fees are $200,000 for the chairperson of the board and $90,000 for non-executive directors. In addition, each member (including each chairperson) of the Audit and Risk and Human Resources committees receives $10,000. The chairperson of each of the Audit and Risk and Human Resources Committees also receives an additional $10,000 for chairing that committee. It is proposed to seek approval from shareholders to increase the maximum total remuneration amount for non-executive directors to $950,000 (plus GST if any) at the company's annual meeting in October 2008. Out of that amount $90,000 will be paid for the seventh non-executive director and it is proposed the fees for chairing the Audit and Risk committee will increase from $10,000 to $25,000, and the fees for chairing the Human Resources committee will increase from $10,000 to $15,000. Otherwise no change to the fees noted above is proposed.

For those directors who were in office on or before 1 May 2004, SKYCITY's constitution permits the company, at the discretion of the board, to make a retirement payment to a director (or to his or her dependants), provided that the total amount of the payment does not exceed the total remuneration of the director in his or her capacity as a director in any three years chosen by the company. Retirement allowances for SKYCITY directors were discontinued at 30 June 2004 with retirement allowances accrued to that date frozen as to amount. Retirement allowances accrued as at 30 June 2004 will not carry any interest entitlement between 1 July 2004 and the date of payment.

Executive Director Remuneration

Remuneration details for Elmar Toime, Executive Director until 31 March 2008, are included in the disclosures section of this annual report at page 56.

Chief Executive Officer Remuneration

Employment Agreement

Nigel Morrison has an employment agreement as CEO that commenced on 1 March 2008. The agreement is not a fixed term contract. The terms of the agreement reflect standard conditions that are appropriate for a senior executive of a listed Australasian company.

Mr Morrison may resign at any time giving six months notice. SKYCITY may terminate Mr Morrison's employment with twelve months' notice (or make a payment of the total base remuneration he would have received during such period in lieu of such notice). If the company gives notice within the first 12 months of employment, Mr Morrison will be entitled to a payment equal to the total base remuneration that would have been earned during the first two year period less the total base remuneration for the period actually worked.

If the company gives notice terminating Mr Morrison's employment during the first two years of employment the Commencement Grant referred to below will immediately vest, and he will be entitled to a payment equal to the target value of the Short Term Incentive (STI) referred to below for the proportion of the year to the date of termination.

The agreement may be terminated by Mr Morrison on three months notice if there is a fundamental change so that there is a substantial diminution of his role, status and responsibility, including where he is no longer the CEO of a listed public company, and he will be entitled to receive payment as if SKYCITY had terminated his employment with notice as set out above.

If SKYCITY terminates Mr Morrison's employment on notice, or his employment terminates in the event of a fundamental change noted above, entitlements under the Long Term Incentive (LTI) referred to below that would otherwise be eligible to vest during the notice period will vest subject to satisfaction of the applicable performance hurdles.

In the event of termination of Mr Morrison's employment for serious misconduct or a serious breach of his employment agreement, no notice period will apply and Mr Morrison will not be eligible to receive any entitlements other than base remuneration then due, any accrued holiday pay, any accrued or vested STI which has been awarded but not yet paid, any LTI where the vesting conditions have been satisfied but not yet tested, and any Commencement Rights which have satisfied the relevant vesting conditions.

Except as set out above, any additional entitlement to STI or LTI on the termination of employment is at the discretion of the board, subject to the rules for those schemes.

There is no redundancy entitlement under the agreement.

Remuneration
Mr Morrison's base remuneration is NZ$1,300,000 per annum He received $400,000 for the period from 1 March 2008 to 30 June 2008.

A Commencement Grant of 200,000 convertible share rights was made to Mr Morrison with effect from 1 March 2008. Each right will convert into one SKYCITY share on 1 March 2010 provided Mr Morrison remains employed by the company (subject to the exceptions noted above).

He is also eligible for a STI with a target value of NZ$900,000 per annum. The actual award will be determined by the board based on SKYCITY's and Mr Morrison's performance against annual performance criteria which will include both financial and non-financial measures. The maximum annual award, payable in the event of exceptional performance, will be NZ$1,200,000. It is proposed shareholder approval will be sought to enable Mr Morrison to take all or part of any STI award in SKYCITY shares.

Mr Morrison is also eligible to receive an annual grant of securities under a Long Term Incentive Plan. Approval for the board to issue of securities under the Long Term Incentive Plan will be sought at the company's annual meeting in October 2008.

SKYCITY employee remuneration

All salaried roles within SKYCITY are job-sized using internationally recognised methodology to measure the impact, accountability, and complexity of each role as it contributes to the organisation. Advice is then sought as to remuneration ranges by job band or level being paid by the market to ensure competitiveness at both base and total remuneration levels. Individual remuneration is set within the appropriate range taking into account such matters as individual capability, scarcity/availability of resource/skill, and specific business needs. This process ensures internal equity between roles and allows comparison with the overall market. Remuneration ranges are reviewed annually to reflect market movements.

The Human Resources Committee approves remuneration increases for the senior executive group.

