

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 Astral Ballroom, Convention Centre, Burswood Entertainment Complex, Great Eastern Hwy, Perth WA on Tuesday 30 November 2010 at 11:00am (Perth 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 2010.

2. Election of Directors

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

- (a) That Mr David Gyngell, who retires in accordance with clause 5.1(e) of the Company's Constitution and, being eligible, is elected as a director.
- (b) That Professor John Horvath, who retires in accordance with clause 5.1(e) of the Company's Constitution and, being eligible, is elected as a director.
- (c) That Mr James Packer, 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 Ms 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.
- (e) That Mr Ashok Jacob, 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 2010 be adopted.

The vote on this resolution is advisory only.

By order of the Board

A handwritten signature in black ink, appearing to read "M J Neilson".

Michael J Neilson,
Company Secretary
30 September 2010

Notes

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 10:00am (Perth time) 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 nor 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 a document appointing an attorney may direct the manner in which the proxy or attorney is to vote in respect of a particular resolution and, where the form or document so provides, the proxy or attorney is not entitled to vote on the proposed resolution except as directed in the form or document.
- 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 (Perth time) on Sunday 28 November 2010**. 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 (Perth time) on Sunday 28 November 2010**. 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 (Perth time) on Sunday 28 November 2010**.

The 2010 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 who 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.

How to Find the Burswood Entertainment Complex

You can use the map below to find the nearest transport routes to the location of the AGM – the Astral Ballroom, Convention Centre, Burswood Entertainment Complex, Great Eastern Hwy, Perth, Western Australia.

By Train

The Burswood train station is located approximately 70 metres from the east end of the Burswood Dome, and is situated on the Thornlie rail line.

A courtesy bus leaves from the station to the main Complex every 15 minutes and runs in both directions. The bus is not suitable for wheelchairs. For full rail services and timetables visit www.transperth.wa.gov.au or call the Transperth infoline on 13 62 13.

By Car

Plenty of undercover and monitored parking is available at the venue. Complimentary parking vouchers will be available for members. Members wishing to take advantage of the free parking offer must present their car park ticket and Shareholder Registration Card to the Convention Centre Information Desk on their way to the venue.

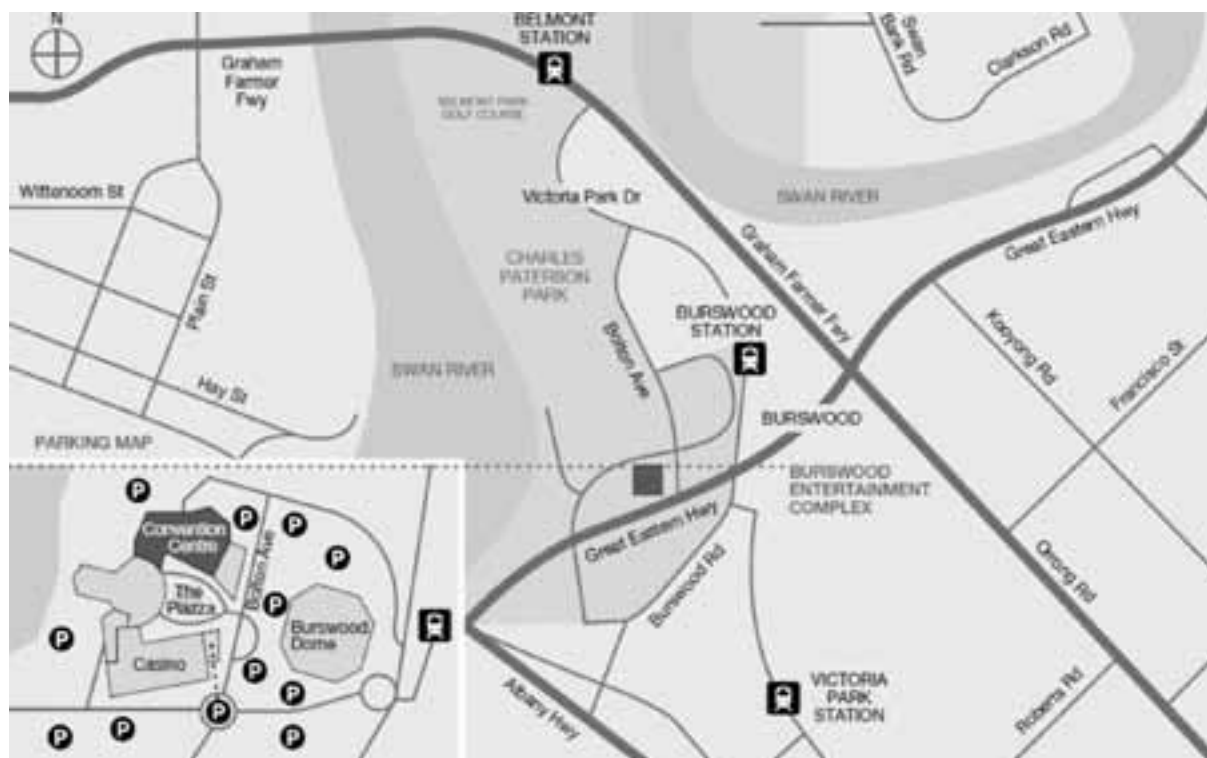
Parking for those with disabilities is provided in all parking areas.

