

Form **605**
Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme **ORION EQUITIES LIMITED (OEQ)**

ACN/ARSN **77 000 742 843**

1. Details of substantial holder ⁽¹⁾

Name	ACN / ABN
FAROOQ KHAN (F KHAN)	
ISLAND AUSTRALIA PTY LTD (ISLAND)	A.C.N. 073 447 300

There was a change in the interests of the substantial holders on: 27 April 2012
 The previous notice was given to the company on: 26 October 2010
 The previous notice was dated: 26 October 2010

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest ⁽²⁾ of the substantial holder or an associate ⁽³⁾ in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company are as follows:

Date of change	Person whose relevant interest changed	Nature of change ⁽⁴⁾	Consideration given in relation to change ⁽⁵⁾	Class ⁽⁶⁾ and number of securities affected	Person's votes affected
27 April 2012	F KHAN	F KHAN ceased to have a greater than 20% voting power in QUE and accordingly, has ceased to have a deemed relevant interest in the OEQ shares in which QUE has a relevant interest pursuant to section 608(3)(a) of the Corporations Act	Not applicable	9,063,153	9,063,153

Note:

- (a) QUE is a legal, beneficial and registered holder of 9,063,153 shares in OEQ;
- (b) F KHAN (and associated companies named in (1)) were taken under section 608(3)(a) of the Corporations Act to have a relevant interest in the OEQ shares in which QUE has a relevant interest by reason of having a >20% voting power in QUE;
- (c) SKIN-PLEX and ESSENTIAL EARTH were associated companies named in (1) in the previous notice as they held shares in QUE; On 14 June 2011, both these companies disposed all of their shares in QUE to F KHAN.

3. Changes in association

The persons who have become associates ⁽²⁾ of, ceased to be associates of, or have changed the nature of their association ⁽⁷⁾ with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

4. Addresses

The addresses of persons named in this form are as follows:

Name	Address
ORION EQUITIES LIMITED ABN 77 000 742 843 (OEQ)	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000
F KHAN	C/- Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000
ISLAND	C/- Attewells Accountants, Unit 9, Settlers Court, 123B Avon Terrace, York, WA 6302
Skin-Plex Laboratories Pty Ltd (A.C.N. 009 424 560) (SKIN- PLEX)	C/- Attewells Accountants, Unit 9, Settlers Court, 123B Avon Terrace, York, WA 6302
The Essential Earth Pty Ltd (A.C.N. 009 029 305) (ESSENTIAL EARTH)	C/- Attewells Accountants, Unit 9, Settlers Court, 123B Avon Terrace, York, WA 6302
QUESTE COMMUNICATIONS LTD ABN 58 081 688 164 (QUE)	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000

Signature

sign here

print name FAROOQ KHAN

Date 30 April 2012

capacity Personally and as Director of ISLAND

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.