

ORION AUSTRALIAN SHARE FUND



Issue Number 7 | Dated 21 June 2011

Product Disclosure Statement

ORION AUSTRALIAN SHARE FUND

ARSN 104 779 062 | APiR Code: TGP0001AU

*An Investment Opportunity in
Australian Companies*

Treasury Group Investment Services Limited
Responsible Entity
ABN 38 099 932 920 | AFSL 227326

Orion Asset Management Limited
Investment Manager
ABN 91 092 873 160 | AFSL 232379

Before you start

It is important that you read this Product Disclosure Statement (PDS) carefully before deciding whether to invest and before lodging an application for units in the Orion Australian Share Fund (Fund). We suggest that you keep this PDS and any supplementary information for future reference.

Your investment does not represent deposits or other liabilities of Treasury Group Investment Services Limited (TIS), Orion Asset Management Limited (Orion) or other Treasury Group Limited (TRG) companies. Your investment can be subject to investment risk, including possible delays in repayment and loss of income and principal invested. None of TIS, Orion, TRG, their officers, employees and agents in any way guarantees the capital value of your investment and/or the performance of the Fund.

The information contained in this PDS has been prepared without taking account of your personal objectives, financial situation or needs. To help you to make an informed investment decision, we recommend that you obtain professional advice from a licensed adviser and/or tax adviser before investing. You should read this PDS in full before deciding to invest.

References in this PDS to “we”, “us” and “our” refer to TIS.

About this PDS

The offer of units in the Fund made in this PDS is available to persons receiving this PDS within Australia (including in electronic form). This PDS does not constitute an offer or invitation in any place outside Australia where, or to any person whom, it would be unlawful to make such an offer or invitation. The distribution of this PDS (electronically or otherwise) in any jurisdiction outside Australia may be restricted by law. Persons who come into possession of this PDS should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of the applicable law. If you have received this PDS electronically in Australia, TIS or Orion will provide a paper copy free of charge on request.

Please note all references to dollar amounts and application and redemption prices in this PDS are in Australian currency.

The information in this PDS is current as at the date of the PDS unless otherwise stated and is subject to change. If the change is materially adverse, we will issue a Supplementary PDS. For updated information, please visit the Orion website at www.orionfunds.com.au. Orion will provide you with a paper copy of any updated information free of charge on request. Orion’s contact details are located inside the back cover of this PDS.

Consents

All parties referred to in this PDS have given, and, at the date of this PDS, not withdrawn, their consent to being named in this PDS and for information relating to them being stated in this PDS in the form and context as presented herein.

Significant features

1. Significant features

Product Disclosure Statement

Issue Date: 21 June 2011

ARSN: 104 779 062

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Investment Manager	Orion Asset Management Limited
Responsible Entity/issuer	Treasury Group Investment Services Limited
Custodian and investment administrator	RBC Dexia Investor Services Trust (RBC Dexia)
Inception date	20 June 2003
Performance objective	To provide a rate of return (after fees and expenses and before taxes) which exceeds the return of the S&P/ASX 300 Accumulation Index (Benchmark)
Performance history	Please see Section 7, "The latest Fund information"
Distributions paid	Generally annually
Unit pricing (1)	Daily
Minimum initial investment (2)	\$500,000
Minimum additional investment (2)	\$5,000
Minimum redemption amount (2)	\$5,000
Minimum unit holding value (2)	\$500,000
Applications and redemptions (1)	Daily
Entry fee (3)	Nil
Exit fee (3)	Nil
Management fee (4)	0.9225% per annum (0.90% plus the net effect of GST)
Transaction Costs (3)	+0.30% of the net asset value unit price for applications and -0.30% of the net asset value unit price for redemptions

Note (1): Please refer to Section 12, "Application and redemption prices" for complete details. These items are subject to change at the discretion of TIS.

Note (2): We retain the discretion to waive these minimums. If you invest through an IDPS Operator such as a master trust or wrap account platform, these minimums may not apply to you. Please refer to Section 18, "Master trust and wrap account investors", and to the information provided to you by your IDPS Operator.

Note (3): Please refer to Section 6, "Fees and other costs" for complete details on fees and charges and how they are calculated.

Note (4): Unless otherwise stated, fees and costs that are expected to be subject to GST are stated inclusive of the net impact of GST (that is including GST less any applicable reduced input tax credits).

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Who are Orion, TRG and TIS?

Orion Asset Management Limited

Orion is a specialist Australian equities funds manager founded by its Chief Investment Officer, Tim Ryan. Orion is a wholly owned subsidiary of Orion Asset Management (Aust) Pty Limited, in which TRG has an equity interest.

Orion was established in November 2002, and began investment management operations with its first client in February 2003. Since then, Orion has successfully expanded its funds under management and client base, which includes a broad range of institutional and retail investors. Orion holds an Australian Financial Services Licence (AFSL) 232379.

Orion's senior investment team includes:

Tim Ryan, Director and Chief Investment Officer

Tim has a long and established track record in the Australian financial services industry. Prior to establishing Orion he worked for Credit Suisse Asset Management where he was Head of Equities and Chief Investment Officer.

John Lobb, Portfolio Manager/Analyst

John has over 22 years professional investment experience. Prior to joining Orion he worked as Portfolio Manager and Analyst with Credit Suisse Asset Management.

Dushko Bajic, Portfolio Manager/Analyst

Dushko has over 15 years professional investment experience. Prior to joining Orion he worked as Portfolio Manager and Analyst with Credit Suisse Asset Management.

Treasury Group Limited

TRG is the holding company of an Australian financial services group and is listed on the Australian Securities Exchange (ASX). TRG invests in and supports the operations of small to medium-sized funds management companies. Further information about TRG is available on its website at www.treasurygroup.com.

Treasury Group Investment Services Limited

TIS is the responsible entity for the Fund and issuer of this PDS. As responsible entity we issue the units in the Fund.

TIS is a wholly owned subsidiary of TRG and was formed in 2003 to provide administrative and operational services to funds management companies in which TRG has an interest.

TIS holds an AFSL 227326 which includes an authorisation to operate managed investment schemes. TIS acts as responsible entity for some of the managed investment schemes promoted and managed by companies within the TRG group.

About the Fund

2. About the Fund

Structure

As the responsible entity, TIS invites you to invest in the Fund. TIS has appointed Orion to invest and manage the investments in the Fund.

The Fund is a managed investment scheme, registered with Australian Securities and Investments Commission (ASIC) under the Corporations Act 2001 (Corporations Act) and is not listed on any securities exchange. The Fund invests mainly in listed Australian securities and cash, and aims to provide capital growth and income.

Objective

The objective of the Fund is to provide a rate of return (after fees and expenses and before taxes) which exceeds the return of the benchmark of the Fund, the S&P/ASX 300 Accumulation Index (Benchmark). The Fund aims to achieve this objective by investing in Australian companies and cash. The focus is on listed Australian companies ranging in size from small to large, which are generally included in the Benchmark and which Orion considers have the potential to grow earnings over the medium to long-term.

Investment timeframe

Investors should take account of the short term volatility of share markets and consider a minimum investment horizon of four to five years for an investment in the Fund. Investors in the Fund should understand that the value of an investment in the Fund can go up and down.

General Fund information

As a guideline, the Fund will usually hold a minimum of 30 different securities and the main investments will include:

- securities listed on the ASX;
- cash (and cash equivalents such as other investment grade interest-bearing securities);
- derivatives, in the circumstances described below; and
- hybrid securities listed on the ASX.

ORION AUSTRALIAN SHARE FUND

The Fund may also invest up to 15% of the Fund’s assets in unlisted securities, provided that at the time of the investment, Orion has reasonable grounds to believe that the relevant company’s securities will be listed on the ASX within 12 months of the investment by the Fund. Please note that securities which Orion expects will list on the ASX may not be granted official quotation by the ASX, as the listing and quotation of securities are within the ASX’s complete discretion.

Orion may use options, futures and other derivatives to reduce risk or gain exposure to the market for the underlying physical investments. Derivatives are not used speculatively. Orion regularly monitors derivative positions to ensure that the Fund can meet all derivative contract obligations from the appropriate amounts of cash or physical assets held by the Fund. Orion will not use derivatives for the purpose of gearing the Fund.

The Fund may gain exposure to investments through other registered managed investment schemes. Where those schemes are also managed by Orion, you will not be charged additional management fees to the extent that those fees relate to an investment on behalf of the Fund. The Fund will not borrow.

The investment mix for the Fund will generally fall within the ranges below:

	Minimum ³	Maximum ³	
Cash ¹	0%	10%	<i>Note 1: Including cash equivalents such as other investment grade interest-bearing securities.</i>
Australian equities ²	90%	100%	<i>Note 2: Including Australian equity derivatives and hybrid securities such as preference shares.</i>
			<i>Note 3: The investment guidelines provide an indication of the intended holdings in the Fund and may be higher or lower from time to time.</i>

In exceptional market conditions the Fund may have higher levels of cash where, in Orion’s opinion, more attractive investment opportunities cannot be found.

