



Oriental Technologies Investment Limited

澳大利亚东方科技投资有限公司

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Oriental Technologies Investment Limited ABN 13 060 266 248 (**Company**) will be held at The Union, University & Schools Club, Pioneers Room 1, Level 3, 25 Bent Street, Sydney NSW 2000, commencing 11am Sydney time on Wednesday 27 May 2015.

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Refer to the Explanatory Notes for further information on the proposed resolutions.

Thursday, 23 April, 2015

By order of the Board of Oriental Technologies Investment Limited

Ian Morgan
Company Secretary



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GENERAL BUSINESS

1. ACCOUNTS AND REPORTS

To receive and consider the financial statements and reports of the Company for the year ended 31 December 2014.

Note: There is no requirement for Shareholders to approve these reports.

The statutory annual report is available for Shareholders to access and download from www.orientech.com.au. If you would like to receive a hard copy of the statutory annual report free of charge you can contact Oriental Technologies Investment Limited by telephoning 61 2 9238 3988.

2. ADOPTION OF THE REMUNERATION REPORT

Resolution 1:

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

"That the Company adopt the Remuneration Report for the financial year ended 31 December 2014."

Notes:

- This Resolution is advisory only and does not bind the Company or the directors.
- The directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.
- The Chairman of the Meeting intends to vote all available proxies in favour of adopting the Remuneration Report.
- If 25% or more votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 calendar days at which all of the Company's directors must go up for re-election.

3. RE-ELECTION OF DIRECTOR

Resolution 2:

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

"That Gerard McMahon, a director retiring from office and eligible to be re-elected, be and is hereby elected as a director of the Company."

Notes:

- Mr McMahon has consented to be re-elected as a director of the Company.
- The non-candidate directors unanimously support the re-election of Mr McMahon.
- The Chairman of the meeting intends to vote undirected proxies in favour of Mr McMahon's re-election.



4. VOTING RIGHTS AND PROXIES

- A Shareholder entitled to attend and vote at the meeting has a right to appoint a proxy.
- This appointment may specify the proportion or number of votes that the proxy may exercise.
- The proxy need not be a Shareholder.
- A Shareholder may appoint not more than two proxies to attend and act for the Shareholder at a meeting of Shareholders. An appointment of proxy must be made by written notice to the Company:
 1. that complies with the Corporations Act and the ASX Listing Rules; and
 2. is in a form and mode, and is signed or acknowledged by the Shareholder in a manner, that is satisfactory to the Company's board.
- A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes that each proxy may exercise, each proxy may exercise half of the votes

The Chairman of the Meeting will vote all available proxies in favour of all proposed resolutions

5. VOTING EXCLUSIONS

Resolution 1

The Company will disregard any votes cast on Resolution 1 (remuneration report):

- by or on behalf of a member of the Key Management Personnel whose remuneration is disclosed in the Remuneration Report and any Closely Related Party of such a member; or
- as a proxy by a member of the Key Management Personnel or a Closely Related Party of such a member

unless the vote is cast as a proxy for a person who is entitled to vote on Resolution 1:

- in accordance with their directions of how to vote on the Proxy Form; or
- by the Chairman of the Meeting pursuant to an express authorization on the Proxy Form.

6. LODGING YOUR PROXY

Proxies must be sent by:

- Hand delivery to the Company's registered office at Level 12, 32 Martin Place Sydney NSW 2000;
- Post to Level 12, 32 Martin Place Sydney NSW 2000; or
- Facsimile to Oriental Technologies Investment Limited on facsimile number +61 2 9231 3911,

so that it is received not later than 11am Sydney time, Wednesday 25 May 2015.



7. DATE FOR DETERMINING HOLDERS OF SHARES

For the purposes of regulation 7.11.37 of the Corporations Act and ASX Settlement Operating Rule 5.6.1, the Directors have set End of Day on Monday 25 May 2015 as the time and date to determine holders of the Company's ordinary fully paid shares for the purposes of the Annual General Meeting.

Share transfers registered after that deadline will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

EXPLANATORY NOTES

1. FINANCIAL REPORTS

The Financial Statements, Directors' Report and Auditor's Report for the Company for the year ended 31 December 2014 will be laid before the meeting. There is no requirement for Shareholders to approve these reports. However, the Chairman of the meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the management of the Company.

Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the Auditor's Report.

2. REMUNERATION REPORT

The Remuneration Report of the Company for the financial year ended 31 December 2014 is set out in the Company's 2014 Annual Report which is available on the Company's website www.orientech.com.au

The Remuneration Report sets out the Company's remuneration arrangements for directors. The Chairman of the meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting. In addition, Shareholders will be asked to vote on the Remuneration Report.

The resolution is advisory only and does not bind the Company or its directors. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 calendar days at which all of the Company's directors must go up for re-election.

The Company encourages all Shareholders to cast their votes on Resolution 1 (Remuneration Report). Shareholders not attending the meeting may use the enclosed Proxy Form to lodge their vote by appointing a Proxy. Any undirected proxies held by the Chairman of the Meeting, other directors or other Key Management Personnel or any of their Closely Related Parties will not be voted on Resolution 1 (Remuneration Report), unless the vote is cast by the Chairman of the Meeting pursuant to an express authorization on the Proxy Form made by a Shareholder who is entitled to vote on Resolution 1.

