



MEO AUSTRALIA LIMITED

ABN 43 066 447 952

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Nineteenth Annual General Meeting of members of MEO Australia Limited (the **Company**) will be held in the Meeting Room of The Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne on Thursday 31st October 2013 at 10.30am.

ORDINARY BUSINESS

1. Financial Report

To receive and consider the Financial Report and the reports of the Directors and Auditors for the year ended 30th June 2013.

2. Adoption of Remuneration Report

To consider and, if thought fit, pass the following non-binding resolution as an ordinary resolution:

“That the Remuneration Report for the year ended 30th June 2013 be adopted.”

The Remuneration Report is set out on pages 21-29 of the 2013 Annual Report.

Note: that the vote on this resolution is advisory only and does not bind the directors of the Company.

SPECIAL BUSINESS

3. Approval of the Issue of 40,816,327 Shares

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

“That for the purposes of ASX Listing Rule 7.4 and all other purposes, approval is given to the issue of 40,816,327 ordinary fully paid shares in the capital of the Company to Asian Energy Limited, a company managed by Farallon Capital Management, L.L.C., on 20th day of November 2012 at an issue price of \$0.245 per share, as detailed in the Explanatory Memorandum to this Notice of Meeting.”

Voting Exclusion Statements

For all resolutions that are directly or indirectly related to the remuneration of a member of the Key Management Personnel (**KMP**) of the Company (being resolution in respect of Item 2), the *Corporations Act 2001* (Cth) (**Corporations Act**) restricts KMP and their closely related parties from voting in some circumstances. 'Closely related party' is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by the KMP.

In addition, a voting restriction applies in respect of Item 3 under the ASX Listing Rules.

If you intend to appoint a member of KMP as your proxy, please ensure you direct the proxy how to vote.

Item 2 – Adoption of Remuneration Report

The Company will disregard any votes cast (in any capacity) on Item 2 by or on behalf of a member of KMP named in the Company's Remuneration Report or that KMP's closely related party, unless the vote is cast by a person as proxy for a person entitled to vote on Item 2:

- in accordance with a direction on the proxy form; or
- by the Chairman of the Meeting in accordance with an express authorisation on the proxy form to vote as the proxy decides.

Item 3 – Approval of the issue of 40,816,327 shares

The Company will disregard any votes cast on Item 3 by any persons to whom shares were issued as described in the Explanatory Memorandum to this Notice of Meeting and associates of those persons, unless the vote is cast by a person as proxy for a person entitled to vote on Item 3:

- in accordance with a direction on the proxy form; or
- by the Chairman of the Meeting in accordance with a direction on the proxy form to vote as the proxy decides.

By order of the Board of MEO Australia Limited

Colin H. Naylor

Company Secretary

18th September 2013

2013 Annual Report

Members who elected not to receive a printed copy of the 2013 Annual Report can access the Annual Report at MEO's website address:

http://www.meoaustralia.com.au/page/Investor_Relations/Annual_Report/

NOTES

1. Voting information

- (a) All items will be determined on a show of hands, unless a poll is duly called on an item.
- (b) On a poll, Members have one vote for every fully paid ordinary share held. On a show of hands, every person present and qualified to vote has one vote and if one proxy has been appointed, that proxy will have one vote on a show of hands. If a shareholder appoints more than one proxy, and more than one proxy attends the meeting, neither proxy may vote on a show of hands, but both proxies will be entitled to vote on a poll in respect of those shares or voting rights the proxy represents.
- (c) A Member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote. Where more than one proxy is appointed, such proxy must be allocated a proportion of the Member's voting rights. If two proxies are appointed and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the member's votes.
- (d) If you are unable to attend the meeting, you are encouraged to appoint a proxy to attend and vote on your behalf.
- (e) A form of proxy accompanies this Notice and, to be effective, the form (and if the appointment is signed by the appointor's attorney, the original authority under which the appointment was signed or a certified copy of the authority) must be received by the registered office of the Company or by the Company's share registry at least 48 hours before the time appointed for the Meeting. Any proxy lodged after that time will be treated as invalid.
- (f) You can direct your proxy how to vote by following the instructions on the Proxy Form. Shareholders are encouraged to direct their proxy how to vote on each item of business.
- (g) You may appoint the Chairman of the Meeting as your proxy. In addition, the Chairman of the Meeting is deemed appointed where a signed proxy form is returned which does not contain the name of the proxy or where the person appointed on the form is absent. If a member directs the Chairman how to vote on an item of business, the Chairman must vote in accordance with the direction. For proxies without voting instructions that are exercisable by the Chairman, the Chairman intends to vote all available proxies in favour of each resolution.
- (h) Generally, members of the KMP (including the Chairman of the Meeting) and their closely related parties are not permitted to vote your proxy on Item 2 unless you have directed them how to vote. If you intend to appoint a member of the KMP (such as one of the directors) as your proxy, please ensure you direct them how to vote on Item 2. If you intend to appoint the Chairman of the Meeting as your proxy, you can direct him how to vote by marking the box on Item 2 (for example, if you wish to vote for, against or abstain from voting). However, if the Chairman of Meeting is your proxy and you do not mark the box opposite Item 2
 - he will still be able to exercise your proxy as by signing and returning the proxy form, you will be giving the Chairman of the Meeting your express authority to vote your proxy as the Chairman decides.

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

- (i) A proxy duly appointed need not be a Member and may be an individual or body corporate. In the case of joint holders, either holder may sign.

- (j) If a member appoints a body corporate as a proxy, that body corporate will need to ensure that it:
 - (i) appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; or
 - (ii) provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If such evidence is not received prior to the commencement of the meeting, then the body corporate proxy (through its representative) will not be permitted to act as the Member's proxy.

- (k) Proxy and corporate appointment of representative forms may be returned to the Company in any of the following ways:
 - (i) by delivery (by hand, mail, or facsimile) to the Company Secretary, MEO Australia Limited at its registered office:
 - Level 23
 - 500 Collins Street
 - Melbourne Vic 3000
 - Facsimile: **61+ 3 9614 0660**
 - (ii) by delivery (by hand, mail, or facsimile) to the MEO Australia Limited share registry:
 - Link Market Services Limited
 - Level 12
 - 680 George Street
 - Sydney NSW 2000
 - Facsimile: **61+2 9287 0309**
- (l) Corporate Members should comply with the execution requirements set out on the proxy form or otherwise comply with the provisions of Section 127 of the Act. Section 127 of the Act provides that a company may execute a document without using its common seal if the document is signed by:
 - (i) 2 directors of the company; or
 - (ii) a director and a company secretary of the company; or
 - (iii) for a proprietary company that has a sole director who is also the sole company secretary - that director.
- (m) Completion of a proxy form will not prevent individual Members from attending the meetings in person if they wish. Where a Member completes and lodges a valid proxy form and then the Member attends the meeting in person, if the member votes on a resolution, their proxy is not entitled to vote, and must not vote, on that resolution.

Under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the Annual General Meeting will be as it appears in the share register at **7pm on Tuesday 29th October 2013**. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

Explanatory Memorandum

Shareholder approval of resolutions is required for the purposes of the ASX Listing Rules and the *Corporations Act 2001* (Cth) (**Corporations Act**). This Explanatory Memorandum has been prepared to provide you with material information to enable you to make an informed decision in relation to the business to be conducted at the Annual General Meeting of the Company.

Ordinary business

Item 1. Financial Report

The *Corporations Act 2001* (Cth) requires:

1. the reports of the Directors and Auditors; and
2. the Annual Report, including the financial statements of the Company for the fiscal year ended 30th June 2013,

to be laid before the Annual General Meeting. Neither the Corporations Act nor the Company's constitution require a vote of members on the reports or statements. However, members will be given a reasonable opportunity as a while to ask questions about or make comments on the reports and in relation to the management of the Company.