The investment mix can change significantly and sometimes quickly. Ask your financial adviser, contact us or visit Orion’s website for regular updates on the Fund.

How Orion manages your money

3. How Orion manages your money

Investment philosophy and style

Orion's investment philosophy is based on the belief that:

- markets are inefficient;
- the true value of individual stocks is often not reflected in the market on any particular day;
- companies' earnings growth prospects are often mis-priced by the market; and
- a strong disciplined research process can identify these anomalies.

Orion employs a growth investment style that is strongly research-driven.

The process Orion uses

Investment opportunities are identified by the use of a rigorous fundamental bottom-up research process. This process involves company visits, relative valuation techniques, balance sheet analysis and the intensive use of technology.

Portfolio Construction

Portfolios are constructed based on Orion's assessment of the best opportunities flowing from its research process. Individual stock decisions are inherently based on the relationship between Orion's profit growth expectations for each company and the market's view as reflected in the company's share price.

Orion uses a multi-portfolio manager approach. Stocks are selected independently by each of Orion's portfolio managers and are then aggregated into one portfolio. This portfolio is subjected to specific risk constraints such as minimum and maximum holdings of securities and deviation from the Benchmark of the Fund. The resulting aggregated model portfolio is monitored by the Chief Investment Officer of Orion.

Orion analyses companies on a case-by-case basis to choose the most appropriate securities for inclusion in the portfolio, with the result that the portfolio is not necessarily expected to reflect the sectoral or industrial composition of the Benchmark.

Statement on socially responsible investing

We do not promote this Fund on the basis that Orion takes into account labour standards or environmental, social or ethical considerations for the purposes of selecting, retaining or realising the investments of the Fund.

In making investment decisions, Orion takes into account the expected return and performance of individual investments. In doing so Orion does not have a predetermined view on what it regards to be a labour standard or an environmental, social or ethical consideration or in relation to how any such considerations are to be taken into account and therefore considers them only where these factors are expected to have a material financial impact on an individual investment.

The benefits

4. The benefits

An investment in the Fund has certain advantages including:

- your money is managed by Orion's investment professionals who have access to investment techniques that may not be available to all investors;
- access to investment opportunities and markets that may not be accessible to all investors;
- generally you can apply to withdraw your investment on any Business Day; and
- fund managers can usually invest at a lower cost than individual investors.

5. The significant risks

What are the risks?

It is important to understand that there are risks inherent in any investment. The purpose of this section is to inform you of the types of risks that may apply to an investment in the Fund. Whilst we are not able to remove all the risks associated with an investment in this Fund, TIS and Orion employ a range of investment and risk management strategies to identify, evaluate and manage these risks.

All investments are subject to varying risks and generally go up as well as down in value. Different asset classes perform differently at different times and have different risk characteristics and volatility.

The significant risks for the Fund, and the way TIS and Orion aim to manage them, are discussed below. The performance of the Fund or the return of capital is not guaranteed and the value of your investment will go up and down with the value of the Fund's assets.

Individual investment risk

Individual investments made by the Fund will fluctuate in value, meaning that on occasion, they may fall in value. A company's share price may fluctuate for a number of reasons. A company may undergo changes in its financial or operating circumstances, and may also face broader influences such as political and industry changes. Orion aims to reduce these risks by conducting thorough analysis and research of all Fund investments.

Where an investment is made in an unlisted security, additional risks may be assumed, including that the investment will be less liquid than a listed security, that distributable income is likely to be lower and that the underlying investment may not appreciate in value.

Market, country and political risk

The Fund may hold securities in Australian listed companies which through their business activities have an exposure to other countries. Therefore the economic, technological, political, legal and market conditions in these other countries may impact on the operations of these companies which may, in turn, have an indirect impact upon the value of the Fund's assets.

The significant risks

Interest rate risk

Changes in interest rates can also have a positive or negative impact directly or indirectly on investment values or returns. For example hybrid securities, cash and other interest-bearing securities are very sensitive to fluctuations in interest rates.

Fund risk

Risks particular to the Fund include the risk that it could be terminated, the fees and expenses could change, TIS could be replaced as responsible entity and Orion could be replaced as investment manager or its portfolio managers could change. There is also a risk that investing in the Fund may give different results to investing directly in securities because of income or capital gains accrued in the Fund and the consequences of investment and withdrawal by other investors. You could receive back less than you invested and there is no guarantee that you will receive any income. If there is an interruption of regular trading in the market for an asset of the Fund, there may be delays in processing withdrawal requests.

TIS and Orion aim to keep fund risk to a minimum by monitoring how these risks may impact on the Fund and by acting in your best interests.

Derivatives risk

Derivatives risk includes:

- the value of derivative positions not moving in line with the movement in the underlying asset;
- potential illiquidity of the derivative; and
- the Fund being unable to meet payment obligations in relation to derivatives contracts.

Although not all of these risks can be eliminated, Orion manages these risks as far as is practicable by:

- regular monitoring of the Fund's derivative exposure;
- monitoring that the Fund is able to pay all of the obligations associated with derivatives from the appropriate amount of cash or physical assets held by the Fund;
- not borrowing against Fund assets for the purposes of leveraging the portfolio;
- only investing in exchange-traded options, futures and other derivatives;
- only investing in derivatives that Orion considers to have adequate market depth; and
- using intermediaries Orion considers reputable.

Liquidity risk

As the Fund will invest in securities listed (or expected to be listed) on the ASX, if there is an interruption of regular trading of the market, or for a particular asset of the Fund (or if official quotation of stocks is denied), there may be delays in processing withdrawal requests. Similarly, for some securities in the Fund where the volume of trading is low, the ability to liquidate those securities in a timely manner may be impacted. Orion closely monitors cash levels in the Fund to manage this risk and ensure that there is adequate liquidity to meet the needs of unit holders in ordinary circumstances.

Fees and other costs

Unlisted securities risk

Unlisted securities are considerably less liquid than listed securities. Orion will manage the liquidity risk by limiting investments in unlisted securities in the Fund to 15% of the value of the Fund. Generally, Orion expects that the value of unlisted securities will be considerably less than this maximum. Valuations for unlisted investments will be based on references to any recent comparable equity sales or by reference to independent, third party valuations.

6. Fees and other costs

The following warning is required by Australian law. Specific information about fees and costs relating to the Fund is available later in this section.

DID YOU KNOW?

Small differences in both investment performance and fees and costs can have a substantial impact on your long term returns.

For example, total annual fees and costs of 2% of your fund balance rather than 1% could reduce your final return by up to 20% over a 30 year period (for example, reduce it from \$100,000 to \$80,000).

You should consider whether features such as superior investment performance or the provision of better member services justify higher fees and costs.

You may be able to negotiate to pay lower contribution fees and management costs where applicable. Ask the fund or your financial adviser.

TO FIND OUT MORE

If you would like to find out more, or see the impact of the fees based on your own circumstances, the Australian Securities and Investments Commission (ASIC) website (www.fido.asic.gov.au) has a managed investment fee calculator to help you check out different fee options.

This document shows fees and other costs that you may be charged. These fees and costs may be deducted from your money, from the returns on your investment or from the fund assets as a whole.

Taxes are set out in Section 14 of this document.

Fees and other costs

You should read all the information about fees and costs because it is important to understand their impact on your investment.

TYPE OF FEE OR COST ¹	AMOUNT	HOW AND WHEN PAID
Fees when your money moves in or out of the fund		
Establishment fee The fee to open your investment	Nil	Not applicable
Contribution fee The fee on each amount contributed to your investment – either by you or your employer	Nil	Not applicable
Withdrawal fee The fee on each amount you take out of your investment	Nil	Not applicable
Termination fee The fee to close your investment	Nil	Not applicable
Management costs The fees and costs for managing your investment		
Management fee This is the fee payable to TIS as the responsible entity. Out of this fee will be paid investment management fees and expenses, all ongoing administration, responsible entity fees and other fees that would normally be payable by the Fund except for transaction costs, government charges and abnormal expenses.	0.9225% per annum of the net asset value of the Fund (being 0.90 % plus the net effect of GST)	This fee is calculated and accrued daily and is paid monthly in arrears to TIS from the assets of the Fund. (This fee may be negotiated for wholesale investors). ²
Abnormal Expenses The abnormal expenses of the Fund including costs of unit holder meetings, changes to the constitution, pursuing/defending legal proceedings, changing the responsible entity or termination of the Fund.		Abnormal expenses are paid as and when they are incurred from the assets of the Fund.
Service fees		
Investment switching fee The fee for changing investment options	Not applicable	Not applicable

(1) Fees and costs include, if applicable, GST less any reduced input tax credits (RITC) and stamp duty. For the purposes of this PDS, it has been assumed that TIS will be entitled to the maximum amount of RITC applicable when stating fee amounts. However, if the GST rate increases, or if the full amount of RITC is not available, the Fund's constitution allows us to recoup the extra amount out of the Fund.