Short Term Incentive Arrangements
Performance Pay Incentive Plan
During the 2008 financial year SKYCITY operated an at-risk component of total remuneration for all salaried employees titled Performance Pay Incentive (PPI). To enable payment of any at-risk incentive component, the business was required to achieve minimum financial targets. If those targets were not met no bonus incentive was paid. In addition to overall financial achievement, all salaried staff had a number of individual targets that they were required to achieve which account for up to 50% of their at-risk remuneration.

Payments under PPI had a minimum trigger point based on company financial targets and increased according to the degree by which the company performed relative to these financial targets. In this way the PPI incentive linked individual reward to business performance and shareholder interests. For the year ended 30 June 2008 a majority of the staff who participated in, and were eligible for a bonus under, PPI were paid 100% in cash. In prior years bonuses for all eligible staff were paid 40% in cash and 60% in SKYCITY shares, with the shares components issued in three equal tranches over a two year period.

For the 2007/08 year, a total of 731 SKYCITY salaried personnel received PPI bonuses totalling $3.14 million.

The board has reviewed the form of short-term incentive arrangements for salaried employees for the 2008/09 and subsequent financial years.

Customer Experience Incentive
SKYCITY also has an incentive remuneration plan for waged staff, titled Customer Experience Incentive (CEI). This scheme reflects the company's commitment to providing favourable experiences for customers. Waged staff can earn additional bonus remuneration depending on the achievement of financial targets and customer satisfaction targets based on focused surveys conducted by independent survey companies.

CEI is only paid when the company's (or business unit's) predetermined financial and customer service targets have been met.

For the 2007/08 year 2,919 waged employees received total CEI bonuses of $1.92 million.

Long Term Incentive Arrangements

Executive Share Rights Plan

The SKYCITY Executive Share Rights Plan (Rights Plan) commenced on 1 July 2005, following expiry of the Executive Share Option Plan 2002. Share rights have been issued to senior executives as a long-term incentive to encourage retention and value creation. Each year the number of rights issued to executives has been determined based on a rights valuation calculated by Deloitte Corporate Finance using the binomial methodology. The Deloitte valuation was subject to independent review by the company's auditor, PricewaterhouseCoopers.

The Executive Share Rights Plan was structured to align executive interests with shareholder interests, to motivate executives to drive company performance and to reward executives for loyalty and commitment.

Rights issued under the Executive Share Rights Plan, except in special circumstances, cannot be exercised until three years from the date of issue. Rights issued under the Plan lapse if not exercised on or before the fifth anniversary of their date of issue.

The exercise value of executive share rights is structured so that the employee benefits only if the total return received by the company's shareholders, measured as the combination of share price appreciation and dividends/distributions, exceeds the company's cost of equity over the same period. The company's cost of equity used in the calculation is equivalent to the market's return expectations for a company with the risk profile and prospects of SKYCITY Entertainment Group Limited.

The base exercise value for executive share rights is the average closing price of SKYCITY shares on the NZSX over the ten trading days following release of the company's result to the NZX and the ASX for the financial year to 30 June. The base exercise value is escalated by the company's estimated cost of equity capital adjusted for dividends/distributions between the date the right was issued and its exercise date.

At exercise, the net benefit of the share right is calculated and then the required number of shares are issued.

Due to uncertainty arising from potential transactions involving the company in late 2007, the board determined not to issue share rights under the Executive Share Rights Plan in 2007/08. Instead senior executives who would have been issued with share rights were paid a cash bonus, subject to their continuing to be employed on the anniversary of the bonus declaration date.

The Rights Plan, which was approved by the board in December 2004, was for a three year period to 30 June 2008. The board is proposing to introduce a new Long Term Incentive Plan for senior executives in respect of the 2008/09 financial year and subsequent periods which is similar to the Long Term Incentive Plan proposed for the Chief Executive Officer. Under the new plan, selected senior executives will be issued with share rights entitling them to receive shares based on the company's achievement of designated performance hurdles. The performance hurdles will involve comparison of the total shareholder return (TSR) achieved by SKYCITY against the shareholder returns achieved by a group of comparable Australasian companies (comparator group), and by the companies whose securities are in the NZSX50 index (index group). For share rights to become exercisable, the company must achieve a TSR greater than or equal to the average of the TSRs representing the 50th percentile of the TSRs of the members of the comparator group and of the index group (Average Median TSR) during the relevant assessment period. The number of rights that will become exerciseable will depend on where the SKYCITY TSR is relative to the Average Medium TSR (at which point 50% of share rights become exercisable) and the average of the TSRs representing the 75th percentiles of the TSRs achieved by the comparator group and the index group (at or above which point 100% of share rights will become exercisable). In addition, the board has a discretion to determine that up 25% of share rights will become exercisable if the company's TSR for the relevant period does not exceed the Average Median TSR, but exceeds one or other of the TSRs representing the 50th percentile of TSRs of the members of the comparator group and of the index group.

Performance will be assessed three years after the issue of the rights, and (provided rights have not lapsed and all performance hurdles have not been satisfied) after a further six and twelve months. Special assessment may occur in the event of a takeover offer, amalgamation or scheme of arrangement involving the company. Rights which have not previously become exercisable will lapse to the extent performance hurdles have not been fully satisfied in respect of the period to the fourth anniversary of the issue date.

