

Form **603**
Corporations Act
Section 671B
Notice of initial substantial holder

To Company Name/Scheme **MEO AUSTRALIA LIMITED (MEO)**

ABN **43 066 447 952**

1. Details of substantial holders⁽¹⁾

Name	ACN / ABN
ORION EQUITIES LIMITED	(OEQ) ABN 77 000 742 843
QUESTE COMMUNICATIONS LTD	(QUE) ABN 58 081 688 164

The holders became substantial holders on 15 March 2011

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate⁽²⁾ had a relevant interest⁽³⁾ in on the date the substantial holder became a substantial holder are as follows:

Class of securities ⁽⁴⁾	Number of securities	Persons' votes ⁽⁵⁾	Voting power ⁽⁶⁾
Ordinary Shares	27,000,000	27,000,000	5.0008% ^(A)

(A) Based on MEO total issued share capital being 539,913,260 shares

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest ⁽⁷⁾	Class and number of securities
		Ordinary Shares
OEQ	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in securities in which BEL has a relevant interest by reason of having greater than 20% voting power (ie. shareholding) in BEL	27,000,000
QUE	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in securities in which OEQ has a relevant interest by reason of having control (ie. greater than 50% shareholding) of OEQ	

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder ⁽⁸⁾	Class and number of securities
			Ordinary Shares:
BEL, OEQ and QUE	BEL	BEL	27,000,000

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the 4 months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of Acquisition (Disposal)	Consideration(9)		Class and number of securities
		Cash \$	Non-cash \$value	Ordinary Shares
BEL, OEQ and QUE	27/01/2011	1,286,772.40	-	5,946,362
	28/01/2011	1,710,200.36	-	7,773,638
	2/02/2011	106,013.70	-	471,172
	3/02/2011	323,736.30	-	1,438,828
	8/02/2011	53,280.23	-	236,801
	9/02/2011	769,977.00	-	3,422,120
	2/03/2011	180,390.00	-	859,000
	11/03/2011	608,546.79	-	2,853,706
	14/03/2011	359,885.40	-	1,713,740
	15/03/2011	474,006.07	-	2,284,633
TOTAL		\$5,872,808.25	-	27,000,000

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:


Name and ACN/ARSN (if applicable)	Nature of association
OEQ and BEL	OEQ is taken under section 608(3)(a) of the Corporations Act to have a relevant interest in securities in which BEL has a relevant interest by reason of having greater than 20% voting power (ie. shareholding) in BEL.
QUE and OEQ	QUE is taken under section 608(3)(b) of the Corporations Act to have a relevant interest in securities in which OEQ has a relevant interest by reason of having control (ie. greater than 50% shareholding) of OEQ.

7. Addresses


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

Name	Address
OEQ	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000
QUE	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000
Bentley Capital Limited ABN 87 008 108 218 (BEL)	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000

Signature

sign here 
 print name VICTOR HO

date 16 March 2011
 capacity Director & Secretary of OEQ

sign here 
 print name VICTOR HO

date 16 March 2011
 capacity Secretary of QUE

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 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) 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.