(2) Please refer to Item 5 in "Additional explanation of fees and costs" section for further details.

Example of annual fees and costs

This table gives an example of how the fees and costs for this product can affect your investment over a one year period. You should use this table to compare this product with other managed investment products.

EXAMPLE ¹		BALANCE OF \$500,000 WITH A CONTRIBUTION OF \$5,000 DURING YEAR
Orion Australian Share Fund		
Contribution Fees	Nil	\$0
PLUS Management Costs	0.9225%	And, for every \$500,000 you have in the fund you will be charged \$4,612.50 each year.
EQUALS Cost of fund		If you had an investment of \$500,000 at the beginning of the year and you put in an additional \$5,000 during that year, you would be charged fees of: \$4,612.50* What it costs you will depend on the investment option you choose and the fees you negotiate with your fund or financial adviser.

(1) Please note that this is an example only and does not take into account transaction costs, government charges or any movements in the investor's investment or distributions that may occur over the course of the year.

*** Additional fees may apply:**

The above example assumes the balance of \$500,000 remains constant throughout the year and the additional contribution of \$5,000 was made on the last business day of the year. Any additional investments made will increase the portfolio balance on which the management costs are calculated.

Whilst the constitution for the Fund provides for the charging of additional fees, TIS will not charge any additional fees unless investors are notified in accordance with Item 4 below.

Additional explanation of fees and costs

1. Transaction costs

Application and redemption prices for the Fund reflect an adjustment for an amount that represents transaction costs, also known as the buy-sell spread. Transaction costs are costs incurred by the Fund to acquire or sell the assets of the Fund in relation to each application and redemption. These include charges such as brokerage and settlement costs.

Transaction costs are TIS' reasonable estimate of the average amount necessary to avoid an adverse impact on other unitholders because of an issue or redemption of units by the Fund.

Fees and other costs

Transaction costs do not represent a fee or income to TIS, Orion or any other agent or service provider.

Transaction costs of 0.30% will apply in respect of an application for or redemption. Transaction costs are included in each application and redemption unit price.

For example, if on a particular date the price of a unit in the Fund, determined as described in Section 12, "Application and redemption prices" is \$1.00 then the application and redemption prices calculated for that day's transactions will be \$1.003 and \$0.997 respectively.

Transaction costs may be altered by TIS at any time and unit holders will be advised as soon as is practicable.

2. Flexible charging structure

Under the constitution for the Fund, TIS is entitled to certain maximum contribution fees, withdrawal fees and management fees. It may waive, reduce or refund these fees in certain circumstances (for example, see Item 5 below). If we propose to charge any fees in addition to those disclosed in the earlier fee table, we will notify you in accordance with Item 4 below.

The maximum fees permitted under the constitution are as follows:

- (a) Contribution fee
4% (excluding GST) of each application amount.
- (b) Withdrawal fee
4% (excluding GST) of each withdrawal amount.
- (c) Management fee
2% (excluding GST) per annum of the net asset value of the Fund.

Under the constitution for the Fund, TIS is entitled to recover all expenses incurred by it in relation to the proper performance of its duties in respect of the Fund.

From the management fee, and without further charge to the Fund, TIS pays custody fees, responsible entity fees, investment management fees, audit fees, accounting fees, legal and regulatory fees, and all other normal costs of the Fund.

Transaction costs (such as brokerage and settlement costs), government charges (such as GST charged on brokerage) are paid when units are issued or redeemed by a unitholder.

(d) Performance fee

The constitution for the Fund provides for a performance fee to be paid to TIS of 10% (excluding GST) of the amount by which the actual performance of the Fund exceeds the Benchmark. However, TIS does not charge a performance fee at the moment.

3. Adviser remuneration and service fees

TIS does not pay an adviser service fee or commission to financial advisers.

You may incur a fee for the advice provided to you by your adviser, but this does not represent a fee that we have charged you for investing in the Fund and is not an amount paid out of the assets of the Fund. The amount of fees you will pay (if any) to your adviser should be set out in a Statement of Advice given to you by your financial adviser. You will be responsible for the payment of these fees and they will not be paid by TIS. We recommend that you check with your adviser if you will be charged a fee for the provision of their advice.

4. Changes to the fees

Subject to the Fund's constitution and the law, the fees outlined above may be varied at any time at the absolute discretion of TIS. Reasons might include changing economic conditions or changes in the law. TIS will provide investors in the Fund with at least 30 days prior notice of any proposed increase to the fees.

TIS is only permitted to charge more than the maximum amount of the fee that the Fund's constitution specifies if unit holders' approval by special resolution has been sought.

5. Negotiated fees

TIS may offer rebates or waivers of fees to wholesale clients on an individually negotiated basis in accordance with relevant law and any applicable ASIC relief. Wholesale clients should contact Orion by phone on (02) 8247 8111 or via email at enquiries@orionfunds.com.au for further information.

6. Abnormal Expenses

The Fund may incur abnormal expenses, such as expenses associated with a change in responsible entity, termination of the Fund or a unit holder meeting. These expenses will be paid out of the Fund as and when these expenses occur.

7. Taxes

Information about the significant implications of investing in the Fund is set out in Section 14 of this PDS.

The latest Fund information

7. The latest Fund information

If you are interested in:

- the latest Fund performance figures;
- the performance of the Fund against its Benchmark;
- the current size of the Fund; or
- fee information,

then you may obtain further information to that contained in this PDS, as it becomes available, free of charge on request, from Orion or by visiting Orion's website, www.orionfunds.com.au. Printed copies of regular Fund reports are available from Orion, free of charge on request.

8. How to invest

Applications

To invest in the Fund, complete the application form that accompanies this PDS in accordance with the instructions in Section 23, "Completing the application form" and provide the identification documents (client identification) required under the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (AML/CTF Act). The minimum initial investment in the Fund is \$500,000. Additional investments must be for a minimum of \$5,000. We reserve the right to accept lesser amounts for the initial and additional investments at our absolute discretion.

Additional investments

You can invest additional amounts by:

- (a) depositing funds directly into the Fund's bank account and sending by facsimile to RBC Dexia Investor Services Trust (RBC Dexia) on (02) 8262 5492 a completed application form or by sending a facsimile with the following details:
 - the Fund name;
 - your investor account ID;
 - the additional investment amount;
 - the date money was banked to the Fund's bank account; and
 - a phone number where we can contact you during business hours in case we need to ask you any questions about your request.

OR

- (b) sending RBC Dexia a cheque together with a completed application form or letter with the following details:
 - the Fund name;
 - your investor account ID; and
 - a phone number where we can contact you during business hours in case we need to ask you any questions about your request.

Cooling-off period

If a properly completed and signed application form with cleared payment and client identification is received, verified and accepted before 3.00pm Australian Eastern Standard Time (AEST) on a Business Day, the application will usually be processed at the application price of the Fund on that Business Day.

If the application request is received after 3:00pm AEST or on a non-Business Day, provided the properly completed and signed application form with cleared payment and satisfactory supporting client identification is received, verified and accepted, the application will usually be processed at the application price of the Fund on the following Business Day. The net asset value of the Fund is usually calculated on a daily basis (details of how application and redemption prices are calculated are set out in Section 12, "Application and redemption prices").

If you do not complete another application form when making an additional investment, you should keep this PDS (and any supplementary or updating documents) for future reference. You can request a copy of this PDS (and any supplementary or updating documents) free of charge at any time by emailing, phoning or writing to Orion.

You will be sent a unit holder's statement setting out details of your investments within 7 Business Days of our accepting or rejecting your application for an investment. You will also be sent a unit holder's statement if you ask (free of charge and as soon as is practicable after your request).

9. Cooling-off period

Subject to applicable law, retail investors have a right to a cooling-off period relating to their investment, except for investments made under distribution reinvestment plans or other additional investment arrangements. There may be other circumstances in which a retail investor is not entitled to exercise cooling-off rights. For instance, if the Fund is not liquid at the time an investment is made.

For retail investors only, your cooling-off rights are described below.

Immediately following the earlier of the date on which you receive confirmation of your investment or the 5th Business Day after the day on which your units were issued to you, there is a 14-day period during which you may cancel your investment (subject to applicable law).

Should you choose to cancel your investment during this period, the amount returned to you will be adjusted to take account of any movements in the unit price since the day on which you acquired the investment. The cancellation of your investment will be processed at the price that you would have paid for your investment on the date your request is received. TIS may deduct from the amount returned to you any reasonable administrative and transaction costs and tax paid or payable because of the issue, and cancellation, of your investment.

If a distribution has occurred between acceptance of your application and receipt of your cooling-off period notification, there may be taxation implications for you. We suggest that you seek professional taxation advice in these circumstances.

