

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Crown Resorts Limited

ACN 126 709 953

1. Details of substantial holder (1)

Name Mr James Douglas Packer and each of the entities set out in Annexure A, each a substantial shareholder

ACN See Annexure A

There was a change in the interests of the substantial holder on 28/06/17
The previous notice was given to the company on 2/09/16
The previous notice was dated 2/09/16

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)
ORD	351,111,955	48.20%	342,527,795	49.72%

3. Changes in relevant interests

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

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Between 03/03/2017 and 21/04/2017	CPH Crown Holdings Pty Limited	Disposal of shares on market	Average \$11.61 per share	Ordinary 8,584,160	8,584,160
6/10/2016	Cairnton Holdings Pty Limited	Ceasing to hold a relevant interest in shares by virtue of the power to control disposal of shares in accordance with s608(1)	Not applicable	73,160	73,160
28/06/2017	CPH Crown Holdings Pty Limited	Increase in relevant interest due to buy-back of CWN shares on market (see Annexure C attached)	Not applicable	Not applicable	Not applicable

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 (8)	Class and number of securities	Person's votes
See Annexure B Attached					

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

6. Addresses

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

Name	Address
See Annexure A	The entities listed in Annexure A: c/- Level 39, 161 Castlereagh Street, Sydney NSW 2000

Signature

print name	CATHERINE DAVIES	capacity	COMPANY SECRETARY
sign here		date	30 June 2017

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 on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

This Annexure A of 5 pages referred to in Form 604 Notice of change of interest of substantial holder by Mr James Packer and each of the entities set out in this annexure.



Name: CATHERINE DAVIES
Capacity: COMPANY SECRETARY

Date: 30 June 2017

<u>PARTY/ENTITY NAME</u>	<u>AUSTRALIAN COMPANY NO.</u>
AIDEM HOLDINGS PTY LIMITED	161 624 399
ANCARAC INVESTMENTS BV	
ANCARAC PTY LTD	055 253 891
ANGEL WATERS PTY LTD	103 177 760
ARCTIC CAPITAL LTD	
ASPINALL HOLDINGS BV	
AUSTRALIAN FINANCIAL TIMES PTY LTD	003 993 682
AUSTRALIAN FLUORINE CHEMICALS PTY LTD	000 333 684
BAREAGE PTY LTD	060 526 865
BSI BLUE SKY INTERNATIONAL LTD. (BVI)	
BSI BLUE SKY INTERNATIONAL LTD. (MAURITIUS)	
BUTTERMILK PROPERTIES LLC	
CAIRNTON HOLDINGS BAHAMAS LIMITED	
CAIRNTON HOLDINGS LLC	
CAIRNTON HOLDINGS PTY LIMITED	008 394 134
CAIRNTON LIMITED	
CAIRNTON PTY LTD	001 735 075
CALATINE PTY LTD	056 229 675
CAPTWO PTY LTD	091 030 929
CASTHREE PTY LTD	084 494 619
CASTWO PTY LTD	084 494 520
CATONE PTY LTD	091 030 910
CAVALANE HOLDINGS PTY LTD	080 695 754
CBG HOLDING COMPANY PTY LIMITED	163 161 420
CHERMON PTY LTD	123 039 305
COMPRESS (HONG KONG) LIMITED	
COMPRESS (MALAYSIA) SDN. BHD.	
COMPRESS CAYMAN II, LDC	
COMPRESS CAYMAN III LDC	
COMPRESS CAYMAN, LDC	
COMPRESS CHRISTCHURCH PTY LTD	
COMPRESS CYPRUS LTD	
COMPRESS FINANCE BV	
COMPRESS HOLDINGS PTY LTD	088 047 974
COMPRESS INTERNATIONAL (NETHERLANDS ANTILLES) II NV	
COMPRESS INTERNATIONAL (NETHERLANDS ANTILLES) NV	
COMPRESS INTERNATIONAL FINANCE	
COMPRESS MAURITIUS LIMITED	
COMPRESS SECURITIES PTY LIMITED	160 602 853
CONSOLIDATED CUSTODIANS INTERNATIONAL LIMITED	
CONSOLIDATED CUSTODIANS PTY LTD	008 394 492
CONSOLIDATED GAMING PTY LTD	071 513 409
CONSOLIDATED PRESS (FINANCE) II PTY LTD	603 295 834
CONSOLIDATED PRESS (FINANCE) III PTY LTD	604 881 030

