
ORH LIMITED

ACN 077 398 826

NOTICE OF 2020 ANNUAL GENERAL MEETING

Notice is given that a virtual Meeting will be held at:

TIME: 11.00am (WST)

DATE: Friday, 8 January 2021

The business of the Meeting affects your shareholding and your vote is important.

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.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00pm (WST) on Wednesday, 6 January 2021.

ORH Limited
ACN 077 398 826

Chairman's Letter

Dear Shareholders

The Company is pleased to be holding its 2020 Annual General Meeting virtually to provide the opportunity for all shareholders to attend.

During the last few years ORH has focused on diversifying its product offering to new and existing customers by manufacturing new types of trucks and trailers and by initiating new services and operational changes for cost reduction. The Group has built a reputation for its ability to design and manufacture a range of customisable Mining, Civil, Government, Transport and Waste Management vehicles. The Group continues to strive to be a one-stop shop for customers; to purchase new vehicles, service them and resell them as used trucks.

There have been challenges over the years with a fire in August 2019 in the Hazelmere Assembly workshop, COVID-19 pandemic and previous downturns in the construction and mining industries having affected the business and resulting in the requirement to finance the Group's operations. Whilst the business continues to operate, it is overburdened with debt. As at 30 June 2020 the Group had approximately \$10m in current liabilities, excluding lease liabilities. Of this amount, almost \$3m was owing in related party trade and other payables (which include fees and salaries owing to directors) and related party borrowings. The related party borrowings of almost \$1m relates to funds loaned by the Directors to the Group which are unsecured, bear interest and are repayable on demand. No interest has been charged on these loans since they were made between 2012 and 2015.

ORH must reduce its debt such that its business can sustain the operations and support growth for the future. In addition, the high dependency on the mining industry is a challenge to the Group's future. Directors are also seeking to receive funds for amounts owing.

Your directors are currently seeking solutions to decrease the amount of liabilities carried on the balance sheet, including options to discharge loans, repay funding provided by directors and raise finance to reduce the amount of Group liabilities. The re-structure of the balance sheet with less debt will allow the Group to focus on:

- Expanding its product portfolio offering to existing industries, in order to increase market share and penetration, relying on high quality products.
- Expanding its market to other industries that might have the need for the Group's products and reduce the high dependency on the mining industries.
- Exploring the possibility of new business niches that are related to the Group's core activity of trucks manufacturing.
- Exploring the possibility for the distribution of new product lines in Australia.
- Increasing market share in the used trucks sales segment.

Your Directors are working through potential solutions to reduce the Group's debt and its strategy for the future and will keep shareholders informed of progress.

Yours faithfully

Domenic Martino
Chairman

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2020 together with the declaration of the directors, the director's report and the auditor's report.

2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – MR BOELIO MULIADI

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

“That, for the purpose of clause 3.6 of the Constitution and for all other purposes, Mr Boelio Muliadi, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

Dated: 10 December 2020

By order of the Board

Domenic Martino
Chairman

IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the 2020 Annual General Meeting ("Meeting") will be held virtually at 11.00am (WST) on Friday, 8 January 2021.

Access to the meeting is via www.advancedshare.com.au/virtual-meeting using the Meeting ID and Shareholder ID on the proxy form to login to the website.

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

Terms and abbreviations used in the Notice are defined in the Glossary.

Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4.00pm (WST) on Wednesday, 6 January 2021.

Participating in the Meeting online

Voting can occur during the meeting via www.advancedshare.com.au/virtual-meeting using the Meeting ID and Shareholder ID on the proxy form to login to the website.

Attending the Meeting online enables Shareholders to listen to the Meeting live and to view presentation slides and proxy results whilst the Meeting is in progress. All shareholders will have a reasonable opportunity to ask questions during the Meeting via the online platform.

All resolutions at the Meeting will be decided on a poll. Shareholders are therefore strongly encouraged to lodge directed proxies in advance of the Meeting.