Key Management Personnel of the Consolidated Entity are the directors of the Company, and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's Key Management Personnel for the financial year to 31 December 2014. Their Closely Related Parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control. If



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you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 (Remuneration Report) by marking either "For", "Against" or "Abstain" on the Voting Form for that item of business.

3. RE-ELECTION OF A DIRECTOR

Under ASX Listing Rule 14.4, a director must not hold office without re-election past the third annual general meeting following the director's appointment or three years, whichever is longer. A director who retires in accordance with these requirements is eligible for re-election.

Rule 3.6 of the Company's constitution requires at each annual general meeting:

- (a) one third (or if that is not a whole number, the whole number nearest to one third) of the Directors who are not:
 - (i) appointed, and required to retire, under rule 3.3 (Director appointed by the Board to fill a casual vacancy since the Company's last annual general meeting);
 - (ii) the Managing Director (or if there is more than one, the one (if any) nominated under rule 7.3(a) (Board may nominate one of them as the Managing Director to be exempted from retirement by rotation under rule 3.6 and may revoke the nomination at any time); or
 - (iii) Directors only because they are Alternates; and
- (b) subject to rule 7.2 (Managing Director is not required to retire and is not taken into account in determining the number of Directors to retire), any Director who would, if that Director remained in office until the next annual general meeting, have held that office for more than three years since last being elected or appointed,

must retire from office and are eligible for re-election.

Rule 3.7 of the Company's constitution requires subject to rule 3.4 (Director appointed to replace one removed from office by a simple majority of Shareholders must retire when the Director replaced would have been required to retire if not removed and is eligible for re-election) that the Directors to retire under rule 3.6 are those who have held office the longest since last being elected or appointed.

Accordingly, Mr McMahon is due to retire at the end of the meeting and offers himself for re-election to the Board.

Gerard McMahon

Non-Executive Chairman of Directors

Chairman of the Audit Committee

Originally from Australia, Mr McMahon has been living and working in Hong Kong for over 35 years and is currently Non-executive Director of three 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



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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 Chairman of Tanami Gold NL (appointed director on 23 April 2013), a company listed on the Australian Securities Exchange.

Mr McMahon is also a non-executive director of Guangnan (Holdings) Limited (appointed 22 June 2000), a company listed on the Hong Kong Stock Exchange; and Indonesian Investment Fund Limited (appointed 10 December 2001), which is listed on the Irish Stock Exchange.

4. GLOSSARY

- **AGM or Annual General Meeting** means the Company's annual general meeting to be held at The Union, University & Schools Club, Pioneers Room 1, Level 3, 25 Bent Street, Sydney NSW 2000, commencing 11am Sydney time on Wednesday 27 May 2015 and notified to Shareholders by this Notice.
- **ASX** means ASX Limited ABN 98 008 624 691
- **ASX Listing Rules** means the listing rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the Official List of the ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.
- **ASX Settlement** means ASX Settlement Pty Ltd ABN 49 008 504 532.
- **Board or Board of Directors** means the board of Directors of the Company.
- **Closely Related Party** of a member of the Key Management Personnel means:
 - (a) a spouse or child of the member;
 - (b) a child of the member's spouse;
 - (c) a dependent of the member or the member's spouse;
 - (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
 - (e) a company the member controls; or
 - (f) a person prescribed by the Corporations Regulations 2001 (Cth).
- **Company** means Oriental Technologies Investment Limited ABN 13 060 266 248.
- **Consolidated Entity** means the Company together with all the entities it is required by the accounting standards to include in consolidated financial statements.
- **Constitution** means the constitution of the Company, as amended from time to time.
- **Corporations Act** means the *Corporations Act 2001 (Commonwealth)*.



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- **Directors' Report** means the Company's directors' report for the year ended 31 December 2014, as required by the Corporations Act.
- **End of Day** means on any trading day, 7.00pm Sydney time or such other time as ASX Settlement may from time to time determine.
- **Explanatory Notes** means the notes included in the Notice which convened this meeting.
- **Key Management Personnel** are those persons having authority and responsibility for planning, directing and controlling the activities of the Consolidated Entity, directly or indirectly, including any director (whether executive or otherwise) of the Consolidated Entity.
- **Notice** means this notice of Annual General Meeting.
- **Remuneration Report** means the remuneration report which forms part of the Directors' Report.
- **Shareholder** means a shareholder of the Company.

5. REGISTERED OFFICE:

Oriental Technologies Investment Limited ABN 13 060 266 248

Level 12, 32 Martin Place Sydney NSW 2000

Telephone: +61 2 9238 3988

Facsimile: + 61 2 9231 3911

www.orientech.com.au



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PROXY FORM

STEP 1 APPOINT A PROXY

I/We, _____(insert name(s) / address)

being a member/s of Oriental Technologies Investment Limited (**Company**) and entitled to attend and vote hereby appoint:

the **Chairman** (mark box)

OR if you are **NOT** appointing the Chairman as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman, as my/our proxy at the General Meeting of Oriental Technologies Investment Limited to be held at The Union, University & Schools Club, Pioneers Room 1, Level 3, 25 Bent Street, Sydney NSW 2000, commencing 11am Sydney time on Wednesday 27 May 2015 and at any adjournment of that meeting, to act 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.