PARTY/ENTITY NAME	AUSTRALIAN COMPANY NO.
CONSOLIDATED PRESS (FINANCE) LLC	
CONSOLIDATED PRESS (FINANCE) PTY LTD	001 557 035
CONSOLIDATED PRESS ENTERTAINMENT PTY LTD	070 506 606
CONSOLIDATED PRESS FINANCIAL SERVICES PTY LTD	008 457 869
CONSOLIDATED PRESS HOLDINGS (NORTH AMERICA) LLC	
CONSOLIDATED PRESS HOLDINGS PTY LIMITED	008 394 509
CONSOLIDATED PRESS INTERNATIONAL HOLDINGS LIMITED	
CONSOLIDATED PRESS INTERNATIONAL LIMITED	
CONSOLIDATED PRESS INVESTMENTS PTY LTD	000 089 118
CONSOLIDATED PRESS PROPERTY PTY LTD	004 160 703
C.P. INTERNATIONAL INVESTMENTS LTD	
C.P. INTERNATIONAL MANAGEMENT SERVICES LTD	
C.P. INTERNATIONAL RESOURCES LTD	
C.P. INTERNATIONAL SECURITIES LTD	
C.P. STRATEGIC LTD	
CPH BARBUDA HOLDINGS LIMITED	
CPH CAPITAL PTY LTD	096 130 899
CPH CROWN HOLDINGS PTY LIMITED	603 296 804
CPH CROWN HOLDINGS II PTY LIMITED	608 867 036
CPH DIRECT INVESTMENTS PTY LTD	122 328 652
CPH GAMING I PTY LIMITED	603 295 674
CPH GAMING II PTY LIMITED	603 295 923
CPH GAMING III PTY LIMITED	603 296 162
CPH GAMING IVA PTY LIMITED	603 296 537
CPH GAMING IVB PTY LIMITED	603 296 546
CPH INVESTMENTS MANAGEMENT PTY LIMITED	092 008 172
CPH MANAGEMENT (2014) ISRAEL LTD	
CPH PGFG HOLDINGS PTY LIMITED	603 297 918
CPH PGFG I PTY LIMITED	603 297 132
CPH PRODUCTS PTY LIMITED	106 918 638
CPH PROPERTY PTY LIMITED	000 031 747
CPH S.ONE HOLDINGS PTY LIMITED	603 297 927
CPH S.ONE I PTY LIMITED	603 297 310
CPH SNOW INVESTMENTS PTY LIMITED	163 335 724
CPH WA INVESTMENT CO PTY LIMITED	129 011 534
CPH ZHAOPIN HOLDINGS PTY LIMITED	603 298 719
CPH ZHAOPIN I PTY LIMITED	603 298 344
CPH ZILLOW HOLDINGS PTY LIMITED	603 300 090
CPH ZILLOW I PTY LIMITED	603 299 074
CPIL (NO. 1) HOLDINGS PTY LTD	607 763 780
CPIL INVESTMENTS PTY LTD	607 762 952
CPIL TWO LIMITED	
DCE AMERICA INC.	
E.COM.COM LTD	
ELLERSTINA INVERSIONES (MALAYSIA) SDN BHD	
ELLERSTINA INVERSIONES SA	
ELLERSTON CAPITAL LTD	110 397 674
FAPOMO PTY LTD	003 191 768
FRENSEAL PTY LTD	080 508 747
HOLIWEST PTY LTD	082 627 898
HOYTS CINEMAS (SOUTH AMERICA) HOLDINGS LIMITED	
HOYTS CINEMAS AMERICA LIMITED	
HOYTS CINEMAS ARGENTINA LIMITED	

