



## ASX ANNOUNCEMENT 30 September 2005

### Notice of General Meeting of Shareholders

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30 September 2005  
[High Grade Rock Chip Results](#)

23 September 2005  
[Placement of Shares in Oropa](#)

22 September 2005  
[Drilling to commence](#)

5 September  
[Fundraising](#)

#### CORPORATE

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ABN: 77 009 241 374

#### BOARD OF DIRECTORS

Brian Hurley-	Chairman
Philip Christie-	Director
Rod Murchison-	Non-Executive Director
Bruce Tomich-	Non-Executive Director

ASX Code: ORP



Please find attached a copy of the Notice of a General Meeting of the shareholders of Oropa Limited to be convened at 11:00am on Monday 31 October 2005 at the Windsor Hotel, South Perth.

The Notice of General Meeting, Proxy Form and Explanatory Memorandum are being despatched to the Company's shareholders today.

Please do not hesitate to contact our office if further information is required.

Yours faithfully,  
**OROPA LIMITED**

**PHILIP C CHRISTIE**  
Director

Encl.

**OROPA LIMITED**

**ACN 009 241 374**

**NOTICE OF GENERAL MEETING**

**PROXY FORM**

**AND**

**EXPLANATORY MEMORANDUM**

**DATE OF MEETING**

**Monday, 31 October 2005**

**TIME OF MEETING**

**11.00 am**

**PLACE OF MEETING**

The Windsor Hotel  
112 Mill Point Road, South Perth, Western Australia

**OROPA LIMITED**  
**ACN 009 241 374**

**NOTICE OF GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a General Meeting of the shareholders of Oropa Limited ("**Company**") will be held at the Windsor Hotel, 112 Mill Point Road, South Perth, Western Australia, on Monday, 31 October 2005 at 11.00am Western Standard Time for the purpose of transacting the following business.

An Explanatory Memorandum containing information in relation to each of the following Resolutions accompanies this Notice of General Meeting.

**AGENDA**

**BUSINESS**

**Resolution 1 – Ratification of Placement – Tranche 1**

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

*"That, pursuant to and in accordance with Listing Rule 7.4 of the Listing Rules of the Australian Stock Exchange Limited and for all other purposes, the Company approve and ratify the issue of 84,300,000 fully paid ordinary shares in the capital of the Company at an issue price of 1.2 cents each to the persons noted in the Explanatory Memorandum accompanying this Notice of General Meeting".*

The Company will disregard any votes cast on Resolution 1 by any person who participated in the issue and any person associated with those persons. However, the Company need not disregard a vote if it is cast by a person as 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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**Resolution 2 – Approval of Placement – Tranche 2**

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

*"That, pursuant to and in accordance with Listing Rule 7.1 of the Listing Rules of the Australian Stock Exchange Limited and for all other purposes, the Directors be authorised to allot and issue 36,666,666 fully paid ordinary shares in the capital of the Company at an issue price of 1.2 cents each to the persons noted in the Explanatory Memorandum accompanying this Notice of General Meeting."*

The Company will disregard any votes cast on this Resolution 2 by any person who may participate in the issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, or any associate of those persons. However, 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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### **Resolution 3 – Consolidation of Capital**

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

*"That, pursuant to and in accordance with section 254H of the Corporations Act and the Company's Constitution and for all other purposes, with effect from the date being the day following the allotment and issue of fully paid ordinary shares the subject of Resolution 2:*

- (a) the then issued capital of the Company be consolidated on the basis that every 10 fully paid ordinary shares in the capital of the Company be consolidated into one fully paid ordinary share; and*
- (b) where the number of shares held by a member of the Company as a result of the consolidation effected by paragraph (a) of this Resolution includes any fraction of a share, that fraction be cancelled and extinguished."*

#### ***For the purposes of the Resolutions:***

*"Company" means Oropa Limited ACN 009 241 374;*

*"Constitution" means the constitution of the Company;*

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

*"Directors" means the directors of the Company.*

By order of the Board



Mr Dean Calder  
Company Secretary  
Dated: 30 September 2005

#### **PROXIES**

- Votes at the general meeting may be given personally or by proxy, attorney or representative.
- A shareholder entitled to attend and vote at the above meeting may appoint not more than two proxies to attend and vote at this meeting. Where more than one proxy is appointed, each proxy must be appointed to represent a specified 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.
- A proxy may but need not be a shareholder of the Company.

