

# ORH Limited

ACN 077 398 826

## Notice of Annual General Meeting and Explanatory Statement

The Annual General Meeting of the Company will be held at 225 Great Eastern Highway, Belmont, Western Australia at 9.00 am (WST) on Friday, 28 November 2014

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**This is an important document. Please read it carefully.**

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

If you are unable to attend the Annual General Meeting, please complete the Proxy Form enclosed and return it in accordance with the instructions set out on the Proxy Form.

# ORH Limited

ACN 077 398 826

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## Time and Place of Meeting and How to Vote

### Venue

The Annual General Meeting of Shareholders of ORH Limited will be held at:

225 Great Eastern Highway, Belmont, Western Australia	Commencing 9.00 am (WST) on Friday, 28 November 2014
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### How to Vote

You may vote by attending the Annual General Meeting in person, by proxy or authorised representative.

### Voting in Person

To vote in person, attend the Annual General 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 Meeting as soon as possible and either:

- send the proxy by facsimile to the Company Secretary on facsimile number +61 2 8823 3188; or
- deliver to the Company at Level 5, 56 Pitt Street, Sydney New South Wales 2000.

so that it is received not later than 9.00 am (WST) / 12.00pm (AEDT) on Wednesday, 26 November 2014.

**Your proxy form is enclosed at the end of the Explanatory Statement.**

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### Proxy Form

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## ORH Limited

ACN 077 398 826

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### Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of shareholders of ORH Limited will be held at 225 Great Eastern Highway, Belmont, Western Australia at 9.00 am (WST) on Friday, 28 November 2014 (**Annual General Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Proxy Form and Explanatory Statement form part of this Notice of Meeting.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered as Shareholders at 5.00 pm (WST) on Wednesday, 26 November 2014.

Capitalised terms and abbreviations used in this Notice of Meeting and the Explanatory Statement are defined in Section 5 of the Explanatory Statement.

### Agenda

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#### BUSINESS

##### Receipt of Financial and other Reports

To receive and consider the financial statements of the Company and the reports of the directors and the auditor in respect of the financial year ended 30 June 2014.

##### Resolution 1 - Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as contained in the Company's annual financial report for the year ended 30 June 2014 is adopted."*

**Note – the vote on this item is advisory only and does not bind the directors of the Company.**

**Voting Exclusion Statement:** The Company will disregard any votes cast on Resolution 1 by any of the Company's key management personnel (KMP) named in the Remuneration Report or by a closely related party of a KMP. However, the Company need not disregard a vote cast by a KMP or a closely related party of a KMP if:

- (a) it is cast by a person as proxy for a person who is permitted to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by a person chairing the meeting as proxy for a person who is permitted to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**The Chairman intends to vote undirected proxies in favour of the resolution to adopt the Remuneration Report.**

## Resolution 2 – Re- Election of Mr Jakob Tsaban

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

*“That Mr Jakob Tsaban, who retires in accordance with clause 3.3 of the Constitution, and being eligible, offers himself for re-election as a Director of the Company, is hereby re-elected as a Director of the Company.”*

## Resolution 3 - Re- Election of Mr Domenic Martino

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

*“That Mr Domenic Martino, who retires in accordance with clause 3.6 of the Constitution, and being eligible, offers himself for re-election as a Director of the Company, is hereby re-elected as a Director of the Company.”*

## Resolution 4. - Approval of 10% Placement Facility

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

*“That, for the purpose of Listing Rule 7.1A and all other purposes, the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, and on terms and conditions in the Explanatory Statement, is hereby approved.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any person who may participate in the issue and any person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) and any associates of those persons. However, the Company need not disregard a vote if it is:

- (a) it is cast by a person as proxy for a person who is permitted to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by a person chairing the meeting as proxy for a person who is permitted to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Dated this 23<sup>rd</sup> day of October 2014

By Order of the Board



Louisa Martino  
Company Secretary

### Notes:

1. A Shareholder of the Company who is entitled to attend and vote at an annual general meeting of Shareholders is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy may 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.
2. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
3. In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a snapshot date to determine the identity of those entitled to attend and vote at the Annual General Meeting. The snapshot date 5.00 pm (WST) on Wednesday, 26 November 2014.

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## ORH Limited

ACN 077 398 826

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### Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting of the Shareholders of ORH Limited (**Company** or **ORH**) to be held at 225 Great Eastern Highway, Belmont, Western Australia at 9.00 am (WST) on Friday, 28 November 2014 (**Annual General Meeting**).