Withdrawing your investment

If you invest in the Fund by directing an IDPS Operator to acquire units in the Fund on your behalf, your rights to a cooling-off period are not exercisable in relation to TIS since you have not acquired a direct interest in the Fund. You should contact your IDPS Operator to find out what your cooling-off rights are.

If you wish to cancel your investment during the cooling-off period, you need to inform us in writing of your intention to exercise this right before the end of the cooling-off period (and before exercising any rights or powers you have in respect of your investment in the Fund).

This notification should be sent to RBC Dexia at the address below:

Orion Australian Share Fund
C/- RBC Dexia Investor Services Trust – Registry Operations
GPO Box 4537
Melbourne VIC 3001

Should you have any questions regarding our cooling-off policy, please contact us on (02) 8243 0400.

10. Withdrawing your investment

Withdrawals – direct investors

Withdrawals must generally be for a minimum of \$5,000 and leave a minimum holding of units having a value (based on the prevailing application price) of at least \$500,000, after the withdrawal (subject to your right to make a complete withdrawal). Where an investor's unit holding falls below this minimum we may redeem the remaining holding in full after giving the investor 30 days notice in writing of our intention to do so. However, we reserve the right to vary the minimum withdrawal and minimum unit holding at our absolute discretion.

We may also compulsorily redeem an investor's units in the following circumstances:

- if the investor has breached its obligations to us;
- to satisfy any amount due to us by the investor or that we owe someone else relating to the investor (for example to the tax office); or
- where we suspect that law prohibits the investor from being an investor in the Fund.

Withdrawal requests can be made by writing to RBC Dexia and providing the following information:

- the Fund name;
- your investor account ID;
- the value or number of units to be redeemed;
- bank account details for the payment of the withdrawal amount; and
- a phone number where we can contact you during business hours in case we need to ask you any questions about your request.

Subject to the terms and conditions below, TIS will also accept requests for withdrawals by facsimile to RBC Dexia on (02) 8262 5492 (the original must follow in the mail) of the details listed above provided it has no reason to believe the request is not genuine. Withdrawal requests will generally be processed based on the date the facsimile is received.

An investor who elects to make a facsimile request agrees with TIS to the following terms and conditions.

In making a facsimile request:

- you release us from, and indemnify us against, all losses and liabilities whatsoever arising from our acting in accordance with any instructions received by facsimile bearing your account number, investor account ID and a signature purportedly yours or that of an authorised nominee; and
- you agree that we are not responsible to you for acting on any instructions received by facsimile which appear to be, but are not in fact, authorised by you, and that a payment made in accordance with instructions received by facsimile will be in complete satisfaction of our obligation to you to make a payment, notwithstanding that it was requested without your knowledge or authority.

You must advise us in writing if you do not want us to act on facsimile instructions in relation to your account.

The investor or their authorised nominee must sign withdrawal requests.

In the case of companies, a withdrawal request must be:

- (a) signed by two directors or a director and a company secretary of the company (need not be under seal) and state in which capacity each signatory signs; or
- (b) if a proprietary company that has a sole director who is also the sole company secretary, or where there is no company secretary, signed by that director (need not be under seal) and state that the signatory is signing in its capacity as the sole director and company secretary (if applicable); or
- (c) executed under Power of Attorney of the company.

If the withdrawal request is received before 4:00pm AEST on a Business Day (and if required by law, with satisfactory client identification), the withdrawal will usually be processed at the redemption price of the Fund on that Business Day. If the withdrawal request is received after 4:00pm AEST on a Business Day or received on a non-Business Day, the withdrawal will usually be processed at the redemption price of the Fund on the next Business Day (details of how application and redemption prices are calculated are set out in Section 12, "Application and redemption prices").

Distributions

The proceeds of any withdrawal will usually be available within 7 Business Days and paid to the investor by direct credit to their nominated bank account. We reserve the right to delay redemptions where there is a circumstance outside our control which we consider impacts on our ability to properly or fairly calculate a unit price, or redemption requests of more than 20% of the value of the net assets of the Fund. If we delay redemptions, the redemption price is the next calculated redemption price. It is our intention to manage the Fund so that it is "liquid" for the purposes of the Corporations Act. If the Fund is not sufficiently liquid then investors will only be permitted to withdraw if we make a withdrawal offer to all investors in accordance with the Corporations Act.

Master trust or wrap account investors (IDPS)

If you invest through an IDPS, you can only withdraw through the IDPS Operator in accordance with the terms and conditions of that service.

11. Distributions

Income distributions

The Fund's constitution provides for distributions to be paid at least annually but we have the discretion to pay distributions more frequently. It is our intention that the Fund will distribute annually and that these distributions will be made to investors by the 10th Business Day of July each year.

TIS may decide to make an interim distribution out of distributable income accruing during any interim distribution period and will inform investors accordingly.

Each investor's distribution amount is calculated by dividing the total amount of the distribution by the total number of units on issue at the distribution date, and multiplying the result by the number of units held by each investor on that date. In each financial year, the full amount of taxable income available for distribution from the Fund is intended to be distributed to investors.

Distributions can be made up of:

- income; and
- realised capital gains at the end of the Fund's financial year.

Application and redemption prices fall by the approximate amount of the distribution after each distribution period because the distribution reduces the Fund's assets. If you invest just before the end of a distribution period, you may find you have some of your capital returned as income.

Application and redemption prices

You may elect to have your distributions from the Fund:

- reinvested in further units in the Fund; or
- paid to you by direct credit to your nominated bank account.

If you do not make an election on the application form as to how you would like to deal with your distributions, you will be deemed to have made an application to have all distributions reinvested in further units in the Fund. Any change to distribution instructions should be advised to RBC Dexia at least 10 Business Days before the end of the relevant distribution period.

Units issued for reinvested distributions will be priced using the next applicable unit price calculated after the end of the relevant distribution period.

You are entitled to receive distributions in some additional circumstances (such as if the Fund ever terminated). If we decide to terminate the Fund, investors will participate in the distribution of any surplus after the satisfaction of the Fund's liabilities.

12. Application and redemption prices

The net asset value of the Fund and the application price and redemption price are calculated each Business Day.

The application price for a unit in the Fund is calculated as the value of the assets of the Fund, less the accrued expenses and other liabilities of the Fund (including the daily accrued management fee) as determined by us divided by the number of units on issue, and adjusted by adding an amount to reflect transaction costs.

The redemption price for a unit in the Fund is calculated as the value of the assets of the Fund, less the accrued expenses and other liabilities of the Fund (including the daily accrued management fee) as determined by us, divided by the number of units on issue, and adjusted by subtracting an amount to reflect transaction costs.

Unit pricing on applications and redemptions is carried out in accordance with the Fund's constitution and TIS' Unit Pricing Discretions Policy. If we were to exercise our discretion and change the current unit pricing process of the Fund, we must inform you of that exercise of discretion as soon as is practicable.

A copy of our Unit Pricing Discretions Policy is available from us free of charge upon request.

Reporting

13. Reporting

All investors will generally be sent by mail:

- within 7 Business Days of the acceptance of an application for units or reinvestment of distributions, a confirmation providing details of the units issued or notice that the application has been rejected;
- within 7 Business Days of processing a withdrawal request, a confirmation providing details of the units redeemed;
- within 7 Business Days of each month end, a unit holder's statement for that month when there has been a transaction in that month;
- within 10 Business Days of the end of a distribution period, a distribution statement;
- within 20 Business Days of 30 June, a tax statement;
- within 20 Business Days of 30 June, an OMC and performance statement (OMC means other management costs), if this information has not already been provided to you with other unit holder statements;
- within 3 months of financial year end, an annual report for that financial year;
- within 6 months of the financial year end, a periodic statement (if you are a retail client and all the relevant information has not already been provided to you); and
- as soon as practicable upon request, a unit holder's statement showing transactions since the last unit holder's statement.

If 100 or more investors hold units in the Fund the Fund will be a 'disclosing entity' and will be subject to regular reporting and disclosure obligations.

TIS, as responsible entity of the Fund, intends to comply with its continuous disclosure obligations by following ASIC's good practice guideline rather than lodging copies of documents with ASIC. Accordingly, should TIS, as responsible entity of a disclosing entity fund, become aware of material information that would otherwise be required to be lodged with ASIC as part of its continuous disclosure obligations, TIS will ensure that such material information will become available as soon as practicable on the TIS website – www.treasurygroup.com and/or the Orion website at www.orionfunds.com.au.

Additionally, such information may be obtained from us in a printed form, free of charge, within 5 days of receipt of your request.

If you are investing through an IDPS, information and reports on your investment in the Fund will be provided to you by the IDPS Operator, not by us.

Important tax information

14. Important tax information

Investing in managed funds – what about tax?

Investing, and dealing with investments, has tax and often social security implications which can be complex, and which are invariably particular to your circumstances. This discussion should serve only as a guide to the tax considerations that may arise. The discussion applies only to Australian resident investors. Different tax considerations arise for non-resident investors.

