



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 Wednesday 28 October 2009 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 2009.

2. *Election of Directors*

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

- (a) That Mr Benjamin Brazil, who retires in accordance with clause 5.1(e) of the Company's Constitution and, being eligible, is re-elected as a director.
- (b) That Mr Christopher Corrigan, 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 Michael Johnston, who retires in accordance with clause 5.1(f) of the Company's Constitution and, being eligible, is re-elected as a director.
- (d) That Mr Richard Turner, 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 2009 be adopted."

The vote on this resolution is advisory only.

By order of the Board

Michael J Neilson
Company Secretary
25 September 2009

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 (excluding the managing director and directors appointed to fill casual vacancies):

- one third of the directors; 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.

Mr Christopher Anderson resigned as director of the Company with effect from 2 April 2009. The Board resolved to fill the casual vacancy created by Mr Anderson's resignation by the appointment of Mr Benjamin Brazil as an independent, non-executive director. Mr Brazil's appointment took effect from 26 June 2009 following the receipt of necessary regulatory approvals. Rule 5.1(e) of the Company's Constitution requires that Mr Brazil retire from office at the AGM. Being eligible, Mr Brazil offers himself for re-election as a director.

The 2008 AGM was the Company's first AGM since the Company's admission to the official list of the ASX on 3 December 2007. None of the Company's directors have been in office for three or more years and for three or more annual general meetings since last elected to office.

Pursuant to rule 5.1(g) of the Company's Constitution, the directors have agreed amongst themselves that Mr Christopher Corrigan, Mr Michael Johnston and Mr Richard Turner 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 Brazil, Mr Corrigan, Mr Johnston and Mr Turner is set out in the Company's 2009 Annual Report and is reproduced below:

Benjamin A Brazil BCom LLB, Independent, Non-Executive Director

Mr Brazil is an Executive Director of Macquarie Group Limited, within its Corporate Asset Finance Division. He originally commenced employment at Macquarie in 1994, and has operated across a range of geographies and business lines during the course of his career.

He holds a Bachelor of Commerce and a Bachelor of Laws from the University of Queensland.

Christopher D Corrigan, Independent, Non-Executive Director

Mr Corrigan was Managing Director of Patrick Corporation Limited, Australia's largest stevedore company with interests in rail transportation and aviation from March 1990 to May 2006. Prior to that, he had a career with Bankers Trust spanning 20 years, including periods as Managing Director of Bankers Trust in Australia and for the Asia-Pacific region.

Mr Corrigan sponsored the formation of a development capital business of \$220 million known as Jamison Equity Limited in 1990, which became a wholly owned subsidiary, in December 1996, of the then publicly listed company Patrick Corporation Limited.

Michael R Johnston BEc, CA, Non-independent, Non-Executive Director

Mr Johnston is the Finance Director of Consolidated Press Holdings Limited (CPH), having previously been an advisor to the CPH group for 17 years. As Finance Director, he oversees a large number of operational businesses within the CPH group and its controlled associates. Mr Johnston was also the Chief Financial Officer of Ellerston Capital (a subsidiary of CPH) until 30 June, 2008. He is alternate Director of Consolidated Media Holdings Limited.

Prior to his appointment with the CPH group, he was a senior partner in the Australian member firm of Ernst & Young.

Mr Johnston was also on the Board of Partners of Ernst & Young, Australia. Mr Johnston holds a Bachelor of Economics Degree from Sydney University and is an Associate of the Institute of Chartered Accountants in Australia.

Richard W Turner AM, BEc, FCA, Independent, Non-Executive Director

Before his retirement in 1994, Mr Turner had been the Chief Executive Officer of Ernst & Young, having had a successful 36 year career as an audit partner. Mr Turner is a Fellow of the Institute of Chartered Accountants in Australia. He is chairman of Lloyds International Pty Ltd. He was past President and Director of The Smith Family and past Chairman and a current Director of the Institute of Pain Management Research Institute Limited.

Mr Turner is also a Director of Crown Melbourne Limited and is Chairperson of the Company's Audit & Corporate Governance Committee.

Remuneration Report

The Directors' Report for the year ended 30 June 2009 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.

Relevant custodians may lodge their proxy forms online by visiting www.intermediaryonline.com.

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 AGM 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 1800 783 447 from within Australia or +613 9473 2555 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) on Monday 26 October 2009**. 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 Monday 26 October 2009**. 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 **7.00pm (Melbourne time) on Monday 26 October 2009**.

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

The Crown Entertainment Complex in 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 carparks, in various locations adjacent to lift lobbies.

Complimentary parking vouchers will be available for members **for the multi-level car park only**. Entrances to the multi-level car park are from Haig Street or Clark Street and from Kings Way, city bound. Members wishing to take advantage of the free parking offer must present their multi-level car park ticket and Shareholder Registration Card to the Cloak Room located near the River Room near the top of the escalators on Level 1 of Crown Towers. Members will be issued with a complimentary follow-on ticket to be inserted in the ticket machines at the multi-level car park exit.

By Tram

Tram numbers 55, 96, 109 and 112 run past the Crown Entertainment Complex.

By Taxi

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



The 2009 Crown Limited Annual Report

Members who completed an election form to receive the Company's Annual Report (including the 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 Annual Report (including the 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 Annual Report (including the Financial Report) are available from the Share Registry.