



» NOTICE OF 2009 ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

ORH LIMITED A.C.N. 077 398 826

The Annual General Meeting of the Company will be held at Level 5, 56 Pitt Street, Sydney, New South Wales on 30 November 2009 at 11 am (AEDST).

This Notice of Meeting and Explanatory Memorandum are designed to comply with the requirements of the *Australian Corporations Act*, the Listing Rules of the ASX and the requirements of the Australian Securities and Investments Commission.

This Notice of Meeting and the accompanying Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Neither the ASX or ASIC has in any way passed any views on the merits of the transactions contemplated in the Notice of Meeting and accompanying Explanatory Memorandum.

» **NOTICE OF 2009** **ANNUAL GENERAL MEETING**

ORH LIMITED A.C.N. 077 398 826

NOTICE IS HEREBY GIVEN that the Annual General Meeting (Meeting) of the shareholders of ORH Limited (the **Company**) will be held at Level 5, 56 Pitt Street, Sydney, New South Wales on 30 November 2009 at 11am (AEDST).

Information on the proposals to which the following Resolutions relate is contained in the Explanatory Memorandum (**Explanatory Memorandum**) which accompanies and forms part of this Notice of Annual General Meeting.

Terms defined in the Explanatory Memorandum – **Glossary of Terms** have the same meaning when used in this Notice of Meeting.

AGENDA

ORDINARY BUSINESS

FINANCIAL STATEMENTS

To receive, consider and discuss the Company's financial statements for the year ended 30 June 2009 and the reports of the directors and auditors on those statements.

RESOLUTION 1:

TO ADOPT THE REMUNERATION REPORT

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

"That, pursuant to and in accordance with *Section 250R(2)* of the *Corporations Act*, the Directors' Remuneration Report for the financial year ended 30 June 2009 as contained within the Directors' Report be adopted."

Note: *Section 250R(3)* of the *Corporations Act* provides that the vote on Resolution 1 is advisory only and does not bind the Directors.

RESOLUTION 2:

APPOINTMENT OF DOMENIC VINCENT MARTINO AS A DIRECTOR

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

"That Domenic Vincent Martino, who retires in accordance with clause 3.3(a) of the Constitution and being eligible for re-election, be elected as a director of the Company".

RESOLUTION 3:

APPOINTMENT OF MICHAEL JOHN PALMER AS A DIRECTOR

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

"That Michael John Palmer, who retires in accordance with clause 3.6 of the Constitution and being eligible for re-election, be elected as a director of the Company".

PROXIES

In accordance with *Section 249L* of the *Corporations Act*, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a member of the Company;
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified then in accordance with *Section 249X(3)* of the *Corporations Act* each proxy may exercise one half of the votes.

In accordance with *Section 250BA* of the *Corporations Act*, the Company specifies the following information for the purposes of receipt of proxy appointments by Shareholders registered on the Company's share register:

Registered Office:

Level 1
183 Great Eastern Highway
BELMONT WA 6104

Facsimile Number:
+61 8 9493 3310

Postal Address :
PO Box 806
CLOVERDALE WA 6985

The proxies of Shareholders must be received at the relevant address set forth above no later than 2 business days prior to the time of commencement of the Meeting (AEDST).

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» **NOTICE OF 2009
ANNUAL GENERAL MEETING CONT.**

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations (Cth)* that the persons eligible to vote at the AGM are those who are registered as Shareholders of the Company on 26 November at 11am AEDST.