Executive Share Option Plan

Share options issued to senior executives under the Executive Share Option Plan 2002 (Option Plan) that expired in 2005 remain outstanding.

The Option Plan operated in much the same way as the Rights Plan, using the same cost of equity less dividends/distributions structure for determining the base price multiplier, except that shares are issued for each option exercised. Options issued in the final year of the Option Plan (2004) will lapse in 2009 if not exercised before then.

10. RECOGNISE THE OBLIGATIONS TO ALL STAKEHOLDERS

SKYCITY acknowledges legal and other obligations to non-shareholder stakeholders such as employees, suppliers, customers, regulators, and the community as a whole.

The SKYCITY Code of Business Practice sets out the company's commitment to the community and the standards of behaviour that can be expected by all stakeholders, including employees and shareholders.

SKYCITY is aware that its business may be associated with gambling and alcohol-related harm for some customers. Effective and pro-active customer care are the cornerstone principles of SKYCITY's approach to host responsibility.

COMPLIANCE WITH NZX BEST PRACTICE CODE AND ASX CORPORATE GOVERNANCE COUNCIL PRINCIPLES AND BEST PRACTICE RECOMMENDATIONS

SKYCITY confirms that other than as set out below it has complied with the NZX Corporate Governance Best Practice Code and the ASX Corporate Governance Council Corporate Governance Principles and Best Practice Recommendations during the 2007/08 year.

- The company does not disclose the remuneration of its five highest-paid executives. This is an Australian Corporations Act requirement that is included in the Corporate Governance Principles and Best Practice Recommendations. SKYCITY makes the remuneration disclosures required of a New Zealand company under the New Zealand Companies Act 1993 and considers that such disclosure is appropriate in the New Zealand context.
- The Corporate Governance Principles and Best Practice Recommendations and NZX Corporate Governance Best Practice Code recommend that all members of the Audit and Risk Committee be non-executive directors. Mr Toime, who has been a member of the Audit and Risk Committee since 1996, was Executive Director during the financial year from July 2007 until March 2008. Mr Toime ceased to be Executive Director, and resumed his position as a non-executive director, following the appointment of Nigel Morrison as Chief Executive Officer on 1 March 2008. The company believed Mr Toime's experience was valuable to the committee and that his temporary appointment as Executive Director did not affect the operation or independence of the committee. Mr Toime was not the chairman of the Audit and Risk Committee and the other two members were non-executive directors.
- The company does not make available to external parties certain internal policies and procedures. SKYCITY believes that the board charter and the comprehensive references to governance in this annual report and on the company's website provide good disclosure of the company's internal processes and mechanisms and that the underlying intention of the ASX Corporate Governance Council's recommendations on reporting of internal mechanisms have been met.
- Shareholders have not approved extensions of the SKYCITY senior executive options/rights plans. The original SKYCITY executive share option plan was approved by shareholders at the 1999 annual meeting of the company and was subsequently extended by the board in August 2002. The major difference in the 2002 renewal was that the period prior to exercise of options was extended from one year to three years. The Executive Share Rights Plan 2005 (which replaced the Executive Share Option Plan 2002) was approved by the board in December 2004 and was essentially a renewal of the company's longer-term incentive remuneration structure for senior executives but, due to changes in the mechanism within the Plan, was a preferred structure in that the number of new shares that will be issued (for the same benefit to executives) will be significantly reduced. The Executive Share Rights Plan imposes a three year restriction before benefits under the Plan can be realised by participants. As noted above, no rights were issued under the Executive Share Rights Plan during the 2007/08 year, and, as described above, the board is proposing to introduce a new Executive Long Term Incentive Plan for senior executives in respect of the 2008/09 financial year and subsequent periods.

SHAREHOLDER INFORMATION

TWENTY LARGEST SHAREHOLDERS AS AT 15 AUGUST 2008

		NUMBER OF SHARES	% OF SHARES
1	Investors Mutual Limited	34,740,332	7.37%
2	Macquarie Institutional Group	23,807,101	5.05%
3	AXA Institutional Group	19,383,114	4.11%
4	AMP Capital Investors (New Zealand)	16,457,271	3.49%
5	Westpac Equity Investments NZ Limited	15,831,000	3.36%
6	PM Capital Limited	14,619,505	3.10%
7	Paradice Investment Management Pty Limited	13,783,656	2.92%
8	Barclays Institutional Group	13,048,688	2.77%
9	Accident Compensation Corporation	11,640,433	2.47%
10	UBS Institutional Group	10,253,859	2.18%
11	Tyndall Investment Management New Zealand Limited	9,537,975	2.02%
12	ABN AMRO Limited (Private Clients)	8,572,555	1.82%
13	Lazard Asset Management Pacific Company	8,498,551	1.80%
14	Columbia Management Group	7,902,440	1.68%
15	Integrity Investment Management Limited	7,641,489	1.62%
16	Tower Asset Management Limited	7,616,867	1.61%
17	Smartshares (ETF A/c)	6,167,533	1.31%
18	ING Institutional Group	5,883,203	1.25%
19	Legal & General Investment Management Limited (UK)	5,409,417	1.15%
20	BT Funds Management Institutional Group	5,106,114	1.08%
Total		245,901,103	52.16%

The analysis as set out above has been compiled based on information provided by Thomson Reuters. As at 15 August 2008 SKYCITY was the holder of 1,199,866 ordinary shares as treasury stock. Total shares on issue as at 15 August 2008 were 471,399,291.

