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ORIENTAL TECHNOLOGIES INVESTMENT LIMITED

ABN 13 060 266 248

NOTICE OF ANNUAL GENERAL MEETING

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TIME: 10.30am (Sydney time)

DATE: 27 May 2009

PLACE: Library, Level 2, Union University & Schools Club, 25 Bent Street Sydney NSW 2000.

*This Notice of Annual General 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.*

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (02) 9238 3988.*

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Notice of Annual General Meeting (setting out the proposed resolutions)

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Proxy Form

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**TIME AND PLACE OF MEETING AND HOW TO VOTE**

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**VENUE**

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The Annual General Meeting of the Shareholders of Oriental Technologies Investment Limited which this Notice of Meeting relates to will commence 10.30am (Sydney time) 27 May 2009 at Library, Level 2, Union University & Schools Club, 25 Bent Street Sydney NSW 2000.

**YOUR VOTE IS IMPORTANT**

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The business of the Annual General Meeting may impact the Company in which you hold shares and your vote is important.

**VOTING IN PERSON**

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

**VOTING BY PROXY**

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To vote by proxy, please complete and sign the proxy form enclosed:

- (a) send the proxy form by post to Oriental Technologies Investment Limited, Level 12, 32 Martin Place, Sydney, NSW 2000; or
- (b) by facsimile to the Company on facsimile number (61 2) 9231 3911,

so that it is received not later than 24 hours before the meeting or 10.30 am (Sydney time) on 26 May 2009.

**Proxy forms received later than this time will be invalid.**

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting of Shareholders of Oriental Technologies Investment Limited will be held at the Library, Level 2, Union University & Schools Club, 25 Bent Street Sydney NSW 2000 commencing 10.30am (Sydney time) on 27 May 2009.

The Explanatory Statement to this Notice of Annual Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Annual General 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 Shareholders of the Company on 25 May 2009 at 5.00pm (Sydney time).

### AGENDA

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#### Reports and Accounts

To receive and consider the financial statements of the Company for the year ended 31 December 2008 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

The December 2008 statutory annual report is available for members to access and download from <http://www.orientech.com.au/documents/annualreports/2008%20Annual%20Report%20December%202008.pdf>.

If you would like to receive a hard copy of this report free of charge you can contact Oriental Technologies Investment Limited by telephoning 612 9238 3988.

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#### 1. RESOLUTION 1 – REMUNERATION REPORT

To consider and if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

*"That, for the purposes of Section 250R(2) of the Corporations Act, the Company adopts the Remuneration Report."*

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#### 2. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – GERARD MCMAHON

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

*"That Mr Gerard McMahon, being a Director of the Company who retires by rotation in accordance with the Constitution and, being eligible for re-election, is re-elected as a Director of the Company."*

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DATED: 20 APRIL 2009

BY ORDER OF THE BOARD

IAN MORGAN  
COMPANY SECRETARY

#### Voting Exclusion Note:

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 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.

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at the Library, Level 2, Union University & Schools Club, 25 Bent Street Sydney NSW 2000 commencing 10.30am (Sydney time) on 27 May 2009.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Annual General Meeting.

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### 1. RESOLUTION 1 – REMUNERATION REPORT

The Remuneration Report is set out in the Director's Report which is included in the Company's 2008 Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

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. However, Shareholders should note that the vote on Resolution 1 is advisory only and is not binding on the Company or its Directors.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

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### 2. RESOLUTION 2 – RE-ELECTION OF GERARD MCMAHON

The Constitution of the Company requires that one third of the Directors retire by rotation at each annual general meeting of the Company. Gerard McMahon retires in accordance with the Constitution and, being eligible for re-election, offers himself for re-election at the Meeting.

Originally from Australia, Mr McMahon has been living and working in Hong Kong for 35 years and is currently Non-executive Director of two Hong Kong publicly listed companies. He is also a consultant to Asian Capital (Corporate Finance) Limited, a Hong Kong based corporate finance advisory firm.

Mr McMahon is admitted as a barrister in Hong Kong and New South Wales. His past experience includes extensive involvement in Hong Kong's Securities and Futures Commission as its Chief Counsel, Member and Executive Director. Mr McMahon is particularly specialised in Hong Kong company law, securities and banking law and takeovers and mergers regulations.

Mr McMahon is a director of Guangnan (Holdings) Limited (appointed 22 June 2000), a company listed on the Hong Kong Stock Exchange.

Mr McMahon is also a director of Indonesian Investment Fund Limited (appointed 10 December 2001), which is listed on the Irish Stock Exchange.

**APPOINTMENT OF PROXY  
ORIENTAL TECHNOLOGIES INVESTMENT LIMITED  
ABN 13 060 266 248**

**ANNUAL GENERAL MEETING**

I/We

being a Member of Oriental Technologies Investment Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of proxy

or failing the person so named or, if no person is named, the Chairman of the Annual General Meeting or the Chairman's nominee, 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 to be held commencing 10.30am on 27 May 2009 at the Library, Level 2, Union University & Schools Club, 25 Bent Street Sydney NSW 2000 and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of all of the resolutions.

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

This proxy is to be used in respect of all / \_\_\_\_\_% (*number*) of the Ordinary Shares I / we hold.

If you wish to indicate how your proxy is to vote, please place an "X" in the appropriate box beside each resolution below. If no indication is given on a resolution, the proxy may abstain or vote at his / her discretion. Proxies lodged in favour of the Chairman which do not include a vote will be used to vote in favour of the resolutions.

**Voting on Business of the Annual General Meeting**

I/We instruct my/our proxy to vote as follows (the resolutions are numbered as in the Notice of Annual General Meeting). To consider and, if thought fit, to pass, with or without amendment, the following resolutions as ordinary resolutions:

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Gerard McMahon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2009

By:

**Individuals and joint holders**

Signature

Signature

**Companies (affix common seal if appropriate)**

Director

Director/Company Secretary

APPOINTMENT OF PROXY  
ORIENTAL TECHNOLOGIES INVESTMENT LIMITED  
ABN 13 060 266 248

Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at a Meeting is entitled to appoint a proxy to attend and vote on behalf of that member.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
  - directors of the company;
  - a director and a company secretary of the company; or
  - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. 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
5. Where a proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. To vote by proxy, please complete and sign the proxy form enclosed:
  - (a) send the proxy form by post to Oriental Technologies Investment Limited, Level 12, 32 Martin Place, Sydney, NSW 2000; or
  - (b) by facsimile to the Company on facsimile number (61 2) 9231 3911,

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