By order of the Board

Kim Petrich
Company Secretary
28 October 2009

» **GLOSSARY**

ORH LIMITED A.C.N. 077 398 826

Words which are defined in the Explanatory Memorandum have the same meaning when used in this Notice unless the context requires otherwise. For assistance in considering this Notice and the Explanatory Memorandum, the following words are defined here:

AEDST means Australian Eastern Daylight Savings Time;

AGM or **Meeting** means the annual general meeting of the Company to be held on 30 November 2009 or any adjournment of that meeting;

ASIC means Australian Securities and Investments Commission;

ASX means the Australian Securities Exchange or ASX Limited ACN 008 624 691, as the context requires;

Board or **Board of Directors** means the board of Directors;

Chairman means Domenic Vincent Martino;

Company or **ORH** means ORH Limited ACN 077 398 826;

Constitution means the constitution of the Company, as amended from time to time;

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

Directors means the directors of the Company and Director means any one of them;

Explanatory Memorandum means the explanatory memorandum which accompanies and forms part of the Notice;

Notice means the notice of meeting convening the AGM;

Proxy Form means the proxy notice or proxy form accompanying the Notice;

Resolution means a resolution set out in the Notice; and

Shareholder means the holder of a Share.

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» EXPLANATORY MEMORANDUM

ORH LIMITED A.C.N. 077 398 826

1 INTRODUCTION

This Explanatory Memorandum has been prepared for the information of shareholders of ORH Limited (ACN 077 398 826) (ORH or the Company) in considering the business to be transacted at the Annual General Meeting of the Company to be held on 30 November 2009 (AGM).

This Explanatory Memorandum forms part of, and should be read in conjunction with, the Notice.

Defined terms used in the Notice and the Explanatory Memorandum are set out in the Glossary of Terms.

2 RESOLUTION 1

Adoption of the Remuneration Report

Section 298 of the *Corporations Act* requires the annual Directors' Report to contain a remuneration report prepared in accordance with section 300A of the *Corporations Act*.

The remuneration report of the Company for the financial year ended 30 June 2009 is set out in the Directors' Report contained in the 2009 Annual Report to Shareholders (Remuneration Report).

The Remuneration Report sets out the Company's remuneration arrangements for the Executive and Non-executive Directors and key management personnel. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

In addition, the *Corporations Act* requires that Resolution 1, to adopt the Remuneration Report, be put to the vote. However, the vote on this Resolution is only advisory and does not bind the Company or its Directors.

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.

3 RESOLUTION 2

Appointment Of Domenic Vincent Martino as a Director

Domenic Vincent Martino was appointed as a Director of the Company on 6 May 2009 and is required to resign pursuant to clause 3.3(a) of the Constitution. Mr Martino, being eligible, has offered himself for election as a Director of the Company.

Mr Martino is currently Chairman of Australasian Resources Ltd and ComputerCORP Ltd and is a director of International Minerals Pty Ltd and Gladstone Pacific Nickel Limited. He is a fellow of the Institute of Chartered Accountants in Australia, the Australian Society of Certified Practising Accountants and the Australian Institute of Company Directors.

4 RESOLUTION 3

Appointment Of Michael John Palmer as a Director

Clause 3.6 of the Constitution requires that one third of Directors retire from office annually and, if eligible, may offer themselves for re-election.

On that basis Mr Palmer retires from office by rotation at the AGM and offers himself for re-election in accordance with the Constitution.

Michael Palmer is an experienced mining engineer who has worked in the gold, base metals and coal industries in most Australian states, New Zealand, South Africa, Indonesia and the United States.

Mr Palmer has extensive public company experience and has held senior management positions in both resources and contracting companies within the mining industry.

He is a fellow of the Australian Institute of Company Directors and a Fellow of the Australasian Institute of Mining and Metallurgy.

» **ORH LIMITED**
(formerly Orient Resource Holdings Limited)
NOTICE OF 2009
ANNUAL GENERAL MEETING

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» INSTRUCTION FOR COMPLETION OF PROXY FORM

Your vote is important. Please direct your proxy how to vote. For your proxy to be entitled to vote your shares at the meeting, the completed Proxy Form must be received by the Company not later than 2 business days prior to the meeting. Any proxy received after this deadline will be treated as invalid.

1. APPOINT

A shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this Meeting as the shareholder's proxy. A proxy need not be a shareholder of the Company.