The following summary in this section outlines the taxation that is based on the Australian tax laws as at the date of this PDS and is subject to change. Investors will be advised of any material impact as a result of any new or newly amended tax consideration (which is not already described in this section) on the Fund. It is important that investors seek professional taxation advice that takes account of your particular circumstances or personal objectives before you invest or deal with your investment.

The way managed funds are taxed

It is intended that no income tax will be payable by the Fund as it will distribute all the income to unit holders annually.

The distributions from the Fund will include the income the Fund has generated from its investing activities. The income will retain its character as it passes to the investors. As a result you may receive distributions that include Australian sourced interest, dividends (franked and unfranked) and other Australian sourced income and capital gains (discounted and non-discounted).

Tax on your distributions

Australian resident investors are generally subject to tax on their share of the income of the Fund. This will also include amounts that are reinvested in the Fund.

The way in which investors are taxed will depend on the character of the distributions they receive. We will send you an Annual Tax Statement indicating the components of your distribution within 20 Business Days after the end of each financial year which will assist you in completing your tax return.

Anti-money laundering and counter-terrorism financing

GST and managed funds

The issue of units in the Fund is not subject to GST, however, the Fund may pay GST on the services it acquires.

Fees and expenses payable by the Fund are subject to GST at the rate of 10%. Generally, the Fund cannot claim full input tax credits for GST incurred on these services but it may be entitled to a reduced input tax credit (RITC) equal to 75% of the GST payable. If the GST rate increases, or if the full amount of RITC is not applicable, the Fund's constitution allows us to recoup the extra amount out of the Fund.

Capital gains tax when you withdraw from the Fund

Australian residents who invest in the Fund are generally subject to capital gains tax on realised net capital gains when they redeem units and withdraw any money from the Fund. Where the investor is regarded as a trader or institutional investor, such gains may be regarded as ordinary income. Individuals, trusts and complying superannuation entities may obtain partial capital gains tax discounts in relation to the disposal of units and the capital gains portion of distributions.

Quotation of Tax File Number (TFN) or Australian Business Number (ABN)

We recommend you provide your TFN/ABN on the application form for units in the Fund. If you choose not to and do not advise us that you have an exemption, we may be required to withhold or deduct tax from your distributions at the highest marginal tax rate, plus the Medicare levy, before passing on any distribution to you.

After 21 July each year, we cannot refund any TFN withholding tax deducted in the previous financial year.

By quoting your TFN or ABN you authorise us to apply it to your investment and its disclosure to the Australian Tax Office. Collection of TFN or ABN information is authorised, and its use and disclosure are strictly regulated, by the tax laws and under privacy legislation.

15. Anti-money laundering and counter-terrorism financing

Under the AML/CTF Act, we may require additional information before processing applications and withdrawals. This includes information to verify a potential and/or existing investor's identity and any underlying beneficial owner of a potential and/or existing investor, and the source of any payment.

Where we request such information from the investor, processing of applications or withdrawals may be delayed until the required information is received in a satisfactory form. TIS as responsible entity may reject any application where such documents are not provided to Orion or RBC Dexia prior to lodgement of, or accompanying, the application form.

Our responsibilities to you

A transaction may be delayed, blocked, frozen or refused where reasonable grounds are established that the transaction breaches the law or sanctions of Australia or any other country. Where such a transaction is delayed, blocked, frozen or refused, we are not liable for any loss (including consequential loss) to a potential or existing investor.

We may require additional information from a potential or existing investor to assist us in identification and verification processes, and we may need to re-verify information.

Investors should also be aware that under the legislation we are required to disclose information about suspicious matters to regulatory and/or law enforcement agencies and may be prevented from informing the relevant investor of such disclosure.

16. Our responsibilities to you

The Fund was established under a constitution. Together with this PDS and certain laws (including the Corporations Act), the constitution governs our relationship with you.

The constitution deals with, amongst other things:

- the conditions under which the Fund operates;
- the rights, responsibilities and duties of the responsible entity and investors;
- fees and expenses; and
- termination of the Fund.

Subject to the Fund's constitution and the law, your liability in relation to your investment in the Fund is limited to the amount (if any) which remains unpaid for your units. However, higher courts have not finally determined the extent of liability of investors in managed investment schemes.

Subject to the Corporations Act, the constitution limits our need to compensate you if things go wrong. Generally, if we comply with our duties as responsible entity of the Fund, then we do not need to compensate investors for any loss suffered in relation to the Fund.

We may amend the constitution if we, as the responsible entity, reasonably consider that the amendment will not adversely affect investors' rights. Otherwise, we must obtain the approval of investors (by special resolution) to make changes to the constitution at a meeting of investors.

You may obtain a copy of the constitution free of charge by phoning, emailing or writing to Orion.

If you are investing through a master trust or wrap account, the constitution will not govern our relationship with you. Please see Section 18, "Master trust and wrap account investors" for further information.

Enquiries and complaints

17. Enquiries and complaints

If you have a complaint about the service provided to you, please contact us and inform us of your concern. We will then undertake to resolve the matter quickly, fairly and in the strictest of confidence, in accordance with our complaints-handling process.

Upon receiving your complaint an appropriate staff member will be allocated responsibility to resolve the matter. We will contact you within 10 Business Days to explain the resolution process and inform you of the assigned staff member who will keep you updated on the progress of the investigation. It is our policy to resolve complaints as soon as is practicable while not sacrificing the quality of the complaints handling process. Accordingly, we will endeavour to communicate a satisfactory resolution to you within 45 days of the initial contact.

You will not incur any charge for the handling of your complaint. If you are not satisfied with our response to your complaint, you have the right to use an external disputes resolution process. TIS is a member of Financial Ombudsman Service Limited (FOS) which is an external disputes resolution scheme. In order for a complaint to be considered by FOS, TIS must have at least 45 days to attempt to negotiate a satisfactory resolution with you.

FOS can be contacted by phone on 1300 780 808 or email info@fos.org.au to lodge a complaint or obtain further information about your rights. This service is free of charge for all clients of TIS, and we are required to assist FOS in the dispute resolution process and comply with its decisions in relation to a complaint.

Should you have any questions regarding our complaints resolution policy or wish to lodge a complaint, please call (02) 8243 0400.

You can refer the matter in writing to:

Compliance Manager
Treasury Group Investment Services Limited
Level 5, 50 Margaret Street,
Sydney NSW 2000

18. Master trust and wrap account investors

Potential investors may invest in the Fund by directing the operator of an investor directed portfolio service or investor directed portfolio service-like scheme (such as master trust, wrap account, a nominee or custody service) (IDPS Operator) to acquire units in the Fund on their behalf. We authorise the use of this PDS as disclosure for investors and potential investors who wish to access the Fund through an IDPS, where the operator has provided TIS with a written undertaking in accordance with ASIC requirements.

The custodian and investment administrator

To make an investment through an IDPS Operator, complete an application form for that service. Do not complete the application form that accompanies this document.

For IDPS Operator investors, the minimum initial and additional investment amounts shall be those specified by that IDPS Operator. If your initial investment was made through an IDPS Operator, any additional investment should also be made through them.

If you invest through an IDPS, you can only withdraw through the operator of that service.

IDPS investors do not become unit holders in the Fund by directing the IDPS Operator to acquire units on their behalf. Accordingly, they do not acquire the rights of a unit holder of the Fund. The IDPS Operator acquires these rights and may exercise or decline to exercise them, on behalf of the IDPS Operator investors according to the arrangements governing the IDPS Operator. Some provisions of the Fund's constitution are not relevant for IDPS investors. For example, IDPS investors cannot attend meetings or transfer units.

19. The custodian and investment administrator

RBC Dexia has given, and has not withdrawn before the preparation date of this PDS, its written consent to be named in this PDS as the custodian and administrator for the Fund.

RBC Dexia's role as custodian is limited to holding assets of the Fund. As administrator, RBC Dexia is responsible for the day to day administration of the Fund. RBC Dexia has no supervisory role in relation to the operation of the Fund and has no liability or responsibility to you for any act done or omission made in accordance with the custody and investment administration agreements to which it is a party with TIS. RBC Dexia was not involved in preparing, nor takes any responsibility for, this PDS and RBC Dexia gives no guarantee of the success of the Fund, nor the repayment of capital or any particular rate of capital or income return.

20. Privacy

We collect personal information from you in order to process your application, administer your investment and to provide you with information about your investment. We may disclose this information to Orion, RBC Dexia and companies that provide services on our behalf (e.g. printing statements which we send to you). We may also collect and disclose your information if the law requires or if you consent. If you think our records are wrong or out of date - particularly your address, e-mail address or contact phone numbers - it is important that you contact us so we can correct them. Under the Privacy Act 1988 (Cth), you are able to access the record of your personal information that TIS or Orion maintain. Should you wish to do so, please contact Orion.