The Chairman intends to vote undirected proxies in favour of each of the items of business.

The Chairman is authorised to exercise proxies on the Remuneration Report (Resolution 1): If I/we have appointed the Chairman as my/our proxy or the Chairman becomes my/our proxy by default, by signing and submitting this form I/we expressly authorise the Chairman to exercise my/our proxy in respect of Resolution 1 (except where I/we have indicated a different voting intention below), even though Resolution 1 is connected directly or indirectly with the remuneration of members of Key Management Personnel of the Consolidated Entity.

If you have appointed the Chairman as your proxy (or the Chairman becomes your proxy by default), and you wish to give the Chairman specific voting directions on an item, you should mark the appropriate box/es opposite those items in step 2 below (directing the Chairman to vote for, against or to abstain from voting). 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.



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PROXY FORM

STEP 2 VOTING DIRECTIONS

* 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 calculating the required majority if a poll is called.

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

I/We instruct my/our proxy to vote as follows (the resolutions are numbered as in the Notice of Annual General Meeting):

	For	Against	Abstain
To consider and, if thought fit, to pass, with or without amendment, the following resolutions:			
Resolution 1 To adopt the Remuneration Report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 To re-elect Mr Gerard McMahon as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

(insert name(s) / address)

Dated: _____ 2015

Individuals and joint holders

Signature
Signature

Companies (affix common seal if appropriate)

Director
Director/Company Secretary



Instructions for Completing Proxy Form

1. A Shareholder entitled to attend and vote at a Shareholders' meeting is entitled to appoint a proxy to attend and vote on behalf of that Shareholder.
 2. You should direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on one item, your vote on that item will be invalid.
 3. Any undirected proxies held by the Chairman of the Meeting, other directors or other Key Management Personnel or any of their Closely Related Parties will not be voted on Resolution 1 (Remuneration Report), unless the vote is cast by the Chairman of the Meeting pursuant to an express authorization on the Proxy Form made by a Shareholder who is entitled to vote on Resolution 1.
 4. Key Management Personnel of the Consolidated Entity are the directors of the Company, and those other persons having authority and responsibility for planning, directing and controlling the activities of the Consolidated Entity, directly or indirectly. The Remuneration Report identifies the Consolidated Entity's Key Management Personnel for the financial year to 31 December 2014. Their Closely Related Parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.
 5. A duly appointed proxy need not be a Shareholder. This form should be signed by the Shareholder. If a joint holding, either Shareholder may sign. If signed by the Shareholder's attorney, the power of attorney must have been previously noted by the Company or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the Shareholder's constitution and the Corporations Act.
 6. 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.
 7. 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.
 8. 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.
 9. 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.
 10. To vote by proxy, please complete and sign the proxy form enclosed and send the proxy form by:
 - Hand delivery to the Company's registered office at Level 12, 32 Martin Place Sydney NSW 2000;
 - Post to Level 12, 32 Martin Place Sydney NSW 2000; or
 - Facsimile to Oriental Technologies Investment Limited on facsimile number +61 2 9231 3911,so that it is received not later than 11am Sydney time, Wednesday 25 May 2015.
- Proxy forms received later than this time will be invalid.**
11. Chapter 2C of the Corporations Act requires information about you as a Shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold securities. Information is collected to administer your shareholding and if some or all of the information is not collected then it might not be possible to administer your shareholding. You can access your personal information by contacting the Company at the address or telephone number shown on this form.



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APPOINTMENT OF CORPORATE REPRESENTATIVE

Pursuant to Section 250D of the Corporations Act

(ABN/ACN/ARBN _____)

(Insert name of Shareholder/Body Corporate & ACN/ARBN)

Hereby Authorises

(Insert name of appointee)

- (*). 1. To act as the Company's representative at all General Meetings of Oriental Technologies Investment Limited ABN 13 060 266 248.
- (*). 2. To act as the Company's Representative at the Annual General Meeting to be held at The Union, University & Schools Club, Pioneers Room 1, Level 3, 25 Bent Street, Sydney NSW 2000, commencing 11am Sydney time on Wednesday 27 May 2015 and any adjournment to that meeting.

Dated this _____ day of _____ 2015

Executed by the corporation in accordance with its Constitution/Section 127 of the Corporations Act in the presence of:

(*). Director

(*). Director/Secretary

Affix Common Seal here (optional)

(*). Sole Director & Sole Secretary

(). Delete if not applicable*

This authority may be sent to the registered office or share registry office of the Company in advance of the meeting as set out in the Notice of Annual General Meeting which this appointment accompanies or handed in at the Annual General Meeting when registering as a company representative. In either case, the authority will be retained by the Company.



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