



Compass Hotel Group Limited

ACN 127 909 835

Compass Hotel Group Trust

ARSN 128 197 197

Responsible entity and Issuer of units

Primary Compass Limited

ABN 98 129 159 182

AFSL No. 323380

Lodge your vote:



By Mail:

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

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For all enquiries call:

(within Australia) 1300 855 080
(outside Australia) +61 3 9415 4000

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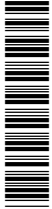
CXH

ABSOLUTE INVESTMENTS AUSTRALIA

PTY LTD

16 HILL STREET

TOORAK VIC 3142



Proxy Form

For your vote to be effective it must be received by 11.00am Monday 27 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 each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder.

Signing Instructions

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.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

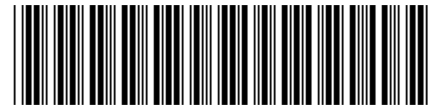
Your secure access information is:

SRN/HIN: X0048724256



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

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.



X 0048724256

COY

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of **Compass Hotel Group Limited and Compass Hotel Group Trust** 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 Combined General Meeting of Compass Hotel Group Limited and Compass Hotel Group Trust to be held at Albion Hotel, 535 Stirling Highway, Cottesloe, Western Australia 6011 on Wednesday, 29 October 2008 at 11.00am and at any adjournment of that meeting.

Important for Items 3, 4 and 5: If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Items 3, 4 and 5 below, please mark the box in this section. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 3, 4 and 5 and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

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
3	To adopt the Remuneration Report for the year ended 30 June 2008	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	To re-elect Mr Peter Kadar	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	To appoint Price Waterhouse Coopers as auditor of the Group	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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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Primary Compass Limited

ABN 98 129 159 182

AFSL No. 323380

Notice of Combined General Meeting

Notice is hereby given that the first Annual General Meeting of Compass Hotel Group Limited (the Company) will be held in conjunction with a meeting of members of the Compass Hotel Group Trust (the Trust) (collectively, together with all controlled entities, referred to as "the Group") at the Albion Hotel, 535 Stirling Highway, Cottesloe, Western Australia 6011 on Wednesday 29 October 2008 commencing at 11:00am.

Agenda

Ordinary Business:

1. Presentation

To receive a presentation on the Group for the financial year ended 30 June 2008 and an update on recent activities.

2. Financial Reports

To receive and consider the Annual Report of the Group comprising:

- (a) the consolidated Financial Report;
- (b) the Directors' Report; and
- (c) the Independent Auditor's Report;

for the financial year ending 30 June 2008.

3. Remuneration Report

To receive and adopt the Remuneration Report for the Company and its controlled entities, excluding the Trust.

Adoption of the Remuneration Report will be proposed as a non-binding ordinary resolution as follows:

That the Remuneration Report for the financial year ended 30 June 2008 be received, considered and adopted.

4. Directors

To re-elect a director of the Company - Mr Peter Kadar retires by rotation in accordance with the constitution of the Company and, being eligible, offers himself for re-election.

Re-election of Mr Peter Kadar as a director will be proposed as an ordinary resolution as follows:

That, Mr Peter Kadar who retires by rotation and being eligible for re-election in accordance with the Constitution of the Company, be re-elected as a director.

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by:

- Peter Kadar; and
- Any associate of Peter Kadar.

However, the Company need not disregard a vote if:

- It is cast by Peter Kadar or any associate of Peter Kadar as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

5. Auditor

To appoint auditor - In accordance with section 327B(1)(a) of the *Corporations Act 2001* the appointment of Price Waterhouse Coopers as auditor will be proposed as an ordinary resolution as follows:

That Price Waterhouse Coopers be appointed as auditor of the Group.

6. Questions and Comments by Holders of Stapled Securities at the Meeting

In accordance with the *Corporations Act 2001* a reasonable opportunity will be given to the holders of stapled securities to ask questions about or make comments on the management of the Company or the Remuneration Report at the meeting and also to ask questions of the auditor relevant to:

- a. the conduct of the audit; and
- b. the preparation and content of the auditor's report; and
- c. the accounting policies adopted by the Group in relation to the preparation of the financial statements; and
- d. the independence of the auditor in relation to the conduct of the audit.

By Order of the Boards



Rhonda King

Joint Company Secretary of the Company



Barbara Boyd

Company Secretary of Primary Compass Ltd

26 September 2008

Chairman

The Company and the Responsible Entity have appointed Mr Rick Jones to be Chairman of the Combined General Meeting.