Also, a reasonable opportunity will be given to members as a whole at the meeting to ask the Company's Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the Auditor in relation to the conduct of the audit.

Item 2. Remuneration Report

The Annual Report for the fiscal year ended 30th June 2013 contains a Remuneration Report, which forms part of the Directors Report and sets out details of the remuneration for each director and for each of the other key management personnel of the Company, in addition to describing Board policy in respect of remuneration, its relationship to the Company's performance, along with a detailed summary of any relevant performance conditions, why those particular conditions were chosen, and how performance is measured against them.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The Corporations Act requires listed companies to put an annual non-binding resolution to members to adopt the Remuneration Report. In line with the legislation, the vote on this resolution is advisory only, and is not binding on the Company or the Board, however the Board will have regard to the outcome of the vote and any discussion when setting the remuneration policies in future years.

A voting exclusion statement applies to this resolution as set out in the Notice of Meeting.

The Board recommends that members vote in favour of adopting the Remuneration Report.

*The Chairman of the Meeting intends to vote all available proxies **in favour** of this item of business.*

Special Business

Item 3. Approval of the Issue of 40,816,327 Shares

ASX Listing Rule 7.1 restricts listed companies from issuing more than 15% of their capital in a 12 month period without shareholder approval (15% rule). The Company has not exceeded this 15% threshold.

ASX Listing Rule 7.4 allows the Company to ratify an issue of shares for the purposes of the 15% rule.

Item 3 seeks shareholder approval of the issue of 40,816,327 shares by the Company to Asian Energy Limited, a company managed by Farallon Capital Management, L.L.C under a placement conducted by the Company on 20th November 2012. Directors and their related parties did not participate in the issue. In accordance with ASX Listing Rule 7.4, with ratification, the issue is treated as having been made with shareholder approval, thereby reinstating the ability of Directors to issue further shares, up to 15% of the shares now on issue. This affords the Company greater flexibility when seeking further capital.

The following information is provided in accordance with ASX Listing Rule 7.4:

Date of issue	20 th November 2012
Type of security	Fully paid ordinary shares
Number issued and allotted	40,816,327
Issue price	\$0.245 per share
Terms	Fully paid ordinary shares ranking pari passu with all other ordinary shares in the capital of MEO Australia Limited
Allottees	Issued to Asian Energy Limited, a company managed by Farallon Capital Management, L.L.C under a placement conducted by the Company on 20 th November 2012
Intended use of funds	To provide funding for production testing the Gurame-1X ST exploration well in Seruway Production Sharing Contract, offshore North Sumatra, Indonesia.

The Board recommends that members vote in favour of Item 3.

*The Chairman of the Meeting intends to vote all available proxies **in favour** of this item of business.*



MEO AUSTRALIA LIMITED
 ABN 43 066 447 952

LODGE YOUR VOTE

ONLINE www.linkmarketservices.com.au

By mail:
 MEO Australia Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia

By fax: +61 2 9287 0309

All enquiries to: Telephone: +61 1300 554 474



X99999999999

SHAREHOLDER PROXY FORM

I/We being a member(s) of MEO Australia Limited and entitled to attend and vote hereby appoint:

STEP 1 **APPOINT A PROXY**

the Chairman of the Meeting (mark box) OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.

If no person/body corporate is named, the Chairman of the Meeting, is appointed as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at **10:30am on Thursday, 31 October 2013, at Meeting Room of The Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne** and at any adjournment or postponement of the meeting. Where the Chairman of the Meeting is appointed as my/our proxy, or may be appointed by default, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. Please read the voting instructions overleaf before marking any boxes with an

STEP 2 **VOTING DIRECTIONS**

	For	Against	Abstain*
Resolution 2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval of the Issue of 40,816,327 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 **SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED**

Shareholder 1 (Individual) <input type="text"/>	Joint Shareholder 2 (Individual) <input type="text"/>	Joint Shareholder 3 (Individual) <input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

MEO PRX301R



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am on Tuesday, 29 October 2013**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

MEO Australia Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**