

**Form 604**

Corporations Act 2001

Section 671B

**Notice of change of interests of substantial holder**To Company Name/Scheme *Tab Limited ("Tab")*ACN/ARSN *081 765 308***1. Details of substantial holder (1)**Name *See Annexure A*

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on (d/m/y) *See Annexures A and C*The previous notice was given to the company on (d/m/y) *5/8/2004*The previous notice was dated (d/m/y) *5/8/2004***2. Previous and present voting power**

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

| Class of securities (4)           | Previous notice    |                  | Present notice     |                  |
|-----------------------------------|--------------------|------------------|--------------------|------------------|
|                                   | Person's votes     | Voting power (5) | Person's votes     | Voting power (5) |
| <i>Fully paid ordinary shares</i> | <i>417,031,639</i> | <i>92.45%</i>    | <i>423,119,181</i> | <i>93.80%</i>    |

**3. Changes in relevant interests**

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

| Date of change (d/m/y) | Person whose relevant interest changed | Nature of change (6)  | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|------------------------|----------------------------------------|-----------------------|-----------------------------------------------|-----------------------------------------|-------------------------|
|                        |                                        | <i>See Annexure A</i> |                                               |                                         |                         |

**4. Present relevant interests**

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

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Nature of relevant interest (6) | Class and number of securities | Person's votes |
|-----------------------------|---------------------------------|------------------------------------------------|---------------------------------|--------------------------------|----------------|
|                             | <i>See Annexure A</i>           |                                                |                                 |                                |                |

## 5. Changes in association

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

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| <i>Not applicable</i>             | <i>Not applicable</i> |

## 6. Addresses

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

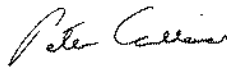
| Name                                    | Address                                            |
|-----------------------------------------|----------------------------------------------------|
| <i>TABCORP Investments No.4</i>         | <i>5 Bowen Crescent, Melbourne, Victoria, 3004</i> |
| <i>TABCORP</i>                          | <i>5 Bowen Crescent, Melbourne, Victoria, 3004</i> |
| <i>Each member of the TABCORP Group</i> | <i>See Annexure B</i>                              |

## Signature

print name Peter Caillard

capacity *Director*

sign here



date 11/8/2004

## DIRECTIONS

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

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

This is Annexure A of 2 pages referred to in the Form 604 (Notice of change of interests of substantial holder) in relation to Tab Limited (ACN 081 765 308).

Signed: 

Peter Caillard (Director of TABCORP Investments No.4)

Date: 11 August 2004

**1. Details of substantial holders**

- (a) TABCORP Investments No.4 Pty Ltd (ACN 108 197 084) ("TABCORP Investments No.4").
- (b) TABCORP Holdings Limited (ACN 063 780 709) ("TABCORP").
- (c) Each of the companies listed in Annexure B ("TABCORP Group").

The nature of the associations of the substantial holders are as follows:

| Name                             | Nature of association                                                                                                                                                                                    |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| TABCORP Investments No.4         | TABCORP Investments No.4 is an associate of TABCORP and each member of the TABCORP Group pursuant to section 12(2)(a)(i) or (iii) of the Corporations Act                                                |
| TABCORP                          | TABCORP is an associate of TABCORP Investments No.4 and each member of the TABCORP Group pursuant to section 12(2)(a)(ii) of the Corporations Act                                                        |
| Each member of the TABCORP Group | Each member of the TABCORP Group is an associate of TABCORP Investments No.4, TABCORP, and each other member of the TABCORP Group pursuant to section 12(2)(a)(i), (ii) or (iii) of the Corporations Act |

