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General Meeting

6 July 2006



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Welcome & Introduction

John Watson AM
Chairman

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Chairman's Address

John Watson AM
Chairman

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Business

**John Watson AM
Chairman**

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Approval of the Buy-back

Proposed resolution 1:

That, for the purposes of section 257D of the Corporations Act 2001 (Cth) and ASX Listing Rule 10.1 and for all other purposes, the following be approved:

- (a) the terms of the Buy-back Agreement dated 9 May 2006 between Orica Limited, Orica IC Assets Pty Ltd and the Company, a copy of which is tabled at the meeting and signed by the Chairman for the purposes of identification and details of which are set out in the Explanatory Memorandum accompanying the Notice of General Meeting; and

Approval of the Buy-back

Proposed resolution 1 (continued):

- b) the selective buy-back of 7,857,142 fully paid ordinary Shares by the Company from Orica IC Assets Pty Ltd upon the terms of and subject to the conditions set out in the Buy-back Agreement.

Proxy Votes by Resolution

Description of resolution	For	Against	Open
Approval of the Buy-back	25,758,216	30,466	427,207

% of votes in favour **98.25%**

These figures relate to proxies lodged 48 hours before the meeting.

Adoption of New Constitution

Proposed resolution 2:

That, for the purpose of section 136 of the Corporations Act 2001 (Cth) and for all other purposes and with effect from the date on which this resolution is passed, the existing Constitution be repealed and that the replacement Constitution, in the form tabled at this meeting and signed by the Chairman for the purposes of identification, be approved and adopted as the Constitution of the Company.

Proxy Votes by Resolution

Description of resolution	For	Against	Open
Adoption of New Constitution	25,548,877	28,010	491,825

% of votes in favour **98.01%**

These figures relate to proxies lodged 48 hours before the meeting.

Closure of Meeting

John Watson AM
Chairman



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