<u>PARTY/ENTITY NAME</u>	<u>AUSTRALIAN COMPANY NO.</u>
HOYTS CINEMAS CHILE LIMITED	
HOYTS CINEMAS OPERATIONS PTY LTD	006 530 347
HOYTS CINEMAS OVERSEAS HOLDINGS SDN BHD	
HOYTS CINEMAS POLSKA SP ZOO	
HOYTS EMERGING TERRITORIES LTD	
HOYTS OVERSEAS OPERATIONS SDN BHD	
HUSH HOLDINGS COMPANY INC	
HUSH HOLDING SUBSIDIARY INC	
HUSH HOLDINGS US INC	
HYDE PARK GARDENS (JERSEY) LIMITED	
JADEITE PHOENIX PTY LIMITED	164 098 113
JAMES DOUGLAS PACKER	
JASLIB PTY LTD	065 059 458
JASOPT INVESTMENTS BAHAMAS LTD	
JASOPT PTY LTD	065 064 164
LENVOKA PTY LIMITED	003 274 628
LUTRUST PTY LIMITED	088 937 428
MAGENTA INVESTMENTS LTD	
MANOC DEVELOPMENTS PTY LTD	137 556 524
MISTYTIME PTY LTD	065 215 885
MREDAUS4 HOLDINGS PTY. LIMITED	619 221 760
MREDAUS4 PTY. LIMITED	619 221 715
MURRAY LEISURE GROUP PTY LIMITED	000 090 273
MURRAY PUBLISHERS PTY LIMITED	000 067 998
NATARY PTY LTD	003 337 719
NAVISONE PTY LTD	113 657 766
NICARBY PTY LTD	086 715 362
NORTHKOM BAHAMAS LIMITED	
NORTHEAST CINEMAS (CONNECTICUT) L.L.C.	
NORTHEAST CINEMAS (MARYLAND) L.L.C.	
NORTHEAST CINEMAS, L.L.C.	
NORTHKOM I PTY LIMITED	604 022 899
NORTHKOM PTY LTD	082 885 961
NOVA ONE LTD.	
NOVA TWO LTD.	
OCCAM PARTNERS FUND LP	
PALIDYE BAHAMAS NO. 1 LIMITED	
PALIDYE BAHAMAS NO. 2 LIMITED	
PALIDYE PTY LIMITED	080 484 868
PALIDYE NO. 2 PTY LIMITED	143 607 292
PALIDYE NO. 3 PTY LIMITED	143 730 769
PARK STREET PARTNERS CAYMAN II LIMITED	
PARK STREET SPV 1 (CAYMAN) LIMITED	
PF HOLDINGS LIMITED	
RATPAC IMAX HOLDINGS LLC	
RAYSTONE PTY LIMITED	123 039 270
REVLAKE PTY LIMITED	051 765 818
RIDGEGATE PROPRIETARY LIMITED	058 139 923
ROSGROVE PTY LIMITED	051 649 560
ROYVIS PTY LTD	120 398 512
RPSCO PTY LTD	609 969 815
S.ONE HOLDING COMPANY PTY LIMITED	601 640 215
\$AMENIC PTY LIMITED	066 234 900

