



Annual General Meeting

Crown Limited ACN 125 709 953

Notice of Annual General Meeting

Notice is given that the Annual General Meeting (AGM) of the members of Crown Limited (the Company) will be held at the River Room, Level 1, Crown Towers, 8 Whiteman Street, Southbank, Victoria on Tuesday 28 October 2008 at 11:00am (Melbourne time).

Members are invited to attend and participate at this meeting to canvass relevant issues of interest. Members unable to attend the AGM, are invited to vote by proxy on the resolutions to be considered at the meeting.

An Explanatory Statement and instructions on how to vote (including how to vote by proxy) are set out in this Notice of AGM.

Business of the Annual General Meeting

1. *Financial Statements and Reports*

To consider the consolidated financial statements of the Company and its controlled entities and the reports of the Directors and Auditor for the financial year ended 30 June 2008.

2. *Election of Directors*

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

- (a) That Mr John Alexander, who retires in accordance with clause 5.1(f) of the Company's Constitution and, being eligible, is re-elected as a director.
- (b) That Mrs Rowena Danziger, who retires in accordance with clause 5.1(f) of the Company's Constitution and, being eligible, is re-elected as a director.
- (c) That Mr Geoffrey Dixon, who retires in accordance with clause 5.1(f) of the Company's Constitution and, being eligible, is re-elected as a director.

3. *Remuneration Report*

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

"That the Remuneration Report for the year ended 30 June 2008 be adopted."

The vote on this resolution is advisory only.

By order of the Board

Michael J Neilson
Company Secretary
26 September 2008



Explanatory Statement

Financial Statements and Reports

The Corporations Act 2001 (Cth) (**Corporations Act**) requires the financial report (which includes the financial statements and directors' declaration), the directors' report and the auditor's report to be laid before the AGM. There is no requirement either in the Corporations Act or in the Company's Constitution for members to approve the financial report, the directors' report or the auditor's report. Members will have a reasonable opportunity at the meeting to ask questions and make comments on these reports and on the business and operations of the Company.

Election of Directors

The Company's Constitution requires that an election of directors must take place each year. Each year:

- one third of the directors (excluding the managing director); and
- any other director who, if he or she does not retire, will at the conclusion of the meeting have been in office for three or more years and for three or more annual general meetings since he or she was last elected to office, must retire as a director of the Company (retirement by rotation). If eligible, the director may then offer themselves for re-election.

The 2008 AGM is the Company's first AGM since the PBL Scheme and the Company's admission to the official list of the ASX on 3 December 2007. Pursuant to rule 5.1(g) of the Company's Constitution, as the directors (other than the Managing Director and Chief Executive Officer) were all appointed on the same day, they have agreed amongst themselves that Mr John Alexander, Mrs Rowena Danziger and Mr Geoffrey Dixon will retire in accordance with the Constitution as a director of the Company at the AGM. Being eligible, each of them offers themselves for re-election as a director.

Information on the skills and experience for each of Mr Alexander, Mrs Danziger and Mr Dixon is set out in the Directors' Report of the Company's 2008 Full Financial Report, which was sent to members who requested a copy. The report is also accessible on the Company's website at http://www.crownlimited.com/annual_reports.

Remuneration Report

The Directors' Report for the year ended 30 June 2008 contains a Remuneration Report which sets out the policy for the remuneration of the directors of the Company and specified executives of the Company and its consolidated group.

The Corporations Act requires that a resolution be put to the vote that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory only and does not bind the directors or the Company.

Members attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

How to Vote

Members can vote in one of two ways:

1. By attending the AGM and voting in person or by attorney or, in the case of corporate members, by corporate representative; or
2. By appointing a proxy to attend the AGM and vote on their behalf by:
 - using the proxy form enclosed with this Notice of AGM; or
 - recording their proxy voting instructions on the internet at www.investorvote.com.au. To access this facility, members will need their holder identification number (HIN) or security holder reference number (SRN) and postcode which are printed on the proxy form enclosed with this Notice of AGM. Members who wish to vote only part of their holding, or to split their vote, will need to lodge a paper proxy form.

Instructions on how to appoint a proxy are set out below and are detailed on the the proxy form enclosed with this Notice of AGM.

Voting in Person or by Attorney

Members are asked to arrive at the venue from 10am to allow for registration for the AGM. To help facilitate registration, please bring the proxy form enclosed with this Notice of AGM.

Individuals attending the AGM as corporate representatives must present satisfactory evidence of his or her appointment to attend on the company's behalf, unless previously lodged with the Company or the Company's Share Registry (the Share Registry). Attorneys should bring with them original or certified copies of the power of attorney under which they have been authorised to attend and vote at the AGM, unless previously lodged with the Company or the Share Registry.