- The instrument appointing the proxy must be in writing, executed by the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, either under seal or under hand of an officer of his attorney duly authorised.
- The instrument of proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged by person, post, courier or facsimile and reach the Registered Office of the Company at least 48 hours prior to the meeting. For the convenience of shareholders a Proxy Form is enclosed.

For the purposes of Regulation 7.11.37 of the Corporations Regulations, the Company determines that members holding ordinary shares at 5.00 pm Western Standard Time on 29 October 2005 will be entitled to attend and vote at the General Meeting.

**OROPA LIMITED**  
**ACN 009 241 374**

**EXPLANATORY MEMORANDUM**

This Explanatory Memorandum is intended to provide shareholders in Oropa Limited ("**Company**") with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

The following information should be noted in respect of the various matters contained in the accompanying Notice of General Meeting:

**Resolutions 1 and 2 – Placement**

On 23 September 2005, the Company announced that it has raised \$1,452,560 via a placement of a total of 120,966,666 fully paid ordinary shares to offshore institutions, local institutions and sophisticated investors. Due to regulatory requirements, the placement will be undertaken in two tranches as follows:

***Tranche 1 – unconditional***

A total of 84,300,000 shares were issued on or about 28 September 2005 at an issue price of 1.2 cents per Share raising \$1,011,600 before costs. This issue was completed utilising the Company's 15% capacity; and

***Tranche 2 – conditional***

Subject to shareholder approval, a total of 36,666,666 shares will be issued at an issue price of 1.2 cents per Share, raising a total of \$440,000.

The funds raised from the Tranche 1 and Tranche 2 placement will be used to undertake regional work at a number of high priority targets located in the southern block of the Pungkut gold project in Sumatra, Indonesia, specifically Tambang Ubi and Tambang Hitam prospects.

***Listing Rule 7.4***

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval, provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The effect of such a ratification is to restore a company's maximum discretionary power to issue further shares up to 15% of the issued capital of the company without requiring shareholder approval.

Resolution 1 has been included so that shareholders may approve and ratify pursuant to Listing Rule 7.4 the allotment and issue on or about 28 September 2005, of 84,300,000 shares to a number of offshore institutional investors and local institutional and sophisticated investors.

The Company wishes to ratify this issue pursuant to Listing Rule 7.4, in order to allow the Company to have the right to place up to a further 15% of its issued capital at any time during the next 12 months. The information required to be given to shareholders pursuant to Listing Rule 7.5 is contained in this Explanatory Memorandum.

### ***Listing Rule 7.1***

Listing Rule 7.1 provides that a listed company may not issue securities in any 12 month period where the total number of securities to be issued exceeds 15% of the number of fully paid ordinary securities on issue 12 months before the date of issue, except with the prior approval of members of the company in general meeting of the terms and conditions of the proposed issue or where the issue is pro rata to all shareholders in accordance with their existing shareholdings.

Resolution 2 has been included so that shareholders may approve pursuant to Listing Rule 7.1 the issue of 36,666,666 shares at an issue price of 1.2 cents per Share to raise \$440,000.

The following information is provided to shareholders for the purposes of Listing Rule 7.3:

1. the maximum number of Shares to be issued under Resolution 2 is 36,666,666;
2. the Shares will be issued on a date and no later than 3 months after the date of this General Meeting or such later date as approved by ASX;
3. the Shares will be issued at an issue price of 1.2 cents per Share to raise a total of \$440,000;
4. the allottees will be offshore institutional investors and local institutional and sophisticated investors; and
5. the Shares to be issued are fully paid ordinary shares which rank pari passu with existing shares.

### **Resolution 3 – Consolidation of Capital**

Resolution 1 seeks shareholder approval to, after the allotment of Shares the subject of Resolution 2, consolidate the Company's issued share capital by consolidating every 10 existing shares into one new Share, thereby reducing the total number of Shares on issue. Assuming all the Shares the subject of Resolutions 1 and 2 are issued at the time of consolidation, the Company will have 682,268,349 Shares on issue which will, upon the consolidation taking effect, consolidate into approximately 68,224,000 Shares (fractions rounded down).

The effect of the consolidation will be that each member's shareholding will be reduced to approximately one tenth of its present level (fractions of a Share resulting from the consolidation being rounded down). Each member's proportionate interest in the Company's share capital will, however, remain unchanged as a result of the consolidation.