Proxy Appointment and Voting Instructions

Proxy Form

Shareholders are strongly encouraged to vote by proxy. To vote by proxy, please complete the relevant enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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 Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

If you wish to appoint the Chair as your proxy, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chair, please write the full name of that person on the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chair will be your proxy. A proxy need not be a Shareholder of the Company.

All resolutions at the Meeting will be decided on a poll. Shareholders are therefore strongly encouraged to lodge directed proxies in advance of the Meeting.

Corporate Shareholders

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:

- two 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.

Corporate Representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry before the Meeting.

Votes on Resolutions

You may direct your proxy how to vote by placing a mark in the 'FOR', 'AGAINST' or 'ABSTAIN' box opposite the Resolution. All your votes will be cast in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolutions by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the Resolutions, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

As proxies will not be able to physically attend the Meeting, Shareholders are encouraged to consider appointing the Chair as their directed proxy for this Meeting, or otherwise complete the directions for each resolution on the Proxy Form. You can direct your proxy to vote "For", "Against" or "Abstain" from voting on, a resolution by marking the appropriate box in the enclosed Proxy Form.

Chair Voting Undirected Proxies

If the Chair is your proxy, the Chair will cast your votes in accordance with your directions on the Proxy Form. If you do not mark any of the boxes on the Resolutions, then you expressly authorise the Chair to vote your undirected proxies at his/her discretion.

As at the date of this Notice, the Chair intends to vote undirected proxies FOR each of the Resolutions. In exceptional cases the Chair's intentions may subsequently change and in this event, the Company will make an announcement on its website.

Voting Eligibility – Snapshot Date

The Company may specify a time, not more than 48 hours before the Meeting, at which a “snapshot” of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Meeting.

The Directors have determined that all Shares of the Company that are registered at 4.00pm (WST) on Wednesday, 6 January 2021 shall, for the purpose of determining voting entitlements at the Meeting, be taken to be held by the persons registered as holding the Shares at that time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Defined terms

Capitalised terms used in the Notice and the Explanatory Statement are defined in the Glossary.

Questions from Shareholders

Shareholders may submit questions that relate to the formal items of business in the Notice in advance of the Meeting to the Company. Should you have any questions, these can be submitted in advance of the Meeting via the portal (www.advancedshare.com.au/virtual-meeting) from 11 December 2020.

As required under section 250PA of the Corporations Act, the Company will make available at the Meeting those questions directed to the Auditor received in writing at least 5 business days prior to the Meeting, being questions which the Auditor considers relevant to the content of the Auditor’s report or the conduct of the audit of the annual financial report for the year ended 30 June 2020. The Chair will allow a reasonable opportunity for the Auditor to respond to the questions set out on this list.

Questions Regarding the Notice of Meeting

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 2 8823 3179.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2020 together with the declaration of the directors, the directors' report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available from the Company's website (orh.net.au/investors), registered office, Level 5, 56 Pitt Street, Sydney NSW 2000, telephone +61 2 8319 9299, or by contacting the Company Secretary on +61 2 8823 3179.

2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – MR BOELIO MULIADI

2.1 General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Boelio Muliadi, who has served as a Director since 23 April 2015 and who was last re-elected at the 2017 Annual General Meeting held on 27 September 2018, retires by rotation and seeks re-election.

2.2 Qualifications and other material directorships

Mr. Muliadi is a resident of Indonesia and has a degree in Business Administration and Finance from the University of Washington, Seattle USA. Mr. Muliadi has had a diverse career, which has included businesses in the property development, retail chain, manufacturing, food and beverage, aircraft leasing, agricultural and healthcare industries.

Mr. Muliadi is a director of Indonesia Stock Exchange listed company PT. Cakra Mineral Tbk. PT Cakra Mineral Tbk is a manufacturer and exporter of iron ore and metal zircon sand. The company has integrated mining business segments ranging from exploration, mining and processing to marketing.

2.3 Board recommendation

The Board supports the re-election of Mr Boelio Muliadi and recommends that Shareholders vote in favour of Resolution 1.

GLOSSARY

\$ means Australian dollars.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day and Boxing Day.

Chair means the chair of the Meeting.

Company means ORH Limited (ACN 077 398 826).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

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