



NOTICE OF ANNUAL GENERAL MEETING and EXPLANATORY STATEMENT

TO SHAREHOLDERS

Date and Time of Meeting: 3:30 pm (Perth time)
on Thursday, 27 November 2014

Place of Meeting: Orion Equities Limited
Level 2
23 Ventnor Avenue
West Perth, Western Australia

IMPORTANT NOTICE

This document is important and requires your immediate attention. If you are unsure what to do or have any questions in relation to the Annual General Meeting you should contact your legal, financial or other professional adviser as soon as possible. If you have already sold all of your Orion Equities Limited shares, please ignore this document.

This Notice of Annual General Meeting and Explanatory Statement is dated 20 October 2014



ASX Code: OEQ

Orion Equities Limited
A.B.N. 77 000 742 843

PRINCIPAL & REGISTERED OFFICE:

Level 2
23 Ventnor Avenue
West Perth, Western Australia 6005

T | (08) 9214 9797
F | (08) 9214 9701
E | info@orionequities.com.au
W | www.orionequities.com.au

SHARE REGISTRY:

Advanced Share Registry Services
110 Stirling Highway
Nedlands, Western Australia 6009
PO Box 1156, Nedlands
Western Australia 6909

T | (08) 9389 8033
F | (08) 9262 3723
E | admin@advancedshare.com.au
W | www.advancedshare.com.au

Level 6, 225 Clarence Street
Sydney, New South Wales 2000
PO Box Q1736, Queen Victoria Building, New South Wales 1230

T | (02) 8096 3502

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM**) of shareholders of Orion Equities Limited A.B.N. 77 000 742 843 (**Orion** or **OEQ** or **Company**) will be held at Orion Equities Limited, Level 2, 23 Ventnor Avenue, West Perth, Western Australia, at 3:30 pm (Perth time) on Thursday, 27 November 2014.

AGENDA

ORDINARY BUSINESS

1. 2014 Annual Report

To consider and receive the Directors' Report, Financial Report and Audit Report of the Company for the financial year ended 30 June 2014.

The 2014 Annual Report will be sent to those shareholders who have elected to receive a printed version. Otherwise, an electronic version of the 2014 Annual Report may be viewed and downloaded from the Company's website: www.orionequities.com.au or emailed to shareholders upon request to info@orionequities.com.au, when available.

2. Resolution 1 - Re-Election of Yaqoob Khan as Director

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

"That Mr Yaqoob Khan who retires (by rotation pursuant to the Company's Constitution) at this Annual General Meeting, being eligible, be re-elected as a Director of the Company."

3. Resolution 2 - Adoption of 2014 Remuneration Report

To consider, and if thought fit, to pass the following resolution as an advisory non-binding resolution:

"That the Remuneration Report as detailed in the Directors' Report for the financial year ended 30 June 2014 be adopted."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Statement for further details on the consequences of voting on this resolution.

Voting Exclusion: The Company will disregard any votes cast on this resolution (in any capacity, except as specified below) by or on behalf of a member of "[Key Management Personnel](#)" (as defined in the Accounting Standards) and their "[Closely Related Parties](#)" (as defined in the Corporations Act 2001 (Cth)) (together, the **Restricted Voters**).

Key Management Personnel (**KMP**) are the Company's Directors and Executives identified in the Company's Remuneration Report (which is included in the 2014 Annual Report).

A Closely Related Party of a KMP means a spouse or child of the KMP, a child of the KMP's spouse, a dependant of the KMP or the KMP's spouse, anyone else who is one of the KMP's family and may be expected to influence the KMP, or be influenced by the KMP, in the KMP's dealings with the Company or a company the KMP controls.

However, a Restricted Voter may cast a vote on this resolution as a proxy, for a person other than a Restricted Voter, and either:

- (a) the Proxy Form specifies the way the proxy is to vote on the resolution; or
- (b) the proxy is the Chair of the meeting and the Proxy Form expressly authorises the Chair of the meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company.

Shareholders should note that if a shareholder appoints the Chair as a proxy, or the Chair is appointed by default under the Proxy Form, and the Chair is not directed as to how to vote on Resolution 2 then, on the poll for that item, the Chair intends to vote any undirected proxies in favour of Resolution 2.