By Bus

Burswood Entertainment Complex is located close to a crossroad that provides bus services from around the Metro area. For full bus services and timetables visit www.transperth.wa.gov.au or call the Transperth Infoline on 13 62 13.

By Taxi

The Burswood Entertainment Complex is highly frequented by taxi cabs and has a taxi rank at the entrance.



Explanatory Statement

Item 1: 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.

Item 2: 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 himself or herself for re-election.

Mr David Lowy resigned as director of the Company with effect from 22 June 2010. The Board resolved to fill the casual vacancy created by Mr Lowy's resignation by the appointment of Mr David Gyngell and Professor John Horvath as independent, non-executive directors. Mr Gyngell's appointment took effect from 13 September 2010 following the receipt of necessary regulatory approvals. Professor Horvath's appointment took effect from 9 September 2010 following the receipt of necessary regulatory approvals.

Rule 5.1(e) of the Company's Constitution requires that each of Mr Gyngell and Professor Horvath retire from office at the AGM. Being eligible, each of Mr Gyngell and Professor Horvath offers himself for 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 has 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 James Packer, Ms Rowena Danziger and Mr Ashok Jacob 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 Professor Horvath, Mr Packer, Mr Jacob and Ms Danziger is set out in the Company's 2010 Annual Report and is reproduced below:

David L B Gyngell, Independent, Non-Executive Director

David Gyngell is the Chief Executive Officer of the Nine Network Australia having been appointed in September 2007.

The appointment marked his return to the Nine Network from the United States, where he had been CEO of television production and distribution company Granada US.

Before moving to the US, he was Nine Network's CEO from May 2004 to May 2005 and prior to that was Nine's Deputy Chief Executive Officer – a role he held from August 2002.

He has also worked as Executive Director, Group Marketing and Communications for Publishing and Broadcasting Limited.

Before moving into television, Mr Gyngell was Director of Corporate Management at International Management Group and Transworld Media International.

Professor John S Horvath AO, MB, BS (Syd), FRACP, Independent, Non-Executive Director

Professor John Horvath was the Australian Government Chief Medical Officer from 2003-2009. He is currently continuing to advise the Department of Health & Ageing and the School of Medicine, University of Sydney, and holds the position of Honorary Professor of Medicine.

Professor Horvath is currently a member of Council of the NHMRC and Chairman of the Healthcare Committee. He is a Fellow of the Royal Australasian College of Physicians and is a distinguished practitioner, researcher and teacher. Professor Horvath sits on the Board of the Garvan Research Foundation, the Centenary Institute of Medical Research and is a member of the Advisory Board to the World Health Organisation Influenza Collaborating Centre.

Professor Horvath was previously Clinical Professor of Medicine at University of Sydney. He is also known as a leader in a range of medical training and workforce organisations. He is also a former President of the Australian Medical Council and the NSW Medical Board.

Professor Horvath is the Chair of the Crown Responsible Gaming Committee and a member of the Crown Occupational Health, Safety & Environment Committee.

James D Packer, Executive Chairman

Mr Packer is the Executive Chairman of Consolidated Press Holdings Limited, Deputy Chairman of Consolidated Media Holdings Limited, and is a director of various companies including Crown Melbourne Limited (appointed 22 July 1999), Burswood Limited (appointed 3 September 2004) and Melco Crown Entertainment Limited (appointed 8 March 2005).