### ***Implementation of Consolidation***

The consolidation will take effect on the date being the day after the allotment of Shares the subject of Resolution 2 ("**Effective Date**"). The date of allotment of Shares the subject of Resolution 2 will be notified to ASX but is expected to be the day of, or as soon as possible following the day of this meeting.

As from the day which is 5 business days after the Effective Date, the Company may not register transfers on a pre-consolidation basis. In the case of certified holdings, this is the last day for the Company to accept transfers accompanied by certificates issued before the consolidation.

The Company will send a notice to all shareholders, not earlier than the 6<sup>th</sup> business day after the Effective Date and not later than the 10<sup>th</sup> business day after the Effective Date advising of the number of Shares held by each shareholder both before and after the consolidation.

Uncertificated security holding statements or certificates (as applicable) for the Shares following the Effective Date will be delivered by the Company to shareholders not earlier than the 6<sup>th</sup> business day after (but not including) the Effective Date and not later than the 10<sup>th</sup> business day after (but not including) the Effective Date.

The Company will, from the date which is 6 business days after the Effective Date, reject transfers accompanied by a certificate that was issued before the consolidation.

Where a shareholder has sold their Shares in the Company prior to the consolidation of Shares and the Company receives a valid transfer executed by the shareholder for those Shares, the Company will send an uncertificated security holding statement for the new Shares (in respect to the Shares) to the transferee named in the transfer.

### ***Fractional Entitlements***

The capital consolidation will result in any shareholder whose existing holding is not a multiple of ten receiving a fraction of a Share. These fractional entitlements will be rounded down as part of the consolidation, so that the consolidated holding will be rounded down to the nearest whole number.

## **GLOSSARY**

"**ASX**" means Australian Stock Exchange Limited (ABN 98 008 624 691);

"**Directors**" means the directors of the Company;

"**Company**" and "**Oropa**" means Oropa Limited ACN 009 241 374;

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

"**Listing Rules**" means the Listing Rules of ASX;

"**Notice**" means the notice of meeting which accompanies this Explanatory Memorandum;

and

"**Shares**" means fully paid ordinary shares in the Company.



**OROPA LIMITED  
ACN 009 241 374  
PROXY FORM**

The Company Secretary  
Oropa Limited  
Address: 25 Charles Street  
SOUTH PERTH WA 6151  
Facsimile: +61 8 9368 4522

I/We (name of shareholder) \_\_\_\_\_  
of (address) \_\_\_\_\_  
being a member/members of Oropa Limited (“**Company**”) hereby appoint  
(name) \_\_\_\_\_  
of (address) \_\_\_\_\_  
and/or failing him (name) \_\_\_\_\_  
of (address) \_\_\_\_\_  
or failing that person then the Chairman 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 at the Windsor Hotel, 112 Mill Point Road, South Perth, Western Australia on Monday, 31 October 2005 at 11.00am Western Standard Time and at any adjournment of the meeting.

*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 – Ratification of Placement – Tranche 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Approval of Placement – Tranche 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Consolidation of Capital	<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.

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 Resolutions 1 and 2 and votes cast by him  
other than as proxy holder will be disregarded because of that interest. The Chairman  
intends to vote in favour of Resolutions 1 and 2 in relation to undirected proxies.

*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*

*If the shareholder is an individual or joint holders:*

Signature: \_\_\_\_\_ Name: \_\_\_\_\_

*If the shareholder is a company:*

Affix common seal (if required by Constitution)

\_\_\_\_\_  
Director Sole Director/Secretary

Dated 2005. Telephone: ( )

## INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this General Meeting as the shareholder's proxy. A proxy need not be a shareholder of the Company.
2. 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. 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 either in accordance with the Constitution of the company or under the hand of an officer of the company or its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by all of the joint shareholders, personally or by a duly authorised attorney.
4. 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. To be effective, forms to appoint proxies must be received by the Company no later than 48 hours before the time appointed for the holding of this General Meeting (that is by 11.00am Western Standard Time on 29 October 2005 by post or facsimile to the respective addresses stipulated in this proxy form).
6. 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 Chairman, the proxy must vote on a poll and must vote that way, and
  - (d) if the proxy is not the Chairman, 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.

7. The Chairman intends to vote in favour of all the resolutions set out in the Notice.