Shareholders may also choose to direct the Chair to vote against the resolution or to abstain from voting on the resolution.

4. **Resolution 3 - Approval of Voluntary Winding Up**

To consider, and if thought fit, to pass the following resolution as a **special resolution**:

"That, pursuant to a trigger of the voluntary winding mechanism under clause 164A of the Company's Constitution, shareholders approve that the Company be wound up voluntarily, for the purposes of section 491 of the Corporations Act 2001."

DATED THIS 20th DAY OF OCTOBER 2014

BY ORDER OF THE BOARD



**VICTOR HO
COMPANY SECRETARY**

EXPLANATORY STATEMENT

- This Explanatory Statement is provided to Orion shareholders pursuant to and in satisfaction of the Corporations Act and the ASX Listing Rules.
- This Explanatory Statement is intended to be read in conjunction with the Notice of AGM (**Meeting Document**).
- Shareholders should read this Meeting Document in full to make an informed decision regarding the resolutions considered at this AGM.

1. 2014 ANNUAL REPORT

[Section 317](#) of the Corporations Act requires the Directors of the Company to lay before the AGM the Directors' Report, Financial Report and the Auditor's Report for the last financial year that ended before the AGM. These reports are contained within the Company's 2014 Annual Report.

A copy of the 2014 Annual Report will be sent to those shareholders who have elected to receive a printed version. Otherwise, an electronic version of the 2014 Annual Report may be viewed and downloaded from the Company's website: www.orionequities.com.au or the ASX website (www.asx.com.au) under ASX Code: OEQ or emailed to shareholders upon request to info@orionequities.com.au, when available.

Shareholders as a whole will be provided with a reasonable opportunity to ask questions or make statements in relation to these reports and on the business and operations of the Company but no resolution to adopt the reports will be put to shareholders at the AGM.

Shareholders will also be given a reasonable opportunity to ask the Auditor questions about the Auditor's Report and the conduct of the audit of the Financial Report.

2. ORDINARY RESOLUTION 1 – RE-ELECTION OF YAQOOB KHAN AS DIRECTOR

[Resolution 1](#) seeks shareholder approval for the re-election of Mr Yaqoob Khan as a Director of the Company.

The Company's [Constitution](#) requires one third of the Directors (or if that is not a whole number, the whole number nearest to one third) to retire at each AGM. The Director(s) who retire under this rule are those who have held office the longest since last being elected or appointed. If two or more Directors have been in office for the same period, those Directors may agree which of them will retire. This rule does not apply to the Managing Director.

Mr Yaqoob Khan retires at the AGM under this rule. However, being eligible, he has offered himself for re-election as a Director of the Company.

Mr Yaqoob Khan has been a Director of the Company since November 1999 and was most recently re-elected a Director at the [2011 AGM](#). Mr Yaqoob Khan's qualifications and experience are detailed in the Directors' Report in the Company's 2014 Annual Report.

3. ADVISORY NON-BINDING RESOLUTION 2 – ADOPTION OF 2014 REMUNERATION REPORT

Resolution 2 seeks shareholder approval to adopt the 30 June 2014 Remuneration Report as disclosed in the Company's 2014 Annual Report (refer above for information on accessing the report).

Section 250R(2) of the Corporations Act requires the Company to present to its shareholders for adoption the Remuneration Report.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to “Key Management Personnel” (being the Company's Directors and Executives identified in the Remuneration Report) (**KMP**), sets out remuneration details for each KMP and any service agreements and sets out the details of any performance based and equity based benefits provided to KMP (where applicable).

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

The vote on Resolution 2 is advisory only and does not bind the Directors or the Company.

Voting Exclusion

A voting exclusion applies to Resolution 2 in the terms set out in the Notice of AGM. In particular, the Restricted Voters may not vote on this resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP. The Chair will use any undirected/open proxies to vote in favour of Resolution 2.

The Company encourages shareholders to indicate their voting direction FOR or AGAINST, or to ABSTAIN, against each resolution, including Resolution 2.