Appointment of authorised nominee

You may choose not to complete all items on the application form. If you do not complete the application form in full, we may not accept your application form. Further, depending on the type of information you withhold, we may not be able to process or administer your requested investment, or pay income into your bank account. The consequences of not providing your TFN or ABN (or exemption) are noted in Section 14, "Important tax information".

A copy of TIS and Orion's Privacy Policies are available on Orion's website, www.orionfunds.com.au or by contacting Orion directly.

21. Appointment of authorised nominee

A person, partnership or company may be appointed as an investor's authorised nominee by having the relevant section of the application form executed. The authorised nominee (if it is a company or partnership, including any person TIS reasonably believes is an authorised officer or partner) may provide investment instructions in respect of the Fund, prepare, sign and provide requests to redeem units in the Fund, advise of changes to your details in respect of your investment in the Fund, and obtain information about your investments in the Fund. This appointment can be cancelled at any time by notice in writing to TIS. All joint unit holders must sign the appointment or cancellation.

By appointing an authorised nominee the investor:

- (a) releases, discharges and agrees to indemnify TIS, Orion, RBC Dexia and the Fund from and against any and all losses, liabilities, actions, proceedings, accounts, claims and demands arising from the fraud, negligence or appointment of, or purported exercise of powers by, the authorised nominee or in connection with the use of the facility;
- (b) agrees that a payment or purported payment (the payment) made in accordance with the requests or instructions of the authorised nominee shall be in complete satisfaction of the obligations of TIS, to the extent of the payment, notwithstanding any fact or circumstance including that the payment was requested, made or received without the investor's knowledge or authority; and
- (c) agrees that if payment is made in accordance with the request or instructions of the authorised nominee, the investor shall have no claim against TIS, in relation to the payment.

Glossary

22. Glossary

AFSL means an Australian Financial Services Licence.

AML/CTF Act means Anti-Money Laundering and Counter-Terrorism Financing Act (Cth) 2006 and all subordinate legislation, as amended from time to time.

ASIC means Australian Securities and Investments Commission.

Benchmark means S&P/ASX 300 Accumulation Index.

Business Day means a day that is not a Saturday, a Sunday or a public holiday or bank holiday in New South Wales.

Client Identification means the identification documents required for application or withdrawal under the AML/CTF Act requested by us.

Corporations Act means Corporations Act (Cth) 2001, as amended from time to time.

Daily means each Business Day.

Financial Year means the 12 months to 30 June.

Fund means the Orion Australian Share Fund ARSN 104 779 062 which is a registered managed investment scheme for which TIS is the responsible entity.

IDPS means investor directed portfolio service or investor directed portfolio-like scheme (such as master trust, wrap account, a nominee or custody service).

IDPS Operator means the trustee or operator of an IDPS.

Investor or **unit holder** means someone who invests in the Fund by acquiring units in the Fund.

PDS means this Product Disclosure Statement.

RITC means reduced input tax credit defined in A New Tax System (Goods and Services Tax) Act (Cth) 1999 as amended from time to time.

Completing the application form

23. Completing the application form

Indicate whether you are a new or existing unit holder.

- If you are an existing unit holder, please include your investor account ID.
- New investors need to complete all relevant sections. If you wish to appoint an authorised nominee, also complete the authorisation in Section 6 of the application form.
- Existing unit holders quoting the investor account ID should complete all relevant sections.

Trust and Company applications

Trust applications should be in the name of the trustee only, as simple notice of trust will not be accepted.

Company applications should be signed by two directors or a director and a company secretary of the company. If the company is a proprietary company that has a sole director who is also the sole company secretary, or if there is no company secretary, that director needs to sign the application form and also tick the box indicating this.

Lodging your application

Application payments can be made either by cheque or direct credit.

For payment by cheque

Cheques should be made payable to:

"RBC Dexia Investor Services AN Orion Apps A/c <Name of Investor>"

and sent together with the completed application form to:

RBC Dexia Investor Services Trust – Registry Operations
GPO Box 4537
Melbourne VIC 3001

For payment by direct credit

Payment should be credited to the following account:

Bank: ANZ Banking Group

BSB: 012/003

Account Name: RBC Dexia Investor Services AN Orion Apps A/c <Name of Investor>

Account Number: 837 373 589

For additional investments, a completed application form (or written instruction) must be sent by facsimile to RBC Dexia on (02) 8262 5492 by 3.00pm (AEST) on the same day as the funds are banked. For further details, please see Section 8, 'How to invest'.

TIS HAS AN ABSOLUTE DISCRETION TO ACCEPT OR REJECT ANY APPLICATION.

Detachable Forms

ORION AUSTRALIAN SHARE FUND

Treasury Group Investment Services Limited
AFS Licence No: 227326 | ABN: 38 099 932 920



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This application form must not be handed to another person unless attached to or accompanied by the Orion Australian Share Fund PDS dated 21 June 2011. The PDS contains important information about investing in the Fund. You should read the PDS in full before applying for units in the Fund. On request, Orion Asset Management Limited or Treasury Group Investment Services Limited will send you a copy of the PDS free of charge. Units in the Fund will only be issued on receipt of an application form issued together with the PDS. If you give another person access to this application form you must at the same time and by the same means give them access to the PDS and any updating materials.

To comply with our obligations under AML/CTF Act, we must collect certain information about each investor (and any authorised nominee where applicable), supported by certified copies of relevant identification documents.*

Documents written in a language other than English must be accompanied by an English translation prepared by an accredited translator (please contact us for a list of accredited translators).

** See "How to certify a document" in Section 7 of the Application Form.*

Please provide all relevant documents as indicated duly certified. We cannot accept applications without these documents.

Please send the completed form to:

RBC Dexia Investor Services Trust – Registry Operations
GPO Box 4537
MELBOURNE VIC 3001

Applications by Facsimile

Applications by facsimile only
accepted from existing unit holders.
Facsimile (02) 8262 5492.

Adviser Use Only

Name of Adviser	<input type="text"/>		
Phone	<input type="text"/>		
Dealer Group	<input type="text"/>		
Adviser Address (Correspondence)	<input type="text"/>		
Adviser Email	<input type="text"/>		
Adviser Signature	<input type="text"/>	Adviser Stamp	<input type="text"/>
Date	<input type="text"/>		

Office Use

- Applicant AML KYC Completed (including copies of documents collected) Value date confirmed

Application for units

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Orion Australian Share Fund

Investor ID:

New Investor:
Initial Investment

Existing Investor:
Additional Investment \$

1. General

Name of investor as you would like it to appear on Register of Unitholders

Please tick one box to indicate type of investor and then complete the relevant part of this Section 1.

- INDIVIDUAL - Sections 1.1 + 2 to 7 + 8.1
- JOINT INVESTORS - Sections 1.1 + 2 to 7 + 8.1
- COMPANY - Sections 1.2 + 2 to 7 + 8.2
- TRUST/SUPER FUND - Sections 1.1 + 1.3 + 2 to 7 + 8.1 + 8.3
(if trustee is individual)
- TRUST/SUPER FUND - Sections 1.2 + 1.3 + 2 to 7 + 8.3
(if trustee is company and the trust is a registered managed investment scheme, regulated trust or government superannuation fund)
- TRUST/SUPER FUND - Sections 1.2 + 1.3 + 2 to 7 + 8.2 + 8.3
(if trustee is company and the trust is not a registered managed investment scheme, regulated trust or government superannuation fund)
- PARTNERSHIP - Sections 1.1 + 1.4 + 2 to 7 + 8.4
(if partners are individuals)
- PARTNERSHIP - Sections 1.2 + 1.4 + 2 to 7 + 8.5
(if partners are companies)
- ASSOCIATION - Sections 1.5 + 2 to 7 + 8.5 *(if incorporated)*
- ASSOCIATION - Sections 1.1 + 2 to 7 + 8.5 *(if unincorporated)*
- GOVERNMENT BODY - Sections 1.6 + 2 to 7 + 8.6

Please ensure an Authorised Nominee completes Section 6, if applicable.

Identification Documentation – Sections 7 and 8

Section 7 for requirements for certified documents

Section 8 for AML/CTF Act Identification Documentation

It is not compulsory to provide your TFN. However, without your TFN or exemption information, withholding tax will be deducted from your distributions at the highest marginal rate (plus Medicare levy).

Application for units

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1.1 Individual/Joint Applicants

Applicant 1

Title	Surname	
<input type="text"/>	<input type="text"/>	
Date of Birth	Given Names	
<input type="text"/>	<input type="text"/>	
TFN or Exemption Code	Country of Residence for Tax Purposes	
<input type="text"/>	<input type="text"/>	
Residential Address (<i>this must not be a PO Box</i>)		
<input type="text"/>		
	State	Postcode
<input type="text"/>	<input type="text"/>	<input type="text"/>

If there is no Applicant 2, please cross out this section.