Subsequent to 15 August 2008 296,682 treasury stock shares have been applied to the issue of shares pursuant to the SKYCITY Performance Pay Incentive Plan. The number of shares on issue as at 12 September 2008 was 471,399,291 of which 903,184 were held as treasury stock.

DISTRIBUTION OF ORDINARY SHARES AND REGISTERED SHAREHOLDINGS AS AT 15 AUGUST 2008

	NUMBER OF SHAREHOLDERS	NUMBER OF SHARES
1 – 1,000	3,857	1,523,711
1,001 – 5,000	10,762	28,640,795
5,001 – 10,000	3,344	23,586,674
10,001 – 100,000	3,196	71,636,913
> 100,000	176	346,011,198
Total	21,335	471,399,291

As at 15 August 2008 there were 1,249 holdings of less than 170 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 less than A$500.

SUBSTANTIAL SECURITY HOLDERS

In accordance with section 26(1) of the Securities Markets Act 1988, the following persons had given notice as at 15 August 2008 that they were substantial security holders in the company and held a relevant interest in the number of ordinary shares shown below.

SHAREHOLDER	DATE OF SUBSTANTIAL SECURITY NOTICE	RELEVANT INTEREST IN NUMBER OF SHARES	% OF SHARES HELD AT DATE OF NOTICE
Macquarie Group Limited and its controlled body corporates	21 April 2008	35,413,449	7.51%
Investors Mutual Limited	16 April 2007	32,152,244	7.28%

No further substantial security holder notices had been received as at 12 September 2008.

DIRECTOR AND EMPLOYEE REMUNERATION

REMUNERATION OF DIRECTORS

Non-Executive Directors

Remuneration paid to directors for services in their capacity as directors of SKYCITY Entertainment Group Limited during the year ended 30 June 2008 was as listed below.

R H McGeoch (Chairman)	$200,000
P D Cullinane[(1)]	$25,000
J L Freeman [(1)]	$25,000
P L Reddy	$110,000
Sir Dryden Spring	$110,000
E Toime*	$948,076
W R Trotter	$100,000

** see "Executive Director" below.*

(1) P D Cullinane and J L Freeman were appointed as directors on 26 March 2008.

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 2007/08 financial year or reimbursement of expenses incurred in relation to company matters, or as is disclosed elsewhere in this annual report.

Executive Director

Elmar Toime assumed the role of Executive Director of the parent company for the period July 2007 to March 2008. During that period Mr Toime received a salary of $923,076 with accommodation on a full board basis and reasonable other costs met by the company. During this period Mr Toime did not receive director's fees. The amount shown next to his name (under Non-Executive Directors – refer table) represents the above salary plus non-executive director fees of $25,000 paid to Mr Toime after the conclusion of his appointment as Executive Director.

Former Managing Director

Certain payments relating to the resignation of the former Managing Director Evan Davies which was settled on 25 June 2007 (the 2006/2007 year) were made during the 2007/2008 year. These totalled $2,374,512 and comprised payment of three months salary in lieu of notice, accrued holiday pay and a termination payment equal to 92 weeks salary calculated in accordance with the terms of his employment contract.

Other Directorships

Christchurch Casinos Limited, in which SKYCITY has a 45.7% interest, paid director's fees of $40,000 each for A B Ryan and D A Sullivan. These director's fees were paid to SKYCITY and were not received personally by either Messrs Ryan or Sullivan.

Queenstown Casinos Limited, in which SKYCITY has a 60% interest, paid director's fees of $7,500 each for A B Ryan and E Toime. These director's fees were paid to SKYCITY and were not received personally by either Messrs Ryan or Toime.

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 and was paid to those employees during the financial year ended 30 June 2008, are listed below.

Remuneration includes salary and incentive payments under the SKYCITY performance pay incentive plan and where applicable the value of executive share options and rights that vested during the year ended 30 June 2008. Remuneration shown below also includes settlement payments and payments in lieu of notice with respect to certain employees upon their departure from the company.

REMUNERATION	EMPLOYEES
$100,000–$109,999	17
$110,000–$119,999	14
$120,000–$129,999	15
$130,000–$139,999	7
$140,000–$149,999	9
$150,000–$159,999	9
$160,000–$169,999	6
$170,000–$179,999	4
$180,000–$189,999	3
$190,000–$199,999	3
$200,000–$209,999	1
$210,000–$219,999	2
$220,000–$229,999	1
$230,000–$239,999	2
$240,000–$249,999	2
$250,000–$259,999	1
$260,000–$269,999	1
$270,000–$279,999	1
$280,000–$289,999	2
$290,000–$299,999	1
$300,000–$309,999	2
$310,000–$319,999	1
$380,000–$389,999	1
$400,000–$409,999	1
$420,000–$429,999	1
$430,000–$439,999	1
$1,230,000–$1,239,999	1
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DIRECTORS' DISCLOSURES

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 included in the company's Interests Register as at 30 June 2008. Notices given by directors during the year ended 30 June 2008 are marked with an asterisk.