2. IF APPOINTING A SECOND PROXY

Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.

3. SIGNATURE(S)

The proxy form must be signed personally by the shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed in accordance with its constitution or its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by each of the joint shareholders, personally or by a duly authorised attorney.

4. POWER OF ATTORNEY

If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.

5. RECEIPT OF PROXY FORM

To be effective, forms to appoint proxies must be received by the Company no later than 2 business days before the time appointed for the holding of this Meeting that is by 11am on 26 November 2009 by post or facsimile to the respective addresses stipulated in this proxy form.

6. DIRECTION OF PROXY VOTES

If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- (c) if the proxy is the Chairperson, the proxy must vote on a poll and must vote that way, and
- (d) if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a shareholder, the proxy can cast any votes the proxy holds as a shareholder in any way that the proxy sees fit.

» PROXY FORM

ORH LIMITED
A.B.N. 51 077 398 826

Return Proxy Form(s) To:
The Company Secretary
ORH Limited
Level 1, 183 Great Eastern Highway
BELMONT WA 6104
PO Box 806 CLOVERDALE WA 6985
Facsimile: +61 (8) 9493 3310

To be completed if you are not attending the meeting and wish to vote. Please see instructions on the next page for completion.

A - APPOINTMENT

I/We _____
(PLEASE PRINT NAME OF SHAREHOLDER)

Of _____
(ADDRESS)

being a member/members of ORH Limited hereby appoint

_____ (PLEASE PRINT NAME)

Of _____
(ADDRESS)

or failing that person then the Chairperson of the meeting as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to be held on 30 November 2009 and at any adjournment of the meeting.

PROXY INSTRUCTIONS

If you wish to instruct your proxy how to vote, insert "X" in the appropriate column against the item of business set out below.

If you do not wish to direct your proxy how to vote please place a mark in the box. By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolutions and votes cast by him other than as a proxy holder will be disregarded because of that interest. The Chairman has advised that his intention is to vote in favour of the resolutions.

If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

B - ORDINARY BUSINESS

Should you so desire to direct the Proxy how to vote, you should place a cross in the appropriate box(es) below:

I/We direct my/our Proxy to vote in the following manner:

| | FOR | AGAINST | ABSTAIN |
|---|--------------------------|--------------------------|--------------------------|
| Resolution 1 – Remuneration Report (non-binding vote) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 – Appointment of Domenic Vincent Martino | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 – Appointment of Michael John Palmer | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

If no directions are given, my proxy may vote as the proxy thinks fit or may abstain.

C - IF APPOINTING A SECOND PROXY

This Proxy is appointed to represent _____% of my voting right, or if 2 proxies are appointed,

Proxy 1 represents _____% and Proxy 2 represents _____% of my total votes

My total voting right is _____ shares

D - INSERT YOUR DAYTIME TELEPHONE NUMBER (STD) _____

E - SIGNATURE(S)

If the shareholder is an individual: _____ DATE: _____

If the shareholder is a company. Affix Common Seal (if required by Constitution):

SIGNATURE OF DIRECTOR/SOLE DIRECTOR

SIGNATURE OF DIRECTOR/SECRETARY

PRINT NAME

DATE

PRINT NAME

DATE

* NOTE: FOR YOUR PROXY TO BE ENTITLED TO VOTE YOUR SHARES AT THE MEETING, THE COMPLETED PROXY FORM MUST BE RECEIVED BY THE COMPANY NOT LATER THAN 2 BUSINESS DAYS PRIOR TO THE START OF THE MEETING.

This Proxy Form should be signed by the shareholder. If a joint holding, all shareholders must sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this Proxy Form. If executed by a company, this Proxy Form must be executed in accordance with the security holder's constitution and the Corporations Act.

Signatures if Corporate Shareholder (See Note E) Executed in accordance with section 127 of the Corporations Act