



**NOTICE OF
ANNUAL GENERAL MEETING
and
EXPLANATORY STATEMENT**

TO SHAREHOLDERS

Date and Time of Meeting: 10:30am (Perth time)
on Friday, 23 November 2012

Place of Meeting: Swan and Ibis Rooms
Liberty Executive Offices
Level 14, 197 St Georges Terrace
Perth, Western Australia 6000

IMPORTANT NOTICE

It is recommended that shareholders read this Notice of Annual 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.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of shareholders of Orion Equities Limited A.B.N. 77 000 742 843 ("OEQ" or "Company") will be held in **Swan and Ibis Rooms, Liberty Executive Offices, Level 14, 197 St Georges Terrace, Perth**, Western Australia, at **10:30 am (Perth time) on Friday, 23 November 2012**.

AGENDA

1. 2012 Annual Report

To consider and receive the Directors' Report, Financial Report and Audit Report of the Company for the financial year ended 30 June 2012.

The 2012 Annual Report will be sent to those shareholders who have elected to receive a printed version. Otherwise, an electronic version of the 2012 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 William Johnson as Director

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

"That Mr William Matthew Johnson, having retired pursuant to the Constitution of the Company, being eligible, be re-elected as a Director of the Company."

3. Resolution 2 - Adoption of 2012 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 2012 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 (in any capacity) on this resolution 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 (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 2012 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 it 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.

DATED THIS 15th DAY OF OCTOBER 2012

BY ORDER OF THE BOARD



**VICTOR HO
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement is provided to the shareholders of Orion Equities Limited (**Orion** or **Company** or **OEQ**) pursuant to and in satisfaction of the *Corporations Act 2001 (Cth)* (**Corporations Act**) and the Listing Rules of the Australian Securities Exchange (**ASX**). This Explanatory Statement is intended to be read in conjunction with the Notice of Annual General Meeting (**AGM**).

1. 2012 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 2012 Annual Report.

A copy of the 2012 Annual Report will be sent to those shareholders who have elected to receive a printed version. Otherwise, an electronic version of the 2012 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 will be provided with a reasonable opportunity as a whole 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.

2. ORDINARY RESOLUTION 1 – RE-ELECTION OF WILLIAM JOHNSON AS DIRECTOR

Resolution 1 seeks Shareholder approval for the re-election of Mr William Matthew Johnson as a Director of the Company.

Clause 5 of 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.

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

Mr William Johnson has been a Director of the Company since 28 February 2003 and was most recently re-elected a Director at the 2008 AGM. Mr William Johnson's qualifications and experience are detailed in the Directors' Report in the Company's 2012 Annual Report.

3. ADVISORY NON-BINDING RESOLUTION 2 – ADOPTION OF 2012 REMUNERATION REPORT

Resolution 2 seeks shareholder approval to adopt the 30 June 2012 Remuneration Report as disclosed in the Company's 2012 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 as disclosed in the Company's 2012 Annual Report (refer above for information on accessing the 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.

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.

However, the Company notes that the Corporations Act was amended in June 2011 to introduce the so-called "two-strikes" rule - if at least 25% of the votes cast on the adoption of the remuneration report at two consecutive AGM's are against adopting the remuneration report, shareholders will have the opportunity to immediately vote on an ordinary "Board spill resolution" (**Spill Resolution**) at the second AGM.

At last year's (2011) AGM, a resolution to adopt the prior year (2011) Remuneration Report was put to the vote and 76.4% of "yes" votes (and 23.6% of "no" votes) were cast by shareholders. This did not constitute a "first strike" for the Company.

If at least 25% of "no" votes are cast against Resolution 2 for the adoption of the Remuneration Report at this AGM, and then again at the next (2013) AGM, the Company will be required to immediately put a Spill Resolution to the 2013 AGM to approve calling another general meeting (the **Board Re-election Meeting**).

If the Spill Resolution is passed (by a simple majority at the next (2013) AGM), the Company must convene the Board Re-election Meeting within 90 days of the 2013 AGM.