R H McGeoch	
Aon Risk Services Limited	Member NSW Board of Advice
McGeoch Holdings Pty Limited	Director
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	Director
Vantage Private Equity Growth Limited	Chairman
P D Cullinane	
Assignment Group New Zealand Limited	Director*
South Seas Trading Company Limited	Director*
The Antipodes Water Company Limited	Director*
Talk Me Into It Limited	Director*
Thorp, Greive, Cullinane, Hall Limited	Director*
Viva Cuba Limited	Director*
J L Freeman	
Air New Zealand Limited	Director*
Delegat's Group limited	Director*
Jane Freeman Consulting Limited	Director*
Pumpkin Patch Limited	Director*
P L Reddy	
Active Equities Limited	Non-Executive Director and Shareholder
SKYCITY Auckland Community Trust	Trustee
TeamTalk Limited	Associated Person of Shareholder
Telecom Corporation of New Zealand Limited	Director
NZX Limited	Member NZX Discipline
The New Zealand International Festival of the Arts	Trustee
Sir Dryden Spring	
ANZ National Bank Limited	Chairman
Fletcher Building Limited	Director
New Zealand Business and Parliamentary Trust	Trustee
Northport Limited	Director
Port of Tauranga Limited	Director
Visy Industries Limited	Member of Advisory Board*
E Toime	
Blackbay Limited, London	Director
Deutsche Post AG, Germany	Member of the Supervisory Board
W R Trotter	
First NZ Capital Group Limited and certain subsidiaries	Executive Chairman
FNZ Holdings Limited and certain subsidiaries	Executive Chairman

The following details included in the Interests Register as at 30 June 2007, or entered during the year ended 30 June 2008, have been removed during the year ended 30 June 2008.

- R H McGeoch is no longer a director of LIPA Pharmaceuticals Limited
- P L Reddy is no longer an Associated Person of a shareholder in Infinity Group Limited

DIRECTORS' AND OFFICERS' INDEMNITIES

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

DISCLOSURE OF DIRECTORS' INTEREST IN SHARE TRANSACTIONS

Directors disclosed, pursuant to section 148 of the Companies Act 1993 and rule 10.5.3 of the NZX Listing Rules, the following acquisitions and disposals of relevant interests in SKYCITY shares during the period to 30 June 2008, as set out below.

	DATE OF ACQUISITION/DISPOSAL DURING PERIOD	CONSIDERATION	SHARES ACQUIRED/ (DISPOSED)
R H McGeoch	7 September 2007[1]	$127,872	31,928
	5 October 2007[2]	$5,124	1,176
	11 April 2008[2]	$4,828	1,255
P L Reddy	7 September 2007[1]	$167,922	41,928
	5 October 2007[2]	$23,135	5,310
	5 October 2007[2]	$950	218
	11 April 2008[2]	$21,795	5,665
	11 April 2008[2]	$896	233
	11 April 2008[2]	$21,795	(5,665)
Sir Dryden Spring	5 October 2007 [2]	$2,967	681
	11 April 2008 [2]	$2,797	727
	11 April 2008 [2]	$2,797	(727)
E Toime	5 October 2007 [2]	$19,789	4,542
	31 March 2008 [3]	–	(169,449)
	31 March 2008 [3]	–	169,449
	11 April 2008 [2]	$18,640	4,845
	11 April 2008 [3]	$18,640	(4,845)
W R Trotter	7 September 2007[1]	$167,922	41,928
	5 October 2007 [2]	$89,788	20,608
	11 April 2008 [2]	$84,571	21,982

(1) The transactions shown relates to the exercise of options granted to Mr McGeoch, Mr Trotter and Ms Reddy pursuant to the Non-Executive Director Share Option Plan approved by shareholders at the annual meeting of the company held on 26 October 2000. These options converted on a 1:2 basis into ordinary shares consequent upon the 1:1 share split by the company in November 2003.

(2) The transaction shown represents the issue of bonus shares under the SKYCITY Profit Distribution Plan

(3) The transaction shown relates to the disposal of shares by the trustee of a family trust to Mr Toime's wife following the revision of trust arrangements.

DIRECTORS' DISCLOSURES continued

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

Directors disclosed pursuant to Rule 10.5.3 of the NZX Listing Rules, the following relevant interests in SKYCITY shares as at 30 June 2008, as set out below.

	SHARES BENEFICIALLY HELD
R H McGeoch	45,116
P L Reddy	198,101
Sir Dryden Spring	25,386
E Toime	174,294[1]
W R Trotter	790,798

(1) Shares held by Mr Toime's wife.

P D Cullinane and J L Freeman did not have any relevant interest in SKYCITY shares as at 30 June 2008.

In addition to the 198,101 shares identified above, Ms Reddy has also disclosed 8,338 shares non-beneficially held.

No directors held any interest in the capital notes of the company as at 30 June 2008.

