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27 June 2012

The Manager
Company Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000



Dear Sir/Madam

Takeover bid by Australia Conglin International Investment Group Pty Ltd for Orion Metals Limited – Extension of the offer period

We act for Australia Conglin International Investment Group Pty Ltd ACN 133 767 665 ("**Conglin**") and **attach** the following documents in relation to its off-market takeover bid to acquire up to 100% of the ordinary shares in Orion Metals Limited ACN 096 142 737 ("**Offer**"):

- (a) a second supplementary bidder's statement given under section 643 of the *Corporations Act 2001* (Cth) ("**Corporations Act**");
- (b) a Notice of Variation extending the Offer period pursuant to section 650D of the *Corporations Act*; and
- (c) a notice stating the new date for giving notice of the status of the conditions under the Offer pursuant to section 630(2)(b) of the *Corporations Act*.

Should you have any queries please contact Simon Brown on (07) 3259 7153 or Ben Warne on (07) 3259 7471.

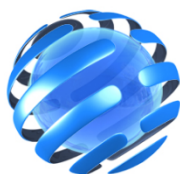
Yours faithfully



Ashurst Australia

This document is a supplementary bidder's statement given under section 643 of the Corporations Act 2001 (Cth). It is the second supplementary statement ("**Second Supplementary Bidder's Statement**") issued by Conglin International Investment Group Pty Ltd ACN 133 767 665 ("**Conglin**") in relation to its off-market takeover bid to acquire up to 100% of the ordinary shares in Orion Metals Limited ACN 096 142 737 ("**Orion**") ("**Offer**").

This Second Supplementary Bidder's Statement supplements, and should be read together with, Conglin's bidder's statement dated 8 June 2012 (the "**Bidder's Statement**") and the first supplementary bidder's statement dated 22 June 2012 ("**First Supplementary Bidder's Statement**"). Unless the context requires otherwise, terms defined in the Bidder's Statement and the First Supplementary Bidder's Statement have the same meaning in this Second Supplementary Bidder's Statement. A copy of this Second Supplementary Bidder's Statement was lodged with ASIC on 27 June 2012. Neither ASIC nor any of its officers take any responsibility for the contents of this Second Supplementary Bidder's Statement.



CONGLIN INVESTMENT GROUP

AUSTRALIA CONGLIN INTERNATIONAL INVESTMENT GROUP PTY. LTD.

27 June 2012

Dear Orion Shareholder

Takeover bid by Australia Conglin International Investment Group Pty Ltd for Orion Metals Limited

1. Ultimate Transaction

On 22 June 2012, the Board of Orion announced that the Annual General Meeting of Orion, which was scheduled to be held at 11.00 am on Friday 22 June 2012, would be postponed until 11.00 am Wednesday 4 July 2012 ("**Postponed AGM**"). The business to be transacted at the Postponed AGM remains unchanged, including that Orion will continue to seek shareholder approval for the issue of up to 15,956,421 Orion Shares to the shareholders of Ultimate Resources Pty Ltd ACN 128 784 001 ("**Ultimate**") at the Postponed AGM on the terms set out in Orion's notice of annual general meeting dated 22 May 2012 ("**Ultimate Transaction**").

Conglin confirms that if the Ultimate Transaction is approved at the Postponed AGM and Orion Shares are subsequently issued under the terms of the Ultimate Transaction, Conglin will not rely on such issue of shares as the basis for determining that any of the defeating conditions set out in section 7.9 of the Bidder's Statement, including sections 7.9(b)(iv), 7.9(f) and 7.9(j)(ii), were not fulfilled.

Notwithstanding the above, Conglin, which is Orion's largest shareholder with a relevant interest in 25.56% of the Orion Shares (as at the date immediately preceding the date of this Second Supplementary Bidder's Statement), is not supportive of, and intends to vote against, the Ultimate Transaction at the Postponed AGM.

This Second Supplementary Bidder's Statement also amends the First Supplementary Bidder's Statement by replacing the reference to "clause 7.2(j)(ii)" with "clause 7.9(j)(ii)".

2. Extension of Offer Period

Conglin has extended the Offer Period. The Offer is now scheduled to close at 7:00pm (Sydney time) on 19 July 2012 (unless further extended).

Attached with this Second Supplementary Bidder's Statement is a formal notice in relation to the extension.

3. Orion directors continue to support Offer

The directors of Orion continue to recommend to Orion shareholders that in the absence of a superior offer, they accept the Offer for all or part of their Orion Shares and, in the absence of a superior offer, intend to accept the Offer for at least a substantial proportion of their Orion Shares.

4. Information Line

To obtain further information about the Offer, Orion shareholders should refer to the Bidder's Statement, the First Supplementary Bidder's Statement and the target's statement which was distributed by Orion to its shareholders on 15 June 2012. Orion shareholders may also contact the Offer Information Line on:

- 1800 206 847 (toll free within Australia); or
- +61 2 8280 7219 (from outside Australia).

Signed for and on behalf of Conglin following a resolution of its directors.



Bin Cai
Director

Dated: 27 June 2012

AUSTRALIA CONGLIN INTERNATIONAL INVESTMENT GROUP PTY LTD ACN 133 767 665

NOTICE OF VARIATION - EXTENSION OF OFFER PERIOD

TO: Australian Securities and Investments Commission ("**ASIC**")

Orion Metals Limited
ACN 096 142 737 ("**Orion**")

Each holder of Orion shares to whom the Offer referred to below has been made

This is a notice given by Australia Conglin International Investment Group Pty Ltd ACN 133 767 665 ("**Conglin**") in relation to the offer dated 8 June 2012 made under its off-market takeover bid to acquire up to 100% of the ordinary shares in Orion ("**Offer**") pursuant to its bidder's statement dated 8 June 2012.

In accordance with section 650D of the Corporations Act 2001 (Cth), Conglin gives notices that the Offer is varied by extending the period during which the Offer remains open for acceptance, from 7.00pm (Sydney time) 9 July 2012 to 7.00pm (Sydney time) 19 July 2012 (unless further extended).

A copy of this notice was lodged with ASIC on 27 June 2012. Neither ASIC nor any of its officers takes any responsibility for the contents of this notice.

This notice has been approved by a unanimous resolution of the directors of Conglin.

DATED: 27 June 2012

SIGNED for and on behalf of Australia Conglin International Investment Group Pty Ltd.



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Bin Cai
Director

AUSTRALIA CONGLIN INTERNATIONAL INVESTMENT GROUP PTY LTD ACN 133 767 665

**NOTICE PURSUANT TO SECTION 630 OF THE CORPORATIONS ACT 2001 (CTH)
EXTENSION OF OFFER PERIOD**

This is a notice given by Australia Conglin International Investment Group Pty Ltd ACN 133 767 665 ("**Conglin**") in relation to the offers dated 8 June 2012 made under its off-market takeover bid to acquire up to 100% of the ordinary shares in Orion Metals Limited ACN 096 142 737 ("**Offer**"), pursuant to its bidder's statement dated 8 June 2012.

Conglin gives notice pursuant to section 630(2)(b) of the Corporations Act 2001 (Cth) that:

- (a) as a result of the extension of the period for which the Offer is open for acceptance, the date for giving notice on the status of conditions in section 7.13 of the bidder's statement ("**Conditions**") is postponed to 12 July 2012;
- (b) Conglin has not declared the Offer free from the Conditions; and
- (c) so far as Conglin is aware, the Conditions were, at the time of giving this notice, unfulfilled.

DATEDL: 27 June 2012

SIGNED for and on behalf of Australia Conglin International Investment Group Pty Ltd.



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Bin Cai
Director