Eligibility to Vote

Regulation 7.11.37 of the Corporations Regulations 2001 permits the Company to specify a time, not more than 48 hours before the meeting, at which a "snapshot" of security holders will be taken for the purposes of determining security holder entitlements to vote at the meeting.

The Directors of the Company have determined that all stapled securities of the Group that are quoted on the ASX at 7:00pm on Sunday 26 October 2008 shall, for the purposes of determining voting entitlements at the Combined General Meeting, be taken to be held by the persons registered as holding the stapled securities at that time.

This means that any person registered as the holder of a stapled security of the Group at 7:00pm on Sunday 26th October 2008, is entitled to attend and vote at the Combined General Meeting in respect of that stapled security.

Proxies

If you wish to appoint a proxy, you can use the Proxy Form accompanying this Notice.

A security holder entitled to attend and vote is entitled to appoint not more than 2 proxies.

A proxy need not be a security holder of the Group. A security holder who is entitled to cast 2 or more votes may appoint 2 persons and may specify the proportion or number of votes which each proxy is appointed to exercise.

To be valid, signed proxies must be received at:

- The Share Registry of the Group, Computershare Investor Services Pty Limited,
GPO Box 242, Melbourne, Victoria 3001;
- The registered office of the Company at Level 8, 275 Alfred Street, North Sydney NSW 2060;
not less than 48 hours before the commencement of the Combined General Meeting.

You may also send your signed proxy form by facsimile to the Company on fax no. (02) 8920 0788 or Computershare on fax no. (within Australia) 1800 783 447 and (outside Australia) +61 3 9473 2555.

Explanatory Memorandum

Financial Statements and Reports

As required by section 317 of the Corporations Act 2001(Cth), the Financial Report, Directors' Report and Independent Auditor's Report of the Group for the most recent financial year will be laid before the Combined General Meeting. Security holders will be provided with the opportunity to ask questions about the reports.

There is no requirement for a formal resolution on this item. Accordingly, there will be no formal resolution put to the meeting.

Remuneration Report

The Company's Remuneration report for the period ended 30 June 2008 is set out in the Directors' Report contained in the 2008 Annual Report. The Remuneration Report includes an explanation of the Company's Remuneration Policy and the remuneration arrangements in place for Directors and certain senior executives whose remuneration arrangements are required by law to be disclosed.

The Company's Remuneration Policy is aligned with both the financial and strategic business objectives of the Company and recognises that people are a major contributor to sustained improvements in performance.

As required by the Corporations Act 2001 (Cth), a non-binding resolution to adopt the Remuneration Report is to be put to security holders at the Combined General Meeting. The vote on this resolution is advisory only and does not bind the Directors or the Company.

Recommendation:

The Directors recommend that security holders vote in favour of the resolution to adopt the Remuneration Report.

Election of Director

In accordance with Article 6.1(f) of the Company's Constitution, requiring retirement of Directors by rotation, Mr Peter Kadar is to retire at the Combined General Meeting. Mr Peter Kadar is eligible for re-election and has submitted himself for re-election at the Combined General Meeting.

Peter Kadar (Independent Director)

Chairman of the Audit & Risk Management Committee

Member of the Remuneration Committee

Member of the Nominations Committee

Mr Kadar currently runs his own consultancy business with major listed companies as clients and has extensive experience at senior executive level with both public and private companies.

Mr Kadar was Chief Executive of the wagering division at Tab Limited where he restructured Tab's wagering business resulting in turnovers increasing by \$1billion to \$5billion per annum and profits increasing by 130%, over 4 years. Mr Kadar also has extensive experience in the field of media and entertainment provided via retail and electronic channels having held the position of business development manager for Publishing & Broadcasting Limited where he was responsible for sourcing and assessing business opportunities both domestically and internationally.

Recommendation:

The Directors believe it is in the best interests of the security holders that Mr Peter Kadar be re-elected as a member of the Board of the Company and recommend (with Mr Peter Kadar abstaining from voting in respect of his own appointment) that you vote in favour of that resolution.

Appointment of Auditor

In accordance with Section 327A of the *Corporations Act 2001* the Group is required to appoint an auditor within one month of registration and that auditor holds office until the first Annual General Meeting. In accordance with this provision, Price Waterhouse Coopers was appointed as the auditor of the Group until the first Annual General Meeting. Under Section 327B of the *Corporations Act 2001* the Group must then appoint an auditor at its first Annual General Meeting.

Recommendation:

The Directors believe it is in the best interests of the security holders that Price Waterhouse Coopers be re-appointed as auditor of the Group.