If shareholders have appointed the Chair of the Meeting as their proxy (or the Chair of the Meeting becomes their proxy by default) under the Proxy Form, shareholders can direct the Chair of the Meeting to vote FOR or AGAINST, or to ABSTAIN from voting on Resolution 2 by marking the appropriate Voting Direction box opposite that resolution.

However, if the Chair of the Meeting is proxy under the Proxy Form and Shareholders do not mark any of the Voting Direction boxes opposite Resolution 2, shareholders are, in effect, directing the Chair to vote “FOR” the resolution as the Chair of the Meeting intends to vote undirected proxies in favour of Resolution 2.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this resolution.

4. SPECIAL RESOLUTION 3 – APPROVAL OF VOLUNTARY WINDING UP

Special Resolution 3 seeks the voluntarily winding up of the Company as a consequence of a “triggering” of the Company’s voluntarily winding up mechanism under Clause 164A of the Company’s Constitution.

By way of background:

- At the Company’s 2013 AGM on 28 November 2013, shareholders approved a modification to the Company’s Constitution to introduce a new “performance-based wind-up vote trigger” clause. The new Clause 164A provides a mechanism to give shareholders the opportunity to realise the value in the Company in the event that performance is more than 15% below a benchmark index for two consecutive financial years.
- In summary if, in each of two consecutive financial years, the percentage change in the Orion consolidated group’s ‘Adjusted Net Assets’ for a financial year is more than 15% lower (in absolute terms) than the percentage change in the ASX All Ordinaries Accumulation Index (**Index**) over that financial year, the Directors would be required to put a special resolution to the next AGM for shareholders to vote on whether the Company should be wound up.
- That is, if the Orion group’s performance is more than 15% below the performance of the Index for two consecutive financial years, shareholders will be able to vote on whether to wind up the Company.
- In summary, “Adjusted Net Assets” means the Orion consolidated group’s assets net of liabilities (reflecting the parent entity interest excluding minority or non-controlling interests), adjusted by adding back any dividends or capital paid, returned or distributed to shareholders during the financial year (including the cost of share buy-backs, whether on-market or off-market) and deducting the proceeds of any capital raisings from share issues (where applicable).
- The Company also refers to the [Notice of 2013 AGM and Explanatory Statement dated 23 October 2013](#) for further details in relation to this ‘Voluntary Winding Up Trigger’.

The percentage change in the Orion group’s Adjusted Net Assets during each of 2012/2013 and 2013/14 were more than 15% below (in absolute terms) the percentage change in the performance of the Index over the same periods.

Therefore, the Directors have proposed a voluntary winding up at the 2014 AGM by this Special Resolution 3.

The members of a solvent company may resolve, by special resolution, to wind-up the company under [section 491](#) of the Corporations Act 2001.

A special resolution must be passed by at least 75% of the votes cast by shareholders entitled to vote on the resolution and present in person, by proxy, by attorney or by authorised representatives at the general meeting.

Under the Constitution, if the Company were wound up its assets would be sold and its liabilities discharged, with surplus funds (after accounting for the costs of the liquidation) being distributed to shareholders in proportion to their holdings.

In this regard, the Directors note that the 30 September 2014 net tangible asset (**NTA**) backing of Orion was approximately [49.6 cents](#) per share (after tax).

If Special Resolution 3 is approved by shareholders, the Company will seek shareholder approval at a subsequent general meeting for the appointment of a liquidator and ancillary matters.

TIME AND PLACE OF AGM AND HOW TO VOTE

Venue

The Annual General Meeting of the Shareholders of Orion Equities Limited will be held in:

Orion Equities Limited
Level 2, 23 Ventnor Avenue,
West Perth, Western Australia

Commencing

3:30 pm (Perth time)
Thursday, 27 November 2014

Voting Rights (subject to the voting exclusion noted in the Notice of AGM)

- At any meeting of the shareholders, each shareholder entitled to vote may vote in person or by proxy or by power of attorney or, in the case of a shareholder which is a corporation, by representative.
- Every person who is present in the capacity of shareholder or the representative of a corporate Shareholder shall, on a show of hands, have one vote.
- Every shareholder who is present in person, by proxy, by power of attorney or by corporate representative shall, on a poll, have one vote in respect of every fully paid Share held by the shareholder.

Voting in Person

To vote in person, attend the meeting on the date and at the place set out above.

Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of AGM as soon as possible and return it to the Company either:

- By Facsimile to (08) 9214 9701; or
- By Mail to Orion Equities Limited, Level 2, 23 Ventnor Avenue, West Perth WA 6005, or
- By Hand Delivery to Orion Equities Limited at Level 2, 23 Ventnor Avenue, West Perth, Western Australia,

so that it is received not later than 3:30 pm (Perth time) on Tuesday, 25 November 2014.

Proxies received after that time will not be effective.

Bodies Corporate

A body corporate may appoint an individual as its authorised corporate representative to exercise any of the powers the body may exercise at meetings of a company's shareholders. A properly executed original (or certified copy) of an appropriate "Appointment of Corporate Representative" should be produced for admission to the meeting. Previously lodged Appointments of Corporate Representative will be disregarded by the Company.

Voting by Attorney

A shareholder may appoint an attorney to vote on his or her behalf. For an appointment to be effective for the Annual General Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at its registered office or one of the addresses listed above for the receipt of proxy appointments at least 48 hours before the Annual General Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

Voting Entitlement

In accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the Annual General Meeting all shares in the Company will be taken to be held by the persons who held them as registered shareholders at 5:00 pm (Perth time) on Tuesday, 25 November 2014 (**Voting Entitlement Time**). Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

PROXY FORM

Annual General Meeting

Orion Equities Limited
A.B.N. 77 000 742 843
www.orionequities.com.au

LODGE YOUR VOTE – PLEASE RETURN FORM

By Mail: Orion Equities Limited
Level 2, 23 Ventnor Avenue
West Perth WA 6005

By Facsimile: (08) 9214 9701

ENQUIRIES: (08) 9214 9797 or cosec@orionequities.com.au

{Na1}
{Na2}
{Na3}
{Na4}
{Na5}
{Na6} {PostCode}

Our Reference: OEQ /
Shareholding as at [] October 2014:
Current Election to Receive Hard Copy Annual Report:

A. Appointment of Proxy

I/We being a shareholder/s of Orion Equities Limited and entitled to attend and vote hereby appoint

The Chair of the Meeting OR

Write here the name of the person you are appointing if this person is someone other than the Chair of the Meeting.

or failing the person named, or if no person is named, the Chair of the Meeting (by default), 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 Orion Equities Limited to be held at **3:30 pm (Perth time) on Thursday, 27 November 2014** at **Orion Equities Limited, Level 2, 23 Ventnor Avenue, West Perth, Western Australia**, and at any adjournment of such Annual General Meeting.

IMPORTANT:

The Company encourages shareholders to indicate their voting direction FOR or AGAINST, or to ABSTAIN, against each resolution in Section B. If you leave Section A blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy by default.

If the Chair of the Meeting becomes your proxy (by specific appointment or by default), you can direct the Chair of the Meeting to vote FOR or AGAINST, or to ABSTAIN from voting on the Resolutions by marking the appropriate Voting Direction boxes in Section B below. However, note that under Section A, if the Chair of the Meeting is your proxy and you do not mark any of the Voting Direction boxes in Section B below, you are, in effect, directing the Chair to vote "For" Resolutions 1 to 2 and "Against" Resolution 3 as the Chair of the Meeting intends to vote undirected proxies in favour of Resolutions 1 and 2 and against Resolution 3.

If you mark the ABSTAIN box for a particular resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll on that resolution.

YOUR ACKNOWLEDGEMENTS ON REMUNERATION RELATED RESOLUTIONS

Chair to vote undirected proxies in favour of Resolution 2: I/We acknowledge that the Chair of the Meeting intends to vote undirected proxies in favour of Resolution 2.

Direction to Chair for voting on Resolution 2: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair of the Meeting becomes my/our proxy by default), but I/we have not marked any of the boxes opposite that resolution in Section B below, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of Resolution 2 even though the Chair is, and those items are connected directly or indirectly with the remuneration of, a member of key management personnel for the Company.

B. Voting directions to your proxy – please mark to indicate your directions

RESOLUTIONS	FOR	AGAINST	ABSTAIN*
1. Re-Election of Yaqoob Khan as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of Voluntary Winding Up	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____%

* If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

C. Change of Address and Annual Report Elections

- mark if you want to make any changes to your address details (see Note 1 overleaf)
- mark if you wish to receive a printed Annual Report by post (see Note 2 overleaf)
- mark if you wish to receive an electronic Annual Report by email and specify your email address below

D. Please Sign Here

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented

Individual or Shareholder 1	Joint Shareholder 2	Joint Shareholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name

Contact Daytime Telephone

Date

Email Address

NOTES AND INSTRUCTIONS FOR COMPLETING PROXY FORM

- Change of Address:** Your pre-printed name and address is as it appears on the Share register of the Company. If this information is incorrect, please mark the box at **Section C** of the proxy form and make the correction at the top of the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.
- Annual Report Elections:** Companies are no longer required to mail out printed annual reports to shareholders. Instead, shareholders can now make an election as follows:
 - make a written request for a hard copy annual report to be mailed to you; or
 - make a written request for an electronic copy of the annual report to be emailed to you.

If you wish to update your annual report elections, please complete **Section C** of the Proxy Form.

- Voting on Remuneration Matters:** The Company will disregard any votes cast on Resolution 2 (Adoption of Remuneration Report) by or on behalf of a "Key Management Personnel" (as defined in the Accounting Standards) and their "Closely Related Parties" (as defined in the *Corporations Act 2001*) (**Restricted Voter**). Key Management Personnel (**KMP**) are the Company's Directors and Executives identified in the Company's Remuneration Report. A Closely Related Party of a KMP means a spouse or child of the KMP, a child of the KMP's spouse, a dependant of the KMP or the KMP's spouse, anyone else who is one of the KMP's family and may be expected to influence the KMP, or be influenced by the KMP, in the KMP's dealings with the Company or a company the KMP controls. The Company need not disregard a vote if a vote is cast by a KMP on Resolution 2 as a proxy, for a person other than a Restricted Voter, and either:
 - you directed the KMP the way they are to vote on Resolution 2; or
 - if the Chair is your proxy, you expressly authorise him to vote as he sees fit on Resolution 2 under the Proxy Form even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Shareholders may also choose to direct the Chair to vote against this resolution or to abstain from voting.

- You may direct your proxy how to vote by marking one of the voting direction boxes opposite each resolution. If you do not mark a voting direction box your proxy may, to the extent permitted by law, vote as they choose. If you mark more than one voting direction box on a resolution your vote will be invalid on that resolution.
- Completion of a proxy form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
- A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes.
- A proxy need not be a shareholder of the Company.
- If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.
- If a representative of a company shareholder is to attend the meeting, a properly executed original (or certified copy) of the appropriate 'Appointment of Corporate Representative' should be produced for admission to the meeting. Previously lodged Appointments of Corporate Representative will be disregarded by the Company.
- Signing Instructions:** You must sign this form as follows in the spaces provided at **Section D**:

Individual:	Where the holding is in one name, the holder must sign.
Joint Holding:	Where the holding is in more than one name, all of the shareholders should sign.
Power of Attorney:	If you are signing under a Power of Attorney, you must lodge an original or certified copy of the appropriate Power of Attorney with your completed Proxy Form and produce a properly executed original (or certified copy) of that Power of Attorney at the Annual General Meeting.
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 <i>Corporations Act 2001</i>) 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 indicate the office held by signing in the appropriate place.

- Lodgement of a Proxy:**

This Proxy Form (and the original or certified copy of any Power of Attorney under which it is signed) must be received at the address below not later than **3:30 pm (Perth time) on Tuesday, 25 November 2014** (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the meeting. **Proxy Forms may be lodged** by posting, delivery or facsimile to the address below:

BY POST

Orion Equities Limited
Level 2
23 Ventnor Avenue
West Perth WA 6005

BY DELIVERY

Orion Equities Limited
Level 2
23 Ventnor Avenue
West Perth, Western Australia

BY FACSIMILE:

(08) 9214 9701