### Receipt of Financial and other Reports

The Corporations Act requires each of the Financial Report (which includes the Financial Statements and Directors' Declaration), the Directors' Report and the Auditor's Report for the last financial year to be laid before the Meeting.

The Constitution also provides for these reports to be received and considered at that Meeting.

There is no requirement for these reports to be formally approved by Shareholders.

The reports referred to are included in the Annual Report sent to shareholders who have requested to receive a copy. If you have not elected to receive a hard copy of the Company's Annual Report, it can be accessed on the Company's announcements page on ASX (using the ASX code: ORH) or obtained free of charge from the Company Secretary.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on these reports and on the business, operations and management of the Company.

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### 1. Resolution 1 - Adoption of the Remuneration Report for the year ended 30 June 2014

The Remuneration Report appears within the Directors' Report in the Company's Annual Report and describes the remuneration practices of the Company and the rationale underpinning those practices.

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of the Company at the Annual General Meeting. This resolution is advisory only and does not bind either the Company or its directors. However, the Board will consider the outcome of the vote and comments made by shareholders at the meeting on the remuneration report when reviewing the Company's remuneration policies. If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive Annual General Meetings, shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director / CEO) must stand for re-election.

There are restrictions on members of the Key Management Personnel and their Closely Related Parties (in any capacity) and their proxies voting on Resolution 1, details of which are set out in the voting exclusion statement included in Resolution 1.

Any undirected proxies held by the Chairman of the Meeting, other Directors or other Key Management Personnel or their closely related parties for the purposes of Resolution 1 will be voted in favour of Resolution 1, subject to compliance with the Corporations Act.

The Company encourages all Shareholders to cast their vote in relation to Resolution 1 and if Shareholders chose to appoint a proxy, Shareholders are encouraged to direct their proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the Proxy Form, or where the Chairman is appointed as proxy, by marking the applicable box in the Proxy Form directing the Chairman to vote in accordance with the Chairman's voting intentions.

### **Directors' Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1.

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## **2. Resolution 2 – Re-Election of Mr Jakob Tsaban**

Under the Constitution (clause 3.3) any director appointed at any time during the year, automatically retires at the next annual general meeting and is eligible for re-election at that meeting. Accordingly Mr Tsaban, who was appointed a director on 19 December 2013 seeks re-election to the Board.

Mr Tsaban is a qualified chartered accountant. He moved from Israel to Australia in 2007 and was appointed as the Chief Financial Officer for the ORH Group on 18 November 2011.

During the past three years Mr Tsaban held the following directorships in other ASX listed companies: Non-Executive Director of South East Asia Resources Limited (18 October 2013 – Current).

### **Directors' Recommendation**

The Board (Mr Tsaban abstaining) supports the re-election of Mr Tsaban.

The Chairman intends to exercise all undirected proxies in favour of Resolution 2.

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## **3. Resolution 3 – Re-Election of Mr Domenic Martino**

Under the Constitution (clause 3.6) one third of the Directors (not including any managing director) must retire from office annually, and, if eligible, may offer themselves for re-election. Accordingly Mr Martino seeks re-election to the Board.

Mr Martino is a Chartered Accountant and an experienced director of ASX listed companies. Previously CEO of Deloitte Touch Tohmatsu in Australia, he has significant experience in the development of "micro-cap" companies.

Mr Martino is a key player in the re-birth of a broad grouping of ASX companies including Cokal Limited, Pan Asia Corporation Limited, Clean Global Energy Limited (renamed Citation Resources Ltd) and NuEnergy Capital Limited. He has a strong reputation in China, with a lengthy track record of operating in Papua New Guinea (PNG) and Indonesia, where he has successfully closed key energy and resources deals with key local players. He has proven track record in capital raisings across a range of markets.

Mr Martino was a recipient of the Centenary Medal 2003 for his service to Australian society through business and the arts.

Mr Martino has served 5 years as a Director of ORH Limited, having been appointed director on 6 May 2009. During the past three years Mr Martino held the following directorships in other ASX listed companies:

Australasian Resources Ltd (27 November 2003-Current), Citation Resources Ltd (9 October 2009-13 December 2012), Cokal Ltd (24 December 2010-Current), Coral Sea Petroleum Limited (3 August 2012 - Current) Pan Asia Corporation Ltd (24 December 2010-Current), Synergy Plus Limited (7 July 2006-Current) and NuEnergy Capital Limited (1 March 2011-18 May 2011).

### **Directors' Recommendation**

The Board (Mr Martino abstaining) supports the re-election of Mr Martino.