Mr Packer is the Chair of the Company's Investment Committee and a member of the Nomination and Remuneration Committee.

Ms Rowena Danziger BA, TC, MACE, Independent, Non-Executive Director

Mrs Rowena Danziger is an independent, non-executive director of Crown Limited. Mrs Danziger's professional experience spans over 30 years in various Australian and American educational institutions. Mrs Danziger was the Headmistress at Ascham School in Sydney from 1973 to 2003. She is currently a board member of the Sydney Writers' Festival and Chairperson of The Foundation of the Art Gallery of NSW.

Mrs Danziger is also a Director of Consolidated Media Holdings Limited and Crown Melbourne Limited and is Chair of the Company's Occupational Health, Safety & Environment Committee and a member of the Audit & Corporate Governance and Risk Management Committees.

Mr Ashok P Jacob MBA, Non-Executive Director

Mr Jacob is Chief Executive Officer of Consolidated Press Holdings Limited (CPH). Prior to joining CPH in 1998, Mr Jacob was the Managing Director of the investment arm of the Pratt group of companies.

Mr Jacob is a Director of MRF Limited (appointed 26 October 1998) and a Director of Consolidated Media Holdings Limited (reappointed on 10 September 2009).

Mr Jacob holds a Master of Business Administration from the Wharton School, University of Pennsylvania and a Bachelor of Science from the University of Bangalore.

Mr Jacob is a member of the Company's Investment Committee.

Item 3: Remuneration Report

The Directors' Report for the year ended 30 June 2010 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.



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) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 659 795
(outside Australia) +61 3 9415 4000

Proxy Form - 2010 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 (Perth time) Sunday 28th November 2010

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

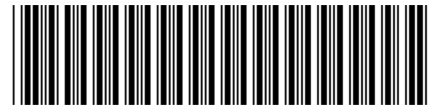
Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare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



I 9999999999

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 Astral Ballroom, Convention Centre, Burswood Entertainment Complex, Great Eastern Hwy, Perth WA on Tuesday, 30 November 2010 at 11.00am (Perth 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 elect Mr David Gyngell as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2b	To elect Professor John Horvath as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2c	To re-elect Mr James Packer as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2d	To re-elect Ms Rowena Danziger as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2e	To re-elect Mr Ashok Jacob 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 2010	<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 ____/____/____



ABN 39 125 709 953

All correspondence to:
Computershare Investor Services Pty Limited
GPO Box 2975 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 850 505
(outside Australia) 61 3 9415 4000
Facsimile 61 3 9473 2500
web.queries@computershare.com.au
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000001 000 CWN
MR SAM SAMPLE
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THE SAMPLE HILL
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REQUEST FOR UPDATE OF ADDRESS DETAILS

Dear Shareholder,

We have been trying to contact you recently in connection with your shareholding in Crown Limited (CWN).

Unfortunately, our correspondence has been returned to us marked "unknown at the current address". We have noted this against your shareholding, which means that you will not get future mailings from us other than notices of meetings.

To ensure we can keep you informed about your shareholding in CWN, please provide our Share Registry with your current mailing address using one of the three options outlined below.

- 1. ONLINE You can update your address details online at www.investorcentre.com
Simply log in and follow the prompts.
If you are unsure of your pin number, please contact your Share Registry on the number listed above.
2. BY FAX Simply complete your new address details with your Holder Identification Number (HIN) or Shareholder Reference Number (SRN) where marked below and fax this letter to our Share Registry on 61 3 9415 2500.
3. BY MAIL Simply complete your address details where marked, with your HIN or SRN and return this letter to our Share Registry at:

Computershare Investor Services Pty Limited
GPO BOX 2975
Melbourne Victoria 3001
Australia

If you are a shareholder sponsored by a broker (your shareholder reference number or SRN will commence with an X), you should also send a copy of this letter with your new address details to your broker.

Please note that the dispatch of our Annual Report (including the financial report, directors' report and auditor's report) to you each year has been suspended but will be resumed forthwith on receipt of instructions from you to do so.

Yours sincerely

Michael J Neilson
Company Secretary

HIN OR SRN:

New Address:

State: Postcode:

Signature: Name of Shareholder: