



NOTICE OF GENERAL MEETING & EXPLANATORY STATEMENT

Date and Time of Meeting: 11:00 am (Perth time)
on Wednesday, 28 August 2019

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

IMPORTANT NOTICE

It is recommended that shareholders read this Notice of General Meeting and Explanatory Statement in full and if there is any matter that you do not understand, you should contact your financial adviser, stockbroker or solicitor for advice.

The Chairman of the General Meeting will vote open proxies received against Resolutions 1 and 2 considered at the General Meeting.

This Notice of General Meeting and Explanatory Statement is dated 26 July 2019.



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 Limited
Western Australia – Main Office
110 Stirling Highway
Nedlands, Western Australia 6009
PO Box 1156, Nedlands
Western Australia 6909
Local T | 1300 113 258
T | (08) 9389 8033
F | (08) 9262 3723
E | admin@advancedshare.com.au

New South Wales – Branch Office

Suite 8H, 325 Pitt Street
Sydney, New South Wales 2000
PO Box Q1736, Queen Victoria Building
New South Wales 1230

T | (02) 8096 3502

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NOTICE OF GENERAL MEETING

Notice is given that a General Meeting (**General Meeting**) 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 11:00 am (Perth time) on Wednesday, 28 August 2019.

AGENDA

BUSINESS

1. Resolution 1 – Removal of Farooq Khan as a Director

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

“Removal of Farooq Khan as a Director.”

2. Resolution 2 – Removal of Victor Ho as a Director

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

“Removal of Victor Ho as a Director.”

DATED THIS 26th DAY OF JULY 2019

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 General Meeting (**Meeting Document**).
- Shareholders should read this Meeting Document in full to make an informed decision regarding the resolutions considered at this General Meeting.

1. BACKGROUND TO GENERAL MEETING AND RESOLUTIONS

On 3 July 2019, Orion shareholders, Thunderdome Pty Ltd and JIT Investments Pty Ltd, requested the Company call and convene a general meeting (pursuant to section 249D of the Corporations Act 2001 (Cth)) to consider Resolutions 1 and 2.

2. ORDINARY RESOLUTION 1 – REMOVAL OF FAROOQ KHAN AS DIRECTOR

Resolution 1 seeks shareholder approval for the removal of Farooq Khan as a Director of the Company.

Mr Khan has been a Director of the Company since 23 October 2003 and was most recently re-elected a Director at the Company's 2016 Annual General Meeting (**AGM**) held on 24 November 2016.

Mr Khan's qualifications and experience are detailed in the Directors' Report in the Company's most recent December 2018 Half Year Report.

Directors' Recommendation

The Board (other than Farooq Khan, who makes no recommendation in respect of his own removal as a Director) does not support the removal of Farooq Khan from the Board and recommends that shareholders vote against Resolution 1.

3. ORDINARY RESOLUTION 2 – REMOVAL OF VICTOR HO AS DIRECTOR

Resolution 1 seeks shareholder approval for the removal of Victor Ho as a Director of the Company.

Victor Ho has been a Director of the Company since 4 July 2003 and was most recently re-elected a Director at the Company's 2018 AGM held on 28 November 2018.

Victor Ho's experience, qualifications and other listed directorships are detailed in the Directors' Report in the Company's most recent December 2018 Half Year Report.

Directors' Recommendation

The Board (other than Victor Ho, who makes no recommendation in respect of his own removal as a Director) does not support the removal of Victor Ho from the Board and recommends that shareholders vote against Resolution 2.

TIME AND PLACE OF GENERAL MEETING AND HOW TO VOTE

Venue

The 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	11:00 am (Perth time) Wednesday, 28 August 2019
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Voting Rights

- 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 General Meeting as soon as possible and return it to the Company either:

 **Online** - <https://www.advancedshare.com.au/investors/>: Log on to the Share Registry website with your Holder Reference Number (Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**)) as shown on your Proxy Form

 **By Facsimile:** (08) 9214 9701

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

 **By Hand Delivery:** Orion Equities Limited at
Level 2, 23 Ventnor Avenue, West Perth, Western Australia,

so that it is received not later than 11:00 am (Perth time) on Monday, 26 August 2019.

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 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 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 General Meeting all shares in the Company will be taken to be held by the persons who held them as registered shareholders at midnight (Perth time) on Monday, 26 August 2019 (**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
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

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 General Meeting of Orion Equities Limited to be held at **11:00 am (Perth time) on Wednesday, 28 August 2019 at Orion Equities Limited, Level 2, 23 Ventnor Avenue, West Perth, Western Australia**, and at any adjournment of such 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 "Against" Resolutions 1 and 2, as the Chair of the Meeting intends to vote undirected proxies against Resolutions 1 and 2.
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.

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

RESOLUTIONS	FOR	AGAINST	ABSTAIN*
1. Removal of Farooq Khan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Removal of Victor Ho as a Director	<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 Receipt of Annual Report

- 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 Shareholder / Joint Shareholder 1	Joint Shareholder 2	Joint Shareholder 3
Sole Director and Sole Company Secretary or Power of Attorney or Executor	Director	Director / Company Secretary

(Companies: Please sign in the appropriate place to indicate the office held)

Contact Name	Contact Daytime Telephone	Date
Email Address		

NOTES AND INSTRUCTIONS FOR COMPLETING PROXY FORM

1. **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.
2. **Receipt of Annual Reports:** Companies are no longer required to mail out printed annual reports to shareholders. Instead, shareholders can now make an election as follows:
 - (a) make a written request for a hard copy annual report to be mailed to you; or
 - (b) make a written request for an electronic copy of the annual report to be emailed to you.Your current preference/election is printed on the top right hand side of the front page of the Proxy Form - if you wish to make or update an election in this regard, please complete **Section C** of the Proxy Form.
3. **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 of 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:
 - (a) you directed the KMP the way they are to vote on Resolution 2; or
 - (b) 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.
4. 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.
5. 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.
6. 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.
7. A proxy need not be a shareholder of the Company.
8. 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.
9. 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.
10. **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 should sign.
 - Joint Holding:** Where the holding is in more than one name, all of the shareholders should sign.
 - Companies:** This form must be signed in accordance with the Corporations Act, either as:
 - (a) a Sole Director and Sole Company Secretary OR a Sole Director (if no Company Secretary exists);
 - (b) two Directors; or
 - (c) a Director or a Company Secretary.Please also sign in the appropriate place to indicate the office held.
 - Power of Attorney:** If you are signing under a Power of Attorney, you declare that you have had no notice of revocation of the Power or the death or liquidation of the donor of the Power. A certified copy of the Power of Attorney must accompany the form.
 - Deceased Estates:** All Executors must sign and a certified copy of a Grant of Probate or Letters of Administration must accompany the form.
11.  **Online Voting - <https://www.advancedshare.com.au/investors/>:** Log on to the Share Registry website with your Holder Reference Number (Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**)) as shown on your Proxy Form by the deadline specified below.
12. **Lodgement of Proxy Form:**

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 **11:00 am (Perth time) on Monday, 26 August 2019** (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:



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



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



(08) 9214 9701