**3. Changes in relevant interests**

| Date of change | Person whose relevant interest changed | Nature of change                                                                                                                                                                                                                                                                                                                                                                                                                                       | Consideration given in relation to change                                                                                                               | Class and number of securities affected | Person's votes affected |
|----------------|----------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|-------------------------|
| See Annexure C | TABCORP Investments No.4               | Increase of relevant interest as a result of acceptances of offers (the <b>Offers</b> ) dated 21 April 2004 made under TABCORP Investments No.4's off-market bid for ordinary shares in Tab on the terms set out in the bidder's statement dated 2 April 2004, as supplemented by supplementary bidder's statements dated 4 May 2004 and 3 June 2004, and varied by a Notice of Variation dated 30 July 2004.<br><br>See Annexures C and D for details | Consideration will be provided by TABCORP Investments No.4 in accordance with and subject to the terms of the Offers.<br><br>See Annexure D for details | See Annexure C                          | See Annexure C          |

| Date of change                  | Person whose relevant interest changed | Nature of change                | Consideration given in relation to change | Class and number of securities affected | Person's votes affected         |
|---------------------------------|----------------------------------------|---------------------------------|-------------------------------------------|-----------------------------------------|---------------------------------|
| As per TABCORP Investments No.4 | TABCORP                                | As per TABCORP Investments No.4 | As per TABCORP Investments No.4           | As per TABCORP investments No.4         | As per TABCORP Investments No.4 |
| As per TABCORP Investments No.4 | Each member of the TABCORP Group       | As per TABCORP Investments No.4 | As per TABCORP Investments No.4           | As per TABCORP Investments No.4         | As per TABCORP Investments No.4 |

#### 4. Present relevant interests

| Holder of relevant interest              | Registered holder of securities                                   | Person entitled to be registered as holder | Nature of relevant interest                                                                                                                                                                                                                                                                                                                                                 | Class and number of securities  | Person's votes                  |
|------------------------------------------|-------------------------------------------------------------------|--------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|---------------------------------|
| TABCORP Investments No.4                 | Persons to whom the Offers were made who have accepted the Offers | TABCORP Investments No.4                   | Relevant interest under section 608(1) of the Corporations Act pursuant to acceptances of the Offers<br><br>TABCORP Investments No.4's power to vote or dispose of the Tab shares is qualified until TABCORP Investments No.4 becomes the registered holder of those shares                                                                                                 | 82,529,868 ordinary shares      | 82,529,868                      |
| TABCORP Investments No.4                 | TABCORP Investments No.4                                          | TABCORP Investments No.4                   | Relevant interest under section 608(1) of the Corporations Act as the registered holder of Tab shares                                                                                                                                                                                                                                                                       | 340,589,313 ordinary shares     | 340,589,313                     |
| TABCORP                                  | As per TABCORP Investments No.4                                   | As per TABCORP Investments No.4            | Taken under section 608(3)(b) of the Corporations Act to have a relevant interest by reason of controlling TABCORP Investments No.4. TABCORP is not the registered holder of the Tab shares and its ability to vote or dispose of those shares is qualified accordingly                                                                                                     | As per TABCORP Investments No.4 | As per TABCORP Investments No.4 |
| Each of the members of the TABCORP Group | As per TABCORP Investments No.4                                   | As per TABCORP Investments No.4            | Taken under section 608(3)(a) of the Corporations Act to have a relevant interest by reason of having voting power (through the relevant interest of its associate, TABCORP) above 20% in TABCORP Investments No.4. No member of the TABCORP Group is the registered holder of the Tab shares and their ability to vote or dispose of those shares is qualified accordingly | As per TABCORP Investments No.4 | As per TABCORP Investments No.4 |

This is Annexure B of 2 pages referred to in the Form 604 (Notice of change of interests of substantial holder) in relation to Tab Limited (ACN 081 765 308).

Signed: 

Peter Caillard (Director of TABCORP Investments No.4)

Date: 11 August 2004

#### TABCORP Group

TABCORP is the controlling entity of TABCORP Investments No.4 and of the other subsidiaries of TABCORP (being associates of TABCORP Investments No.4).