Applicant 2

Title	Surname	
<input type="text"/>	<input type="text"/>	
Date of Birth	Given Names	
<input type="text"/>	<input type="text"/>	
TFN or Exemption Code	Country of Residence for Tax Purposes	
<input type="text"/>	<input type="text"/>	
Residential Address (<i>this must not be a PO Box</i>)		
<input type="text"/>		
	State	Postcode
<input type="text"/>	<input type="text"/>	<input type="text"/>

For Joint Applicants, include authorisation required for withdrawals*:

Either to Sign Both to Sign

**If no election is made, "Both to Sign" will be assumed.*

Persons receiving the PDS within Australia, but being a non-resident for tax purposes, should state their country of residence for tax purposes.

1.2 Company Applicant

Full Name of Company	
<input type="text"/>	
ACN	TFN
<input type="text"/>	<input type="text"/>
Country of Residence for Tax Purposes	
<input type="text"/>	
Is the company registered by ASIC as a <input type="checkbox"/> Proprietary Company or a <input type="checkbox"/> Public Company? <i>(please tick appropriate box)</i>	

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Registered Address

State

Postcode

Principal Place of Business in Australia

State

Postcode

If the company is an Australian listed company, write here the name of the relevant market/exchange it is listed on.

If the company is a majority owned subsidiary of an Australian listed company, write here the name of the Australian listed company and the name of the relevant market/exchange it is listed on.

Foreign Company

If the Applicant Company is a Foreign Company, please provide:

ARBN Issued by ASIC

Registered Address in Country of Origin

Proprietary Company or Private Company

If a Proprietary or Private Company is an Applicant, please provide:

Full Name of Each Director of the Company

If insufficient space, please provide full names of all directors on a separate page and attach to this application form.

Tick here if you are including/have included details of additional directors.

List the name and address of each beneficial owner of the company.

(A beneficial owner is an individual who owns, directly or indirectly through one or more shareholdings, more than 25% of the company's issued capital. Beneficial owners must be individuals and cannot be companies or trustees. There cannot be more than four beneficial owners of a company).

Beneficial Owner 1

Full Name

Residential Address

State

Postcode

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Beneficial Owner 2

Full Name

Residential Address

State

Postcode

If the company has more than two beneficial owners, please provide additional details on a separate page that is marked with the name of the company and attach it to this application form.

Tick here if you are including/have included details of additional beneficial owners.

1.3 Trust Applicant

If your trust has an Individual/s as trustee/s, please complete Section 1.1 with the trustee's details and this section with details of the trust.

If your trust has a company/ies as trustee/s, please complete Section 1.2 with the trustee's details and this section with details of the trust.

Full Name of Trust/Super Fund

Full Business Name of the Trustee *(if any)*

TFN

ABN

Contact

Country where trust was established and resident for Tax purposes

Type of Fund *(eg managed investment scheme, regulated trust, government superannuation fund, other)*

If 'Other' trust type is selected, please provide the following information.

The full name and address of each trustee of the trust:

Trustee 1

Name

Address

State

Postcode

Application for units

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Trustee 2

Name

Address

State

Postcode

Note: If the trust has more than two trustees, please provide additional details on a separate piece of paper that is marked with the name of the trust and include it with this application form.

Tick here if you have included details of additional trustees.

If the terms of the trust identify the beneficiaries by reference to membership of a class, please provide details of the membership class (*eg unit holders, family members*)

OR

Provide details of each beneficiary in respect of the trust

1. Full Given Name(s)

Surname

2. Full Given Name(s)

Surname

3. Full Given Name(s)

Surname

4. Full Given Name(s)

Surname

5. Full Given Name(s)

Surname

If the trust has more than five beneficiaries, please provide the additional details on a separate piece of paper which is marked with the name of the trust and include it with this application form.

Tick here if you have included details of additional beneficiaries.

1.4 Partnership Applicant

If your partnership has **individual partners**, please complete Section 1.1 with one partner's details and this section with details of the partnership.

If your partnership has **corporate partners**, please complete Section 1.2 with one partner's details and this section with details of the partnership.

Full Name of Partnership

Registered Business Name of Partnership (*if any*)

Registered Business Number of Partnership (*if any*)

Number of Partners

Application for units

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Registered Address of Partnership

State

Postcode

Country where Partnership Established

If the Partnership is not regulated by a professional association, please provide details of each Partner in the Partnership.

Full Given Name(s)

Surname

Residential Address (*this must not be a PO Box*)

State

Postcode

Full Given Name(s)

Surname

Residential Address (*this must not be a PO Box*)

State

Postcode

If the partnership has more than two partners, please provide the additional partners' details on a separate piece of paper which is marked with the name of the partnership and include it with this application form.

Tick here if you have included details of additional Partners.

1.5 Association Applicant

If your Association is unincorporated and an individual who is a member of your association is the applicant on behalf of the association, the individual applicant **must complete Section 1.1** with his/her details together with this section below with details of the Association.

If your Association is incorporated, then the person making the application on behalf of the Association must complete the section below.

Full Name of Association

ID Number Issued on Incorporation (*if any*)

TFN

Country of Residence for Tax Purposes

Application for units

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Registered Address *(this must not be a PO Box)*

	State	Postcode

Principal Place of Business *(this must not be a PO Box)*

	State	Postcode

Name and full residential address of the Chairman or equivalent officer

Full Name

--

Residential Address *(this must not be a PO Box)*

	State	Postcode

Name and full residential address of the Secretary or equivalent officer

Full Name

--

Residential Address *(this must not be a PO Box)*

	State	Postcode

Name and full residential address of the Treasurer or equivalent officer

Full Name

--

Residential Address *(this must not be a PO Box)*

	State	Postcode

1.6 Government Body Applicant

Full Name of Government Body

--

Principal Place of Operations

--

Please tick one category

Commonwealth of Australia Government Body

OR

Australian State or Territory Government Body

State

--

OR

Foreign Country Government Body

Country

--

Application for units

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2. Contact Details

Name of Primary Contact

Preferred Address for Correspondence

	State	Postcode
<input type="text"/>	<input type="text"/>	<input type="text"/>

Phone (h)

Phone (w)

Facsimile

Email

3. How Much to Invest

Please note that the minimum direct initial investment is \$500,000. Minimum additional investment is \$5,000.

Amount

Payment Method:

Cheque
 EFT
 Bank Deposit

Cheques should be made payable to: "RBC Dexia Investor Services AN Orion Apps a/c
<Name of Investor>"

4. Income Distribution Instructions

I/we elect to receive distributions by:
 Please reinvest income
 Please pay income to Australian bank/building society/credit union a/c

Account Name

BSB

Account Number

Name of Institution

Address

	State	Postcode
<input type="text"/>	<input type="text"/>	<input type="text"/>

If no election is made, distributions will automatically be reinvested.

Application for units

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5. Declaration & Signature

- I/We have read and understood the attached PDS dated 21 June 2011 and this application form (as completed) and agree to be bound by the provisions set out in the PDS and the Fund's constitution, as amended from time to time.
- I/We are over 18 years of age.
- I/We declare that I am/we are not commonly known by any other names different to those disclosed in this application form.
- I/We declare any documents or information whatsoever used for verification purposes in support of my/our application are complete and correct.
- I/We agree to give further information or personal details to Treasury Group Investment Services Limited if required to meet its obligations under anti-money laundering, counter-terrorism and taxation legislation.
- These declarations are to apply to each application which I/we may from time to time make for units in the Fund, as if made in respect of each such application.
- I/We acknowledge that it may be a criminal offence to knowingly provide false, forged, altered or falsified documents or misleading information or documents when completing this application.
- I/We acknowledge that neither Treasury Group Investment Services Limited nor any other party guarantees the repayment of capital, payment of income or the performance of the Fund.
- I/We acknowledge that if this is a joint application, our investment is as joint tenants.
- I/We acknowledge that the acceptance of my/our application form will be at the sole discretion of Treasury Group Investment Services Limited.
- I/We acknowledge that the information contained in the PDS is not investment advice or a recommendation that the Fund is suitable for my/our investment needs.
- I/We understand that I/we do not have to provide my/our Tax File Number, Australian Business Number or Australian Taxation Office Exemption Number, but if I/we do not, tax will be deducted from income distributions at the highest marginal rate plus Medicare Levy.
- If signed under Power of Attorney, the Attorney hereby declares that he/she is authorised under that Power to execute this document and has not received notice of revocation of that Power.
- If the applicant is a company and the application is not executed by Power of Attorney, the signatories declare that they are:
 - Two directors of the company; or
 - A director and company secretary of the company; or
 - For a proprietary company that has a sole director who is also the sole company secretary (or where there is no company secretary), that director.
- I/We acknowledge that if I/we make additional investments in the Fund, I/we have received the current PDS at the time of making the additional investment or agree to be bound by the most current PDS at the time of the additional investment.
- This application form, once signed by me, holds me to a number of representations and warranties, among other things, relating to matters of which Treasury Group Investment Services Limited must seek confirmation in order to comply with the provisions of the Anti-Money Laundering and Counter-Terrorism Financing Act 2006.
- If I/we received the PDS outside Australia, I/we declare that my/our application is not restricted by any law which applies to me/us and does not constitute a violation of any applicable law.