Voting by Proxy

- A member entitled to attend and vote is entitled to appoint a proxy, or, if the member is entitled to cast two or more votes at the meeting, appoint not more than two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Each proxy will have the right to vote and also to speak at the AGM.
- Where a member appoints two proxies or attorneys to vote at the same general meeting and the authority of one is not conditional on the other failing to attend or vote, the following rules apply:
 - the appointment is of no effect and a proxy or attorney may not vote unless each proxy or attorney, as the case may be, is appointed to represent a specified proportion of the member's voting rights;
 - on a show of hands, neither proxy or attorney may vote; and
 - on a poll, each proxy or attorney may only exercise the voting rights the proxy or attorney represents.
- A proxy, attorney or representative may be a member of the Company but does not have to be a member.
- A proxy form appointing a proxy or attorney may direct the manner in which the proxy or attorney is to vote in respect of a particular resolution and, where the proxy form so provides, the proxy or attorney is not entitled to vote on the proposed resolution except as directed in the proxy form.
- Members who return their proxy form with a direction how to vote but do not nominate the identity of the proxy will be taken to have appointed the Chairman of the AGM as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the AGM, the Chairman of the AGM will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chairman of the AGM, the Company Secretary or any Director of the Company which do not contain a direction will be used to support each of the resolutions proposed to be passed at the AGM.

To be effective, completed proxy forms must be returned by either:

- **Mail**, to the Share Registry (using the envelope enclosed with this Notice of AGM or hand delivered to **452 Johnston Street, Abbotsford Victoria 3067**); or
- **Fax**, to the Share Registry on **(03) 9473 2500** from within Australia or **+613 9473 2500** from overseas; or
- **Mail**, to the Company's registered office at **Level 3, Crown Towers, 8 Whiteman Street, Southbank, Victoria 3006** (to the attention of the Company Secretary); or
- **Electronically**, via the electronic proxy voting instructions, which can be recorded on the internet at www.investorvote.com.au

so that they are received by **no later than 11:00am (Melbourne time) Sunday 26 October 2008**. Proxy forms or proxy voting instructions received after this time will be **invalid**.

The proxy form must be signed by the member or the member's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act.

Where the appointment of a proxy is signed by the appointor's attorney, a certified copy of the power of attorney, or the power itself, must be received by the Share Registry at either of the postal addresses listed above, or by fax, **before 11:00am (Melbourne time) on Sunday 26 October 2008**. If faxed, the power of attorney must be certified.

Entitlement to Vote

The Board has determined that, for the purposes of the AGM (including voting at the AGM), members are those persons who are the registered holders of shares at 11.00am (Melbourne time) on Sunday 26 October 2008.

How to Find Crown Towers

You can use the map below to find the nearest transport routes to the location of the AGM – Crown Towers, 8 Whiteman Street, Southbank Victoria.

By Train

Both Flinders Street Station and Southern Cross Stations are within walking distance.

By Car

Crown Melbourne has over 5,000 car parking spaces in two very accessible car parks. A two level basement car park located under the main site provides convenient access from Kings Way (both North and South), Whiteman Street and Southbank Boulevard.

Parking for those with disabilities is provided in both the multi-level and basement car parks, in various locations adjacent to lift lobbies.

By Tram

Tram numbers 55, 96, 109 and 112 run past Crown Melbourne.

By Taxi

Crown Melbourne is highly frequented by taxi cabs and has a taxi rank at the west end of the complex.

The 2008 Crown Limited Full Financial Report

Members who completed an election form to receive the Company's Full Financial Report will find a copy of the report (depending upon the election made) enclosed with this Notice of AGM.

Members that did not make an election to receive a hard copy of the Full Financial Report are able to access the report on the Company's website at http://www.crownlimited.com/annual_reports.

Election forms to receive a free hard copy of the Company's Full Financial Report are available from the Share Registry.





ABN 39 125 709 953

000001 000 CWN
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



Online:
www.investorvote.com.au



By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

In Person:

Share Registry - Computershare Investor Services Pty Ltd 452
Johnston Street, Abbotsford Victoria 3067
Registered Office - C/- Company Secretary, Crown Limited, Level 3,
Crown Towers, 8 Whiteman Street, Southbank, Victoria 3006

Alternatively you can fax your form to
(within Australia) (03) 9473 2500
(outside Australia) +61 3 9473 2500

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form - 2008 Annual General Meeting



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au

- Cast your proxy vote**
- Access the annual report**
- Review and update your securityholding**

Your secure access information is:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 11.00am Sunday 26th October 2008

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise the appointment will be of no effect. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf. **The rules in relation to the appointment of proxies are set out more fully in the Notice of Meeting accompanying this form.**

A proxy need not be a securityholder of the Company.

Signing Instructions for Proxy Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.computershare.com.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to vote on your behalf

XX

I/We being a member/s of Crown Limited hereby appoint

the Chairman of the meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Crown Limited to be held at the River Room, Level 1, Crown Towers Hotel, 8 Whiteman Street, Southbank Victoria 3006 on Tuesday, 28th October 2008 at 11.00am (Melbourne Time) and at any adjournment of that meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

			For	Against	Abstain
Item	2a	To re-elect Mr John Alexander as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item	2b	To re-elect Mrs Rowena Danziger as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item	2c	To re-elect Mr Geoffrey Dixon as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item	3	To adopt the remuneration report for the year ended 30 June 2008	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____/____/____

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Computershare