PARTY/ENTITY NAME	AUSTRALIAN COMPANY NO.
SANDPIPER BAHAMAS LIMITED	
SAVABOW PTY LTD	084 712 774
SBC BURLINGTON CORP	
SCRUMPAC PTY LIMITED	602 375 253
SILTHREE PTY LTD	084 494 575
SILTWO PTY LTD	084 494 495
SILVER CITY CINEMAS, LLC	
SILVER CITY HOLDINGS, LLC	
SNOWLOVE PTY LTD	061 232 728
SONOMACO PTY LIMITED	169 386 421
TARINGAH PTY LTD	105 268 862
TERALEAF PTY LTD	082 624 306
TORANAGA PTY LTD	056 229 728
TORAY PTY LTD	002 348 503
TREYSTA PTY LTD	078 467 080
VICTORIA FIELDS PTY LTD	103 015 550
VICTORIA KEY INVESTMENTS PTY LTD	123 099 696
VICTORIA KEYS INVESTMENTS (JERSEY) LTD	
VICTORIA KEYS PTY LTD	123 051 114
W. LANE PTY LTD	003 115 124
WAKEFIELD BAHAMAS LIMITED	
WEST BUTTERMILK HOLDINGS VIII LLC	
WESTERN EMPIRE PUBLICATIONS LIMITED	
WOOLTECH PTY LIMITED	010 717 441

Annexure B

This Annexure B of 1 page referred to in Form 504 Notice of change of interest of substantial holder by Mr James Packer and each of the entities set out in Annexure A.



Name: CATHERINE DAVIES
Capacity: COMPANY SECRETARY

Date: 30 June 2017

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
James Douglas Packer	Refer below	Not applicable	Controlling Interest	Ordinary 342,527,795	342,527,795
CPH Crown Holdings Pty Limited	CPH Crown Holdings Pty Limited	Not applicable	Legal and beneficial	Ordinary 333,907,106	333,907,106
CPH Crown Holdings Pty Limited	RPSCO Pty Ltd	Not applicable	Relevant interest in shares pursuant to a preemptive right under an agreement between CPH Crown Holdings Pty Limited and RPSCO Pty Ltd	Ordinary 8,620,689	8,620,689

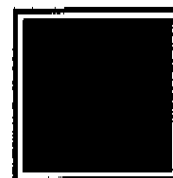
Annexure C

This Annexure C of 3 pages referred to in Form 604 Notice of change of interest of substantial holder by Mr James Packer and each of the entities set out in Annexure A.



Name: CATHERINE DAVIES
Capacity: COMPANY SECRETARY

Date: 30 June 2017



**ASX / MEDIA RELEASE
FOR IMMEDIATE RELEASE
30 June 2017**

COMPLETION OF BUY-BACK OF CROWN RESORTS ORDINARY SHARES

MELBOURNE: Crown Resorts Limited (ASX: CWN) ("Crown") refers to the on-market share buy-back of approximately \$500 million of its ordinary shares as announced to ASX by way of Appendix 3C on 6 March 2017.

Crown advises that the on-market buy-back has now completed.

An Appendix 3F, Final Share Buy-back Notice, is attached.

ENDS

COPIES OF RELEASES

Copies of previous media and ASX announcements issued by Crown are available at Crown's website at www.crownresorts.com.au

Vertical text on the left margin, possibly a stamp or reference code, including the letters 'CROWN' and 'RESORTS'.

Appendix 3F
Final share buy-back notice

Rule 3.8A

Appendix 3F

Final share buy-back notice (except minimum holding buy-back)

Introduced 1/9/99. Origin: Appendices 7D and 7E. Amended 30/9/2001, 11/01/10

Information and documents given to ASX become ASX's property and may be made public.

Name of entity	ABN/ARSN
Crown Resorts Limited (Crown)	39 125 709 953

We (the entity) give ASX the following information.

Description of buy-back

1 Type of buy-back	On-market
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Details of all shares/units bought back

2 Number of shares/units bought back	39,546,363 shares
3 Total consideration paid or payable for the shares/units	\$499,587,065.24
4 If buy-back is an on-market buy-back - highest and lowest price paid	<p>highest price: \$12.850 date: 11 May 2017</p> <p>lowest price: \$11.460 date: 20 March 2017</p>

+ See chapter 19 for defined terms.

**Appendix 3F
Final share buy-back notice**


Compliance statement

- 1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

- 1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
- 2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here:



 (Company secretary)

Date: 30 June 2017

Print name: Michael Neilson

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+ See chapter 19 for defined terms.