5.1 Applicant 1/Director/Sole Director

Print Name

Signature

Date

5.2 Applicant 2/Director/Company Secretary

Print Name

Signature

Date

Please tick if sole Director and Company Secretary

Appointment of authorised nominee

7

6. Appointment of Authorised Nominee

You may appoint an authorised nominee to act on your behalf, on the terms set out in Section 21 of the PDS dated 21 June 2011 by completing this section. An authorised nominee must be at least 18 years of age.

Strike out the following if not applicable

1. I/We hereby appoint:

(Full Name of Authorised Nominee)

PO Box/Street Address

State

Postcode

as my/our authorised nominee to do the following things in respect of my/our investment in the Orion Australian Share Fund:

- provide investment instructions in respect of the Fund;
- prepare, sign and provide requests to redeem units in the Fund;
- give directions in relation to payment of distributions;
- advise of changes to my/our details in respect of my investment in the Fund; and
- obtain information about my/our investment in the Fund.

2. Applicant 1

Signature

Date

3. Applicant 2 – *(If there is no Applicant 2, please strike out this section)*

Signature

Date

Strike out if not applicable

I agree to be bound by the provisions set out in Section 21 of the PDS dated 21 June 2011 under the heading "Appointment of authorised nominee" and I understand the terms of the authorisation hereby given to me.

4. Authorised Nominee

Signature

Date

How to certify a document

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7. How to Certify a Document

To comply with our obligations under the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (AML/CTF Act), we must collect certain information about each investor. In some cases, this information must be supported by a “certified copy” or “certified extract” of an identification document.

Details of a Certifier

Name

Address

State

Postcode

Phone Number

Category of Certifier (*refer to list below*)

Each document provided with this form must be certified by an acceptable certifier. **We will not accept photocopies or facsimiles of a certification.** A certified copy is a document that has been certified as a true and correct copy of an original document. A certified extract is an extract that has been certified as a true copy of the relevant information contained in the original document.

For documentation certified in Australia

Copies can be certified by any one of the following:

- an officer with, or authorised representative of, a holder of an AFSL, having two or more continuous years of service with one or more AFSL holders,
- an officer with two or more continuous years of service with one or more finance companies or financial institutions,
- a permanent employee of Australia Post with two or more years of continuous service who is employed in an office supplying postal services to the public,
- an agent of Australia Post who is in charge of an office supplying postal services to the public,
- a justice of the peace,
- a person who is enrolled on the roll of the Supreme Court of an Australian state or territory, or the High Court of Australia, as a legal practitioner (however described),
- a judge of a court,
- a magistrate,
- a chief executive officer of a Commonwealth court,
- a registrar or deputy registrar of a court,
- an Australian police officer,
- an Australian consular or diplomatic officer,
- a member of the Institute of Chartered Accountants in Australia, CPA Australia or the National Institute of Accountants with two or more years of continuous membership,
- a notary public.

For documentation certified in a foreign country

Copies can be certified by either of the following:

- an Australian consular officer; or
- a notary public.

Documents written in a language other than English must be accompanied by an English translation prepared by an accredited translator.

Information to be provided on certified copies

Certifier's Details

The person signing the copy of any document must include the following details on each certified copy:

- the date of certification;
- full name in block capital letters;
- address;
- telephone number;
- the capacity (as noted above) in which certifier is signing; and
- an official stamp/seal of the certifier's organisation, if applicable.

Documentation

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Certifier's Declaration

Certifiers must include the following declarations, as appropriate, on each certified copy:

On the front page of every document

■ For all copies:

"I certify that I have seen the original documentation and this copy (or, this and the following pages,) is a complete and accurate copy of that original".

■ For photographic documents:

"I certify that I have seen the original documentation and that the photograph is a true likeness and this copy (or, this and the following pages,) is a complete and accurate copy of that original".

8. AML/CTF Act Identification Documentation

All relevant identification documents must be duly certified. We cannot accept applications without these documents. Please note if you have already provided this documentation to Orion Asset Management Services Pty. Limited, you do not have to provide the documentation again. Please refer to Section 7 for certification directions.

8.1 Individual/Joint Applicants – Please provide one Primary or two Secondary Documents.

<p>Primary Documents</p>	<p>Please tick to indicate which one of the following documents is being/has been provided for each investor:</p> <ul style="list-style-type: none"> <input type="checkbox"/> Certified copy of a current Australian passport. For Australian passports only, we will accept a passport that expired within the two years prior to submitting this application form, or <input type="checkbox"/> Certified copy of a current foreign passport that shows your photograph, date of birth and signature. If your passport is written in a language other than English, it must be accompanied by an English translation prepared by an accredited translator, or <input type="checkbox"/> Certified copy of a current Australian driver's licence (must contain your photograph, date of birth and signature and include front and back of licence), or <input type="checkbox"/> Certified copy of a current card issued by an Australian state or territory for the purpose of proving a person's age (must contain your photograph, date of birth and signature and front and back of the card).
<p>Secondary Documents</p>	<p>If you do not have any of the primary documents above, we will accept certain Australian or foreign documentation.</p> <p>Please tick below to indicate whether you are providing/have provided Australian or foreign documentation.</p> <p><input type="checkbox"/> Australian Documentation</p> <p>Please provide one document from each of the groups below. Please tick below to indicate which document you are providing/have provided:</p> <p>Group 1</p> <ul style="list-style-type: none"> <input type="checkbox"/> Certified copy of an Australian birth certificate, or <input type="checkbox"/> Certified copy of an Australian citizenship certificate, or <input type="checkbox"/> Certified copy of a pension or health card issued by Centrelink. <p>AND</p> <p>Group 2</p> <ul style="list-style-type: none"> <input type="checkbox"/> An original notice, showing your name and residential address, issued in the preceding 12 months by the Australian Taxation Office or any Australian Commonwealth, State or Territory Government body, or <input type="checkbox"/> An original notice (such as an electricity bill or rates notice) showing your name and residential address, issued in the preceding 3 months by a local government body or a utilities provider.

Documentation

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8.4 Partnership – Please provide the following documents.	
	<p>Please tick to indicate that you are providing/have provided one of the following:</p> <ul style="list-style-type: none"> <input type="checkbox"/> Certified copy or certified extract of the partnership agreement; or <input type="checkbox"/> Certified copy or a certified extract of minutes of a partnership meeting; or <input type="checkbox"/> Original current membership certificate (or equivalent) of a professional association; or <input type="checkbox"/> Membership details independently sourced from the relevant professional association; or <input type="checkbox"/> Search of the relevant ASIC or other regulator’s database; or <input type="checkbox"/> Notice issued by the Australian Taxation Office within the last 12 months, etc. Notice of Assessment (with TFN blocked out); or <input type="checkbox"/> Certified copy of a certificate of registration of business name issued by a government or government agency in Australia.
8.5 Association – Please provide the following documents.	
	<p>Please tick to indicate that you are providing/have provided:</p> <ul style="list-style-type: none"> <input type="checkbox"/> Certified copy of a certificate of registration of association; or <input type="checkbox"/> Certified copy of a certificate of incorporation of association issued by relevant Commonwealth or State registration body.
8.6 Government Body – Please provide the following documents.	
	<p>Please tick to indicate that you are providing/have provided:</p> <ul style="list-style-type: none"> <input type="checkbox"/> Certified copy of certificate/document confirming existence of body; or <input type="checkbox"/> Certified copy of register of government bodies including applicant body; or <input type="checkbox"/> Certified copy of extract of legislation establishing body obtained from a reliable and independent source, such as a government website.

Contact details

25. Who to contact

For application and redemption requests

Treasury Group Investment Services Limited
c/- RBC Dexia Investor Services Trust – Registry Operations
Attention: Unit Registry Department
GPO Box 4537
Melbourne VIC 3001
Facsimile: (02) 8262 5492

For further information about Orion Asset Management Limited and the Fund

Orion Asset Management Limited
Level 23, 1 Alfred Street
Sydney NSW 2000
Phone: (02) 8247 8111
Facsimile: (02) 8247 8110
Email: enquiries@orionfunds.com.au
Internet: www.orionfunds.com.au

To make a complaint

Compliance Manager
Treasury Group Investment Services Limited
Level 5, 50 Margaret Street,
Sydney NSW 2000
Phone: (02) 8243 0400
Facsimile: (02) 8243 0410
Email: admin@treasurygroup.com
Internet: www.treasurygroup.com

To contact the issuer (TIS)

Treasury Group Investment Services Limited
Level 5, 50 Margaret Street,
Sydney NSW 2000
Phone: (02) 8243 0400
Facsimile: (02) 8243 0410
Email: admin@treasurygroup.com
Internet: www.treasurygroup.com



ORION AUSTRALIAN SHARE FUND