NOTEHOLDER INFORMATION

CAPITAL NOTES

In May 2000, SKYCITY Entertainment Group Limited issued 150 million unsecured subordinated capital notes for a five year term at an issue price of $1.00. In May 2005 the capital notes were reissued for a new term of five years. The capital notes offer holders a fixed interest rate of 8.0% until the next election/maturity date, being 15 May 2010. For further information refer note 20 of the financial statements.

As at 15 August 2008 SKYCITY was the holder of 26,140,250 capital notes, as treasury stock. The capital notes held by SKYCITY are not included in the table below.

TWENTY LARGEST CAPITAL NOTEHOLDERS AS AT 15 AUGUST 2008

		NUMBER OF CAPITAL NOTES	% OF CAPITAL NOTES
1	Private Nominees Limited	11,739,000	7.83%
2	Investment Custodial Services Limited	6,108,000	4.07%
3	Custodial Services Limited – A/c 3	5,415,500	3.61%
4	FNZ Custodians Limited	2,719,000	1.81%
5	Forsyth Barr Custodians Limited – A/c 1M	2,629,000	1.75%
6	Citibank Nominees (New Zealand) Limited – NZCSD	2,217,000	1.48%
7	Custodial Services Limited – A/c 2	2,102,000	1.40%
8	Forsyth Barr Custodians Limited – A/c 1L	1,329,000	0.89%
9	Custodial Services Limited – A/c 4	690,000	0.46%
10	Guardian Trust Investment Nominees (RWT) Limited – NZCSD	607,000	0.40%
11	Morrow Plastics Limited	500,000	0.33%
12	Public Trust	500,000	0.33%
13	University Of Otago	500,000	0.33%
14	Waikimihia Farm Limited	500,000	0.33%
15	Custodial Services Limited – A/c 1	430,000	0.29%
16	Forsyth Barr Custodians Limited – A/c 1H	414,000	0.28%
17	Knox Home Trust Board Incorporated	400,000	0.27%
18	Forsyth Barr Custodians Limited – A/c 1E	370,000	0.25%
19	Custodial Services Limited – A/c 6	337,000	0.23%
20	C A Carran and P A Carran	300,000	0.20%
Total		39,806,500	26.54%

DISTRIBUTION OF CAPITAL NOTE HOLDINGS AS AT 15 AUGUST 2008

	NUMBER OF NOTEHOLDERS	NUMBER OF CAPITAL NOTES
1 – 1,000	–	–
1,001 – 5,000	367	1,831,925
5,001 – 10,000	728	6,759,250
10,001 – 100,000	1,971	64,990,575
> 100,000	83	76,418,250
Total	3,149	150,000,000

SKYCITY ACES INFORMATION

SKYCITY ACES

In October 2005, SKYCITY Investments Australia Limited issued in Australia 1.5 million unsecured subordinated perpetual reset exchangeable securities (SKYCITY ACES) at an issue price of A$100 per note. SKYCITY ACES offer holders a fully franked variable coupon until the first reset date on 15 December 2010. For further information refer note 21 of the financial statements.

TWENTY LARGEST SKYCITY ACES HOLDERS AS AT 15 AUGUST 2008

		NUMBER OF SKYCITY ACES	% OF SKYCITY ACES
1	J P Morgan Nominees Australia Limited	275,041	18.34%
2	UBS Nominees Pty Limited	224,416	14.96%
3	Cogent Nominees Pty Limited – SMP A/c	123,647	8.24%
4	RBC Dexia Investor Services Australia Nominees Pty Limited – GSENIP A/c	89,381	5.96%
5	RBC Dexia Investor Services Australia Nominees Pty Limited – BKCUST A/c	73,057	4.87%
6	Brispot Nominees Pty Limited	72,852	4.86%
7	Citicorp Nominees Pty Limited	70,588	4.71%
8	ANZ Nominees Limited – Cash Income A/c	66,722	4.45%
9	National Nominees Limited	65,000	4.33%
10	Goldman Sachs JBWere Capital Markets Limited	44,880	2.99%
11	UBS Wealth Management Australia Nominees Pty Limited	34,747	2.32%
12	Cogent Nominees Pty Limited	33,369	2.22%
13	ANZ Trustees Limited	19,636	1.31%
14	Citicorp Nominees Pty Limited – CFSIL Cwlth Aust Shares 14 A/c	18,162	1.20%
15	Elise Nominees Pty Limited	11,270	0.75%
16	ANZ Nominees Limited – SL Cash Income A/c	10,000	0.67%
17	M F Custodians Limited	9,463	0.63%
18	Merrill Lynch (Australia) Nominees Pty Limited	6,395	0.43%
19	RBC Dexia Investor Services Australia Nominees Pty Limited – PISELECT A/c	6,300	0.42%
20	Citicorp Nominees Pty Limited - CFS WS PM Cap Aus A/c	6,000	0.40%
Total		1,260,926	84.06%

DISTRIBUTION OF SKYCITY ACES HOLDINGS AS AT 15 AUGUST 2008

	NUMBER OF SKYCITY ACES HOLDERS	NUMBER OF SKYCITY ACES
1 – 1,000	619	138,215
1,001 – 5,000	40	90,500
5,001 – 10,000	7	48,517
10,001 – 100,000	12	599,664
> 100,000	3	623,104
Total	681	1,500,000

COMPANY DISCLOSURES

STOCK EXCHANGE LISTINGS

SKYCITY Entertainment Group Limited is listed on both the New Zealand and Australian stock exchanges.