The Chairman intends to exercise all undirected proxies in favour of Resolution 3.

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## **4. Resolution 4 – Approval of 10% Placement Facility**

Listing Rule 7.1A came into effect on 1 August 2012. It enables eligible entities to issue Equity Securities (such as shares) up to 10% of its issued share capital through placements over a 12 month period after

the Annual General Meeting (Additional 10% Limit). The Additional 10% limit is in addition to the Company's 15% limit under Listing Rule 7.1. An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking Shareholder approval by way of a Special Resolution to have the ability to issue Equity Securities under the Additional 10% Limit. The exact number of Equity Securities to be issued under the Additional 10% Limit will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

If Shareholders pass Resolution 4, it will enable the Company to issue up to a maximum of 25% of its issued capital in the 12 months following the date of the Annual General Meeting. This 25% of issued capital is made up of:

- (a) 15% of the Company's issued capital under Listing Rule 7.1 (which is not subject to shareholder approval); and
- (b) 10% of the Company's issued capital under Listing Rule 7.1A. This additional 10% of issued capital is subject to Shareholder approval and requirements as set out in this Section.

As at the date of this Meeting, the Company has on issue 1,310,197,254 Shares and if this resolution is approved would have the capacity to issue:

- (a) Up to 196,529,588 Shares (15% of issue capital under Listing Rule 7.1 which is not subject to shareholder approval); and
- (b) Up to 131,019,725 Shares (10% of issued capital under Listing Rule 7.1A which is subject to Shareholder approval).

The following information is provided to assist shareholders to determine whether to approve Resolution 4:

- (a) There are a number of differences between the an issue of shares under the 15% Limit and the Additional 10% Limit:
  - any securities issued under the Additional 10% Limit must be in the same class as an existing class of equity securities of the Company that is quoted on ASX; and
  - the issue price of securities under the Additional 10% Limit must be at least 75% of the volume weighted average price ("VWAP") of the Company's shares over the 15 trading days before their issue date or the date on which the price of securities is agreed so long as the issue is then completed within 5 Business Days.
- (b) An issue (or agreement to issue) under the Additional 10% Limit does not detract from the Company's capacity to issue securities under the 15% Limit. It operates as a separate capacity.
- (c) If securities are issued under the Additional 10% Limit this may result in a dilution of shareholders' voting power (see the table at paragraph (e) below).
- (d) There is the risk that:
  - the market price for the Company's securities may be significantly lower on their date of issue than on the date of the Meeting; and
  - the securities may be issued at a price that is at a discount to the market price for the Company's securities on the issue date or the securities are issued as part of consideration for the acquisition of a new asset, which may affect the amount of funds raised by Company under the issue.
- (e) The table below shows the dilution of existing shareholders on the basis of the closing price of the Company's shares on ASX on 14 October 2014 and the current number of securities as at the date of this Notice.

It also shows:

- two examples where the number of securities has increased, one by 50% and one by 100%. The number of ordinary shares on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue

- or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples: one where the issue price of ordinary securities has decreased by 50% and one where the issue price of ordinary securities increases by 100% as against the closing market price as at 14 October 2014.

		Issue Price of additional 10% issued under Listing Rule 7.1A		
Number of Securities on Issue		\$0.0015 50% decrease in Issue Price	\$0.0030 Current Issue Price	\$0.0060 100% increase in Issue Price
Shares on issue: 1,310,197,254 shares	Number on Issue after 10% voting dilution	131,019,725 shares	131,019,725 shares	131,019,725 shares
	Funds raised	\$196,530	\$393,059	\$786,118
Assume 50% increase in shares, but before a further issue of 10% under Listing Rule 7.1A 1,965,295,881 shares	Number on Issue after 10% voting dilution	196,529,588 shares	196,529,588 shares	196,529,588 shares
	Funds raised	\$294,794	\$589,589	\$1,179,178
Assume 100% increase before a further issue of 10% under Listing Rule 7.1A 2,620,394,508 shares	Number on Issue after 10% voting dilution	262,039,451 shares	262,039,451 shares	262,039,451 shares
	Funds raised	\$393,059	\$786,118	\$1,572,237

The table has been prepared on the following assumptions:

- The Company issues the maximum number of equity securities available under the Additional 10% Limit.*
  - The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.*
  - The table does not show the actual dilution that may be caused to any particular shareholder by reason of placements under the Additional 10% Limit, based on that shareholder's holding at the date of the Meeting.*
  - The table only shows the effect of issues of equity securities under Listing Rule 7.1A, not under the 15% Limit under Listing Rule 7.1.*
  - The share price is \$0.003, being the closing price of the shares on ASX on 14 October 2014*
- (f) If Resolution 4 is approved, the Company can only issue securities under the Additional 10% Limit for 12 months from the date of the Meeting. However, an approval under Resolution 4 will cease to be effective if shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of a main undertaking).
- (g) The Company may seek to issue securities for the following purposes:
- non-cash consideration for the acquisition of assets and investments: in this instance the Company will need to provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
  - cash consideration: in this instance the Company intends to use the funds raised towards general working capital.
- (h) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Additional 10% Limit. The identity of the allottees of any securities will be determined on a case by case basis having regard to the factors including but not limited to the following:
- the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
  - the effect of the issue of the securities on the control of the Company;
  - the financial situation and solvency of the Company; and
  - advice from corporate, financial and broking advisers (if applicable).



As at the date of this Notice there is no specific circumstance under which the Company intends to make an allotment under the Additional 10% Limit, but it may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

- (i) The Company has not previously obtained shareholder approval under Listing Rule 7.1A.
- (j) A voting exclusion statement is set out in the Notice. At the date of the Notice, the Company has not approached any particular existing shareholder or security holder or identifiable class of existing security holder to participate in the issue of the securities under Listing Rule 7.1A. No existing shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

#### **Directors' Recommendation**

The Directors unanimously recommend that shareholders vote in favour of Resolution 4.

The Chairman intends to exercise all undirected proxies in favour of Resolution 4.

## 5. Glossary

In this Explanatory Statement and the Notice of Meeting:

**AEDT** means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

**Annual General Meeting** or **Meeting** means the Annual General Meeting of the Company the subject of the Notice of Meeting.

**ASX** means ASX Limited ACN 008 624 691.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the board of Directors of ORH Limited.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Closely Related Party** has the meaning given to it in Section 9 of the Corporations Act.

**Company** or **ORH** means ORH Limited ACN 077 398 826 and its subsidiaries (where appropriate).

**Constitution** means the current constitution of the Company.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a director of the Company.

**Explanatory Statement** means the Explanatory Statement to the Notice of Meeting.

**Key Management Personnel** has the meaning given to it in Section 9 of the Corporations Act.

**Notice of Meeting or Notice** means this notice of meeting.

**Proxy Form** means the proxy form attached to the Notice of Meeting.

**Resolution** means a resolution contained in this Notice of Meeting.

**Section** means a section of this Explanatory Statement.

**Shareholder** means a shareholder of the Company.

**WST** means Western Standard Time as observed in Perth, Western Australia

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**ORH Limited**  
**ACN 077 398 826**

**Proxy Form**

The Company Secretary  
ORH Limited

**By Delivery:**

Level 5, 56 Pitt Street Sydney,  
New South Wales 2000

**By Post:**

Level 5, 56 Pitt Street Sydney,  
New South Wales 2000

**By Facsimile:**

Fax number: 02 8823 3188  
International: +61 2 8823 3188

being a Shareholder of the Company and entitled to vote at the Annual General Meeting, hereby appoint <sup>1</sup>

or failing such appointment, or if your named appointment fails to attend the Annual General Meeting, the Chairman of the Annual General Meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 225 Great Eastern Highway, Belmont, Western Australia, 9.00 am (WST) on Friday, 28 November 2014 and at any adjournment thereof in the manner indicated below or, in the absence of such directions, as he thinks fit. If no directions are given, the chairman will vote in favour of all of the resolutions.

The proxy is to vote for or against the Resolutions referred to in the Notice of Meeting as follows:

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Mr Jakob Tsaban	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re- Election of Mr Domenic Martino	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of Resolution 1 even though Resolution 1 is connected with the remuneration of a member of key management personnel for the Company.

**Please note that the Chairman intends to vote all undirected proxies in favour of the Resolutions being passed.**

**Authorised signature/s**

This section **must** be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

## Proxy Notes

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person or a corporation as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies (an additional Proxy Form will be supplied by the Company on request). Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the meeting must produce the appropriate Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

You must sign this form as follows in the spaces provided:

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the registered office of the Company Level 5, 56 Pitt Street Sydney, New South Wales 2000, Facsimile (02) 8823 3188 if faxed from within Australia or +61 2 8823 3188 if faxed from outside Australia) no later than 9.00 am (WST) / 12.00 pm (AEDT), on Wednesday, 26 November 2014.