Set out below are those other subsidiaries of TABCORP which together are referred to as the "TABCORP Group" for the purposes of this Form 604 (Notice of change of interests of substantial holder).

| Name of entity                                                  | Address                                                                    |
|-----------------------------------------------------------------|----------------------------------------------------------------------------|
| Sydney Harbour Apartments Pty Ltd (ACN 075 423 666)             | 5 Bowen Crescent, Melbourne, Victoria, 3004                                |
| Star City Entertainment Pty Ltd (ACN 080 574 732)               | 5 Bowen Crescent, Melbourne, Victoria, 3004                                |
| TABCORP Investments Pty Ltd (ACN 085 513 300)                   | 5 Bowen Crescent, Melbourne, Victoria, 3004                                |
| TABCORP Online Pty Limited (ACN 092 104 786)                    | 5 Bowen Crescent, Melbourne, Victoria, 3004                                |
| Star City Holdings Limited (ACN 064 054 431)                    | 5 Bowen Crescent, Melbourne, Victoria, 3004                                |
| TABCORP Assets Pty Ltd (ACN 064 303 920)                        | 5 Bowen Crescent, Melbourne, Victoria, 3004                                |
| TABCORP Manager Pty Ltd (ACN 064 304 016)                       | 5 Bowen Crescent, Melbourne, Victoria, 3004                                |
| TABCORP Participant Pty Ltd (ACN 064 304 105)                   | 5 Bowen Crescent, Melbourne, Victoria, 3004                                |
| TABCORP Employee Share Administration Pty Ltd (ACN 064 458 224) | 5 Bowen Crescent, Melbourne, Victoria, 3004                                |
| TABCORP (Queensland) Pty Ltd (ACN 064 555 899)                  | 5 Bowen Crescent, Melbourne, Victoria, 3004                                |
| Jupiters Technology Pty Ltd (ACN 006 574 652)                   | 5 Bowen Crescent, Melbourne, Victoria, 3004                                |
| Sydney Casino Management Pty Ltd (ACN 060 462 053)              | 5 Bowen Crescent, Melbourne, Victoria, 3004                                |
| Star City Pty Ltd (ACN 060 510 410)                             | 5 Bowen Crescent, Melbourne, Victoria, 3004                                |
| Star City Investments Pty Ltd (ACN 060 507 888)                 | 5 Bowen Crescent, Melbourne, Victoria, 3004                                |
| Sydney Harbour Casino Properties Pty Ltd (ACN 050 045 120)      | 5 Bowen Crescent, Melbourne, Victoria, 3004                                |
| TABCORP Investments No.2 Pty Ltd (ACN 105 341 375)              | 5 Bowen Crescent, Melbourne, Victoria, 3004                                |
| TABCORP Issuer Pty Ltd (ACN 105 341 366)                        | 5 Bowen Crescent, Melbourne, Victoria, 3004                                |
| TABCORP Staff Superannuation Pty Ltd (ACN 065 448 277)          | 5 Bowen Crescent, Melbourne, Victoria, 3004                                |
| TABCORP Superannuation Pty Ltd (ACN 005 070 619)                | 5 Bowen Crescent, Melbourne, Victoria, 3004                                |
| Showboat Australia Pty Ltd (ACN 061 299 625)                    | 5 Bowen Crescent, Melbourne, Victoria, 3004                                |
| Club Gaming Systems (Holdings) Pty Limited (ACN 051 404 007)    | 5 Bowen Crescent, Melbourne, Victoria, 3004                                |
| Jupiters Gaming (NSW) Pty Ltd (ACN 003 992 327)                 | 5 Bowen Crescent, Melbourne, Victoria, 3004                                |
| Jupiters Custodian Pty Limited (ACN 067 888 680)                | 5 Bowen Crescent, Melbourne, Victoria, 3004                                |
| Jupiters Superannuation Pty Limited (ACN 064 432 926)           | Level 9, Niecon Tower, 17-19 Victoria Avenue, Broadbeach, Queensland, 4218 |
| Jupiters Limited (ACN 010 741 045)                              | 5 Bowen Crescent, Melbourne, Victoria, 3004                                |