SKYCITY ENTERTAINMENT GROUP LIMITED

P D Cullinane and J L Freeman were appointed as directors of SKYCITY Entertainment Group Limited on 26 March 2008.

SUBSIDIARY COMPANIES

The changes to subsidiary company directorships during the 12 month period ended 30 June 2008 are set out below.

In relation to the following companies, E Toime resigned as a director and N B Morrison was appointed as a director effective 26 June 2008.

Planet Hollywood (Civic Centre) Limited; Sky Tower Limited; SKYCITY Action Management Limited; SKYCITY Auckland Holdings Limited; SKYCITY Auckland Limited; SKYCITY Casino Management Limited; SKYCITY Cinema Holdings Limited; SKYCITY Cinemas Limited; SKYCITY Cinemas New Plymouth Limited; SKYCITY Cinemas Nominees Limited; SKYCITY Cinemas Queen Street Nominees Limited; SKYCITY Hamilton Limited; SKYCITY International Holdings Limited; SKYCITY Investments Christchurch Limited; SKYCITY Investments Queenstown Limited; SKYCITY Management Limited; SKYCITY Metro Limited; SKYCITY Wellington Limited; Toptown Nominees Limited; Queenstown Casinos Limited.

D A Sullivan was appointed as a director of Christchurch Casinos Limited on 6 August 2007, and resigned as a director with effect from 26 June 2008. N B Morrison was appointed as a director effective 26 June 2008.

N B Morrison was appointed as an alternate director effective 26 June 2008 of the following companies: Christchurch Hotels Limited, Premier Hotels (Christchurch) Limited, and Victoria Hotels (Christchurch) Limited.

P D Cullinane and J L Freeman were appointed as directors of SKYCITY Investments Australia Limited on 26 March 2008.

The following held office as directors of subsidiaries of SKYCITY Entertainment Group Limited as at the end of the 2008 financial year, being 30 June 2008.

Sky Tower Limited; SKYCITY Action Management Limited; SKYCITY Auckland Holdings Limited; SKYCITY Auckland Limited; SKYCITY Casino Management Limited; SKYCITY Hamilton Limited; SKYCITY International Holdings Limited; SKYCITY Investments Christchurch Limited; SKYCITY Investments Queenstown Limited; SKYCITY Management Limited; SKYCITY Wellington Limited; Toptown Nominees Limited.
Directors: A B Ryan, N B Morrison.

SKYCITY Adelaide Pty Limited; SKYCITY Australia Finance Pty Limited; SKYCITY Australia Pty Limited.
Directors: R H McGeoch, A B Ryan, E Toime.

SKYCITY Darwin Pty Limited.
Directors: A B Ryan, E Toime, T A K Wilson.

Queenstown Casinos Limited.
Directors: A B Ryan, N B Morrison (both SKYCITY representatives on the Board), P J Hensman, B C Thomas.

SKYCITY Investments Australia Limited.
Directors: R H McGeoch, P D Cullinane, J L Freeman, P L Reddy, Sir Dryden Spring, E Toime, W R Trotter.

Planet Hollywood (Civic Centre) Limited; SKYCITY Cinema Holdings Limited; SKYCITY Cinemas Limited; SKYCITY Cinemas New Plymouth Limited; SKYCITY Cinemas Nominees Limited; SKYCITY Cinemas Queen Street Nominees Limited; SKYCITY Metro Limited; Toptown Nominees Limited.
Directors: A B Ryan, N B Morrison. P J Holdaway is an alternate director for A B Ryan.

SKYCITY Cinemas (Fiji) Limited.
Directors: D Damodar, P J Holdaway.

SKYCITY International ApS.
Directors: H H Pham, B Kreiborg, E Toime.
A B Ryan is an alternate director for E Toime.

At 30 June 2008 SKYCITY also had an interest in, and was represented by SKYCITY executives on the boards of the companies listed below.

Christchurch Casinos Limited.
SKYCITY representatives on the board: A B Ryan, N B Morrison.

Christchurch Hotels Limited; Premier Hotels (Christchurch) Limited; Victoria Hotels (Christchurch) Limited.
SKYCITY representative on the boards: A B Ryan. N B Morrison is an alternate director for A B Ryan. On 31 July 2008 A B Ryan and N B Morrison resigned as director and alternate director (respectively) of Victoria Hotels (Christchurch) Limited.

Force Location Limited.
SKYCITY representatives on the board: P J Holdaway, N B Morrison.

Rialto Cinemas Limited.
SKYCITY representatives on the board: A B Ryan, P J Holdaway.

Vista Entertainment Solutions Limited.
SKYCITY representative on the board: A B Ryan.

OTHER INFORMATION

WAIVERS FROM THE NEW ZEALAND EXCHANGE (NZX) LISTING RULES

The following waivers from the NZX Listing Rules were either granted and published by NZX within, or relied upon by the company during, the 12 month period preceding the date two months before the date of this annual report.