All of the Directors who were in office when the Board approved the 2013 Remuneration Report, other than the Managing Director (where applicable), will be put up for re-election at the Board Re-election Meeting and will cease to hold office after the Board Re-election Meeting, unless re-elected at that meeting.

The Spill Resolution and the Board Re-election Meeting has the potential that the entire Board of Directors (other than the Managing Director (where applicable) is removed from office. However, as a public company is required to have a minimum of 3 directors, the Corporations Act includes a mechanism to ensure that the Company will have at least 3 directors (including the Managing Director, where applicable) after the Board Re-election Meeting.

That is, if at the Board Re-election Meeting, at least 3 Directors are not re-elected by ordinary resolution (ensuring the Board comprises a minimum of 3 Directors, as the Company does not currently have a Managing Director), up to 3 Relevant Directors with the highest percentage of votes favouring their re-election cast at the Board Re-election Meeting on the resolution for their re-election will be taken to be appointed as Directors of the Company (even if the resolution for their re-election as a Director did not pass at the Board Re-election Meeting).

Directors' Recommendations

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this resolution (set out in the Notice of AGM), that each Director (or any Closely Related Party of a Director) is excluded from voting their shares on this resolution, the Directors recommend that Shareholders vote in favour of Resolution 2 to adopt the Remuneration Report.

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.

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:

Swan and Ibis Rooms, commencing 10:30 am (Perth time)
Liberty Executive Offices Friday, 23 November 2012
Level 14, 197 St Georges Terrace
Perth, Western Australia

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 him.

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 Annual General Meeting as soon as possible and either:

- send the proxy by facsimile to the Company on facsimile number (08) 9322 1515; or
- deliver to the registered office of the Company at Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000

so that it is received **not later than 10:30 am (Perth time) on Wednesday, 21 November 2012.**

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 5:00pm (Perth time) on 21 November 2012 (**Voting Entitlement Time**). Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.



ASX Code: OEQ

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

PRINCIPAL & REGISTERED OFFICE:

Level 14, The Forrest Centre
221 St Georges Terrace
Perth, Western Australia 6000

T | (08) 9214 9797
F | (08) 9322 1515
E | info@orionequities.com.au
W | www.orionequities.com.au

SHARE REGISTRY:

Advanced Share Registry Limited
Suite 2, 150 Stirling Highway
Nedlands,
Western Australia 6009
PO Box 1156, Nedlands, WA 6909

T | (08) 9389 8033
F | (08) 9389 7871
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, NSW 1230

T | (02) 8096 3502

PROXY FORM

Annual General Meeting

Orion Equities Limited

A.B.N. 77 000 742 843

Website: www.orionequities.com.au

PLEASE RETURN TO:
The Company Secretary
Orion Equities Limited
Level 14, The Forrest Centre
221 St Georges Terrace, Perth WA 6000
Facsimile: (08) 9322 1515
Enquiries: (08) 9214 9797
Email: info@orionequities.com.au

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

A. Appointment of Proxy

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

The Chair of the Meeting
(mark with)

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 attending the Meeting, or if no person 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 at the Annual General Meeting of Orion Equities Limited to be held in Swan and Ibis Rooms, Liberty Executive Offices, Level 14, 197 St Georges Terrace, Perth, Western Australia at **10:30 am (Perth time) on Friday, 23 November 2012** 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 you have appointed the Chair of the Meeting as your proxy (or the Chair of the Meeting becomes your proxy 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" each resolution as the Chair of the Meeting intends to vote undirected proxies in favour of each 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 William Johnson as Director

2. Adoption of Remuneration Report

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

{Email}

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 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 indicate the office held by signing in the appropriate place.

- Lodgment 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 **10:30 am (Perth time) on Wednesday, 21 November 2012** (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 14, The Forrest Centre
221 St Georges Terrace
Perth Western Australia 6000

By Facsimile: (08) 9322 1515