| <b>Name of entity</b>                                             | <b>Address</b>                                              |
|-------------------------------------------------------------------|-------------------------------------------------------------|
| Breakwater Island Limited (ACN 010 271 691)                       | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| AWA Limited (ACN 000 005 916)                                     | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| Jupiters International Pty Ltd (ACN 055 809 302)                  | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| AWA Technology & Environmental Services Pty Ltd (ACN 102 895 652) | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| AWA Gaming Services Pty Limited (ACN 053 518 942)                 | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| Jupiters Gaming Pty Limited (ACN 071 366 446)                     | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| Jupiters Machine Gaming Pty Limited (ACN 078 963 050)             | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| Jupiters Internet Gaming Pty Limited (ACN 088 541 940)            | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| jupiters.com Pty Limited (ACN 091 584 226)                        | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| A.C.N. 082 760 610 PTY LTD (ACN 082 760 610)                      | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| AWA Wagering Systems Pty Limited (ACN 000 075 927)                | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| ATL Pty Limited (ACN 000 007 401)                                 | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| AWA Enterprises Pty Limited (ACN 072 794 079)                     | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| AWA Gaming Machines Pty Limited (ACN 062 579 613)                 | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| AWA Infosec Pty Limited (ACN 067 175 839)                         | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| AWA Investor (No.2) Pty Limited (ACN 053 998 191)                 | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| AWA Investor (No.4) Pty Limited (ACN 053 990 962)                 | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| AWA Investor (No.5) Pty Limited (ACN 053 991 307)                 | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| AWA Investor (No.6) Pty Limited (ACN 056 466 703)                 | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| AWA MicroElectronics Pty Ltd (ACN 003 263 170)                    | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| AWA New Media Pty Ltd (ACN 084 703 702)                           | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| AWA Research and Development Pty Limited (ACN 003 573 913)        | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| AWA Research Marketing Pty Limited (ACN 003 573 386)              | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| AWA Superannuation (No.2) Pty Ltd (ACN 065 041 303)               | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| AWA Superannuation (No.3) Pty Ltd (ACN 070 046 641)               | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| AWA Superannuation Pty Ltd (ACN 001 197 931)                      | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| Hotel Gaming Systems Pty Ltd (ACN 084 703 079)                    | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| Macquarie Syndication (No.1) Pty Limited (ACN 055 839 015)        | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| Palatron Pty Limited (ACN 003 596 174)                            | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| Penchant Pty Limited (ACN 052 356 591)                            | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| Radcoy (No 1) Limited (ACN 006 539 797)                           | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| SunshineLink Pty Ltd (ACN 084 230 035)                            | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| Syndicate (Co.1) Pty Limited (ACN 003 584 852)                    | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| A.C.N. 082 231 383 PTY LTD (ACN 082 231 383)                      | 5 Bowen Crescent, Melbourne, Victoria, 3004                 |
| Expanse Electronics Limited                                       | 21-29 Broderick Road, Johnsonville, Wellington, New Zealand |
| Millers Mechanical Equipment (NZ) Limited                         | 21-29 Broderick Road, Johnsonville, Wellington, New Zealand |

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This is Annexure C of 1 page referred to in the Form 604 (Notice of change of interests of substantial holder) in relation to Tab Limited (ACN 081 765 308).

Signed: 

Peter Caillard (Director of TABCORP Investments No.4)

Date: 11 August 2004

**Details of changes in relevant interests pursuant to acceptances of the Offers**

| Date of change | Class and number of securities affected | Person's votes affected |
|----------------|-----------------------------------------|-------------------------|
| 5/8/2004       | 699,942 ordinary shares                 | 699,942                 |
| 6/8/2004       | 772,956 ordinary shares                 | 772,956                 |
| 9/8/2004       | 2,432,012 ordinary shares               | 2,432,012               |
| 10/8/2004      | 2,182,632 ordinary shares               | 2,182,632               |

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This is Annexure D of 1 page referred to in the Form 604 (Notice of change of interests of substantial holder) in relation to Tab Limited (ACN 081 765 308).

Signed: 

Peter Caillard (Director of TABCORP Investments No.4)

Date: 11 August 2004

**Offer terms**

The following documents set out the terms of the Offers:

1. Bidder's Statement dated 2 April 2004.
2. Acceptance Form for CHESSE holdings – Australian shareholders.
3. Acceptance Form for issuer sponsored holdings - Australian shareholders.
4. Acceptance Form for CHESSE Holdings – Overseas shareholders.
5. Acceptance Form for issuer sponsored holdings – Overseas shareholders.
6. Notice of Variation – Increase in Consideration dated 30 July 2004.