On 24 June 2005, NZX granted waivers from LRs 8.1.3, 8.1.4, 8.1.5, 8.1.8 and 8.1.9 (general provisions relating to the issue of securities requiring NZX approval/waiver) in respect of the company's Executive Share Rights Plan 2005.

All other waivers granted prior to the 12 month period preceding the date two months before the date of this annual report had ceased to have effect or were not relied upon during the period. Full details of the waiver referred to above can be obtained from the Investor Centre, NZX/ASX Announcements subsection of the company's website at www.skycityentertainment.com

OPTIONS AND SHARE RIGHTS HOLDERS

As at 12 September 2008, options and share rights on issue were as detailed below.

- 511,000 options issued under the Executive Share Option Plan approved by directors of the company in August 2002, held by 7 holders. The options have no voting rights but each option entitles the holders to one share on exercise of each option. As at 12 September 2008, the exercise price per option (which escalates by the cost of equity less distributions) was $5.41.
- 1,804,304 share rights issued under the Executive Share Rights Plan approved by directors of the company in December 2004, held by 14 holders. The share rights have no voting rights but each share right entitles the holder to a number of shares on exercise calculated according to a formula set out in the plan, based on the difference between the market price for the company's shares on the NZSX and the exercise value for the share right (calculated in accordance with the Plan). As at 12 September 2008, the exercise value per right (which escalates by the cost of equity less distributions) was $5.71 for 482,333 rights and $5.83 for 1,321,971 rights.

LIMITATIONS ON ACQUISITION OF ORDINARY SHARES

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

- the Gambling Act 2003 (New Zealand);
- the Casino Act 1997 (South Australia);
- the Gaming Control Act (Northern Territory);
- 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.

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
- 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

Clause 12.11 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 that transferee are suspended unless and until either:

- each regulatory authority advises that approval is not needed, or
- any regulatory authority which determines that its approval is required approves the transferee, together with the persons associated with that transferee, as an associated casino person of any applicable casino licence holder, or
- 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 that transferee dispose of such number of SKYCITY 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 that transferee 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 that transferee, as may be necessary to reduce their combined shareholding to a level that will not result in the transferee and the persons associated with that transferee being an associated 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, during that one month period, transferred the requisite number of shares in SKYCITY to a person who is not associated with the transferees.

DONATIONS

Donations of $58,689 were made by the company during the 12 month period ended 30 June 2008 ($13,898 during the 12 months ended 30 June 2007).

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 outlined in the following paragraphs.

Other than the provisions noted on page 63, the only significant restrictions or limitations in relation to the acquisition of securities are those imposed by New Zealand laws relating to takeover, 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 2005 and the Overseas Investment Regulations 2005 regulate certain investments in New Zealand by overseas persons. In general terms, the consent of the New Zealand Overseas Investment Office 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 Disclosures

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

There is not a current on-market share buy back programme.

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).

There are no material differences between NZX Appendix 1 and ASX Appendix 4E issued by SKYCITY Entertainment Group Limited on 25 August 2008 in respect of the year ended 30 June 2008 and this annual report.

SKYCITY Entertainment Group Limited has a Standard & Poor's BBB- rating with Stable Outlook.

DIRECTORY

REGISTERED OFFICE

SKYCITY Entertainment Group Limited

Level 6
Federal House
86 Federal Street
PO Box 6443
Wellesley Street
Auckland
New Zealand
Telephone +64 9 363 6141
Facsimile +64 9 363 6140
Email sceginfo@skycity.co.nz
www.skycityentertainment.com

Registered Office in Australia

c/o Finlaysons
81 Flinders Street
GPO Box 1244
Adelaide
South Australia
Telephone +61 8 8235 7400
Facsimile +61 8 8232 2944

SOLICITORS

Bell Gully

HP Tower
171 Featherston Street
PO Box 1291
Wellington

Minter Ellison Rudd Watts

Lumley Centre
88 Shortland Street
PO Box 3798
Auckland

Finlaysons

81 Flinders Street
GPO Box 1244
Adelaide
South Australia

AUDITOR

PricewaterhouseCoopers

188 Quay Street
Auckland City
Private Bag 92162
Auckland

SHARE REGISTRARS

New Zealand
Computershare Investor Services Limited

Level 2
159 Hurstmere Road
Takapuna
Private Bag 92119
Auckland
Telephone +64 9 488 8700
Facsimile +64 9 488 8787

Australia
Computershare Investor Services Pty Limited

Level 3
60 Carrington Street
Sydney NSW 2000
GPO Box 7045
Sydney NSW 1115
Telephone +61 2 8234 5000
Facsimile +61 2 8234 5050

BANKERS

ANZ National Bank
Commonwealth Bank of Australia
Bank of New Zealand

CAPITAL NOTES TRUSTEE

The New Zealand Guardian Trust Company Limited

48 Shortland Street
PO Box 1934
Auckland
Telephone +64 9 379 3630
Facsimile +64 9 377 7477

SKYCITY ACES TRUSTEE

Permanent Trustee Company Limited

Level 4
35 Clarence Street
Sydney NSW 2000
Australia
Telephone +61 2 8295 8100
Facsimile +61 2 8295 8659

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SKYCITY
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The materials used in the making of this document comply with environmentally sustainable practices and principles.

www.skycityentertainment.com