

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

For the year ended 30 June 2007

Notice is hereby given that the 19th Annual General Meeting of Orbital Corporation Limited ABN 32 009 344 058 will be held at the Riverview Room 5, Perth Convention Exhibition Centre, 21 Mounts Bay Road, Perth, Western Australia on Tuesday 23 October 2007 at 10.00am (WST).

The Explanatory Notes accompanying this Notice of Meeting form part of this Notice of Meeting.

BUSINESS

Item 1. Financial Report and Reports of the Directors and the Auditors

To receive and consider the financial statements for the year ended 30 June 2007 together with the directors' report and the auditor's report.

Item 2. Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2007.

Note that the vote on this item is advisory only and does not bind the directors or the Company.

Item 3. Re-election of Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr J R Marshall who retires by rotation in accordance with Article 9.3 of the Company's Constitution and, being eligible, offers himself for re-election, be elected as a director of the Company."

Information about this candidate is set out in the accompanying Explanatory Notes.

Item 4. Election of Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr W P Day who was appointed a Non-Executive Director on 22 August 2007, and in accordance with Article 9.8 of the Company's Constitution holds office until the conclusion of this meeting, being eligible, offers himself for election, be elected as a director of the Company."

Information about this candidate is set out in the accompanying Explanatory Notes.

Item 5. Acquisition of shares by Managing Director / Chief Executive Officer under the Employee Share Plan and the Executive Long Term Share Plan

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the acquisition of ordinary shares in the Company to the value of \$1,000 by Dr R A Houston, Managing Director and Chief Executive Officer of the Company, under the Employee Share Plan and up to 512,500 ordinary shares in the Company, directly or indirectly, by Dr R A Houston under the Executive Long Term Share Plan in the manner set out in the Explanatory Notes."

The Company will disregard any votes cast on the resolution in agenda item 5 of this Notice of Meeting by Dr R A Houston, or any associate of Dr R A Houston. However, the Company need not disregard a vote cast on the resolution in agenda item 5 if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Refer to accompanying Explanatory Notes.

Item 6. Appointment of Ernst & Young as Auditors of the Company

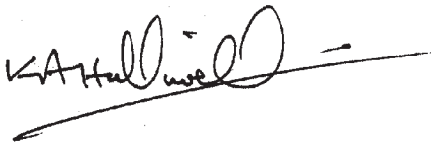
To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Ernst & Young be appointed as auditor of the Company, subject to:

- (a) the consent of the Australian Securities and Investments Commission being given under section 329 of the Corporations Act 2001 (Cwlth) to the resignation of KPMG as auditor;
 - (b) the lodgement of the Form 20-F in respect of the Company with the United States Securities and Exchange Commission; and
 - (c) the resignation of KPMG as auditor of the Company,
- in each case, prior to the date of the annual general meeting”.

A copy of the notice of nomination of Ernst & Young received by the Company from Ms Katrina McClune, a member of the Company, is attached to this notice. Ernst & Young has consented to act as auditor. Further information about this item is set out in the accompanying Explanatory Notes.

By Order of the Board



K A HALLIWELL
Company Secretary

Perth, Western Australia
21 September 2007.

NOTES

1. A member of the Company entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote on behalf of that member.
2. A proxy need not be a member of the Company.
3. A proxy may be appointed by reference to an office held by the proxy (e.g. “the Company Secretary”).
4. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the member's voting rights. If no such proportion is specified, each proxy may exercise half of the member's votes.
5. A proxy form is enclosed. An additional form can be obtained by writing to the Company Secretary at 4 Whipple Street, Balcatta, Western Australia 6021. Alternatively, you may photocopy the enclosed form.
6. To be effective, a duly completed proxy form and (where applicable) any power of attorney under which it is signed or a certified copy of the power of attorney must be received by the Company at its registered office at the address or fax number set out below, **by no later than 10.00am (WST) on Sunday, 21 October 2007**, being not less than 48 hours before the time for commencement of the meeting. Please deliver or send by post to the Company Secretary at 4 Whipple Street, Balcatta, Western Australia 6021 or send by facsimile to +61 8 9323 2033 or +61 8 9441 2133.
7. For corporate members incorporated in Australia, the Company will accept proxy appointments by the corporate member executed in accordance with section 127(1) (not under seal), section 127(2) (under seal) of the Corporations Act 2001, or under the hand of a duly authorised officer or attorney. Where an Australian proprietary company does not have a company secretary (as is permitted by section 204A of the Corporations Act 2001) the Company will also accept a proxy appointment signed by the sole director of that proprietary company.
8. For the purpose of determining the voting entitlements at the meeting the Directors have determined that shares in the Company will be taken to be held by the registered holders of those shares at **5.00pm (WST) on Sunday, 21 October 2007**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.