



ABN 45 066 383 971

18 June 2015

PAGES (including this page):12

ASX Market Announcements  
ASX Limited  
Exchange Centre  
Level 4, 20 Bridge Street  
Sydney NSW 2000

---

## NOTICE OF GENERAL MEETING

---

Attached please find Cue Energy Resources Limited's release with respect to the above mentioned.

Yours faithfully

Andrew M Knox  
Chief Financial Officer

### CUE ENERGY OVERVIEW

Cue is an Australian based oil & gas company with activities in Australia, New Zealand, Indonesia and the USA.

### THE COMPANY HAS:

- Long life production
- A strong balance sheet
- An active exploration program

### CUE ENERGY DIRECTORS

- Geoffrey King (Chairman)
- Stuart Brown
- Paul Foley
- Peter Hazledine
- Brian Smith
- Andrew Young

### CUE ENERGY MANAGEMENT

- David Biggs (CEO)
- Andrew Knox (CFO)
- Jeffrey Schroll (Exp Man)

### OFFICE

Level 19  
357 Collins Street  
Melbourne Vic 3000

### CONTACT DETAILS

Tel: +613 8610 4000  
Fax: +613 9614 2142

### EMAIL

mail@cuenrg.com.au

### WEBSITE

www.cuenrg.com.au

### LISTINGS

ASX: CUE  
ADR/OTC: CUEYY



ABN 45 066 383 971

## **RELEASE**

### **NOTICE OF GENERAL MEETING**

Melbourne, 18 June 2015: As advised to the ASX on 29 May 2015, Cue Energy Resources Limited (Cue) has received a request from a shareholder who holds more than 5% of the votes that may be cast at a general meeting to convene a General Meeting of Cue shareholders

The Cue Board of Directors has resolved to hold the General Meeting on Wednesday 29 July 2015 at 10.30am (AEST) with registration from 10.00am. The General Meeting will be held at Intercontinental The Rialto, 495 Collins Street, Melbourne, Victoria 3000, in the Wool Room.

The Notice of Meeting including Explanatory Memorandum (attached), together with the Proxy Form, will be sent to shareholders today.

If you are attending the General Meeting and have not lodged a Proxy Form, please bring the Proxy Form with you to assist with registration.

If you are not attending the General Meeting, you can lodge a completed Proxy Form by returning it in the enclosed envelope by post, hand delivery, facsimile or online.

Please be aware that the Proxy Form needs to be received by the Cue Share Registrar no later than 10.30am (AEST) on 27 July 2015. Further details on lodging your Proxy Form can be found on the reverse side of the Proxy Form.

Any queries regarding this announcement should be directed to the Company on +613 8610 4000 or email [mail@cuenrg.com.au](mailto:mail@cuenrg.com.au).

A handwritten signature in black ink that reads "Andrew Knox".

Andrew Knox  
Chief Financial Officer

18 June 2015

# CUE ENERGY RESOURCES LIMITED

ABN 45 066 383 971

## Notice of General Meeting

**to be held on** Wednesday, 29 July 2015  
10:30am (AEST)

at: Intercontinental The Rialto  
Wool Room  
495 Collins Street  
Melbourne, Victoria 3000

**This is an important document and requires your immediate attention.**

**The meeting has been requisitioned by certain members of the Company under section 249D of the *Corporations Act 2001* (Cth).**

**You should read this document in its entirety before deciding whether or not to vote for or against any resolution at the meeting. If you are in doubt as to what you should do, you should consult your legal, investment or other professional adviser.**

If you have recently sold all of your Cue shares, please disregard this document





ABN 45 066 383 971

18 June 2015

Dear Shareholders

On 28 May 2015, a shareholder of Cue holding over 5% of the ordinary shares of the Company served the Company with a Notice requesting that the Directors convene a meeting of all shareholders pursuant to section 249D of the *Corporations Act 2001 (Cth)*.

The purpose of the meeting is to put resolutions to Cue shareholders to consider:

- i) the removal of Mr Geoffrey King as a Director;
- ii) the removal of Mr Andrew Young as a Director; and
- iii) the removal of any new Directors.

Yours sincerely

A handwritten signature in black ink that reads "Geoffrey J King".

Geoffrey J King  
Chairman

## NOTICE OF GENERAL MEETING

A General Meeting of Cue will be held at Intercontinental The Rialto, 495 Collins Street, Melbourne, Victoria 3000, in the Wool Room, on 29 July 2015 at 10.30am (AEST).

Terms used in this Notice and the Explanatory Memorandum are defined in the glossary to this document.

The Explanatory Memorandum which accompanies and forms part of this Notice describes the matters to be considered at the General Meeting.

## AGENDA

### 1. Removal of Mr Geoffrey King as a Director

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

*"That Geoffrey King be removed as a director of Cue Energy Resources Limited (ACN 066 383 971) effective as at the close of the meeting."*

### 2. Removal of Mr Andrew Young as a Director

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

*"That Andrew Young be removed as a director of Cue Energy Resources Limited (ACN 066 383 971) effective as at the close of the meeting."*

### 3. Removal of any new Directors

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

*"That all directors appointed in the period commencing from 28 May 2015 until the date of the meeting (as requisitioned by NZOG under s 249D of the Corporations Act) be removed as directors of Cue Energy Resources Limited (ACN 066 383 971) effective as at the close of the meeting."*

## NOTES:

These notes form part of the Notice of Meeting.

## Background

To assist you in deciding how to vote on the above Resolutions, background information to the Resolutions is set out in the Explanatory Memorandum forming part of this Notice of Meeting.

## Voting Entitlements

The Directors have determined that, for the purpose of voting at the General Meeting, Shareholders eligible to vote at the General Meeting are those persons who are the registered holders of Shares at 7.00pm (AEST) on 27 July 2015. Accordingly, transactions registered after that time will be disregarded in determining Shareholders entitled to attend and vote at the General Meeting.

## How to Vote

You may vote by attending the General Meeting in person, by proxy, or by an authorised representative.

### Voting in Person

To vote in person, attend the General Meeting on the date and at the place set out above. Shareholders are asked to arrive at the venue 30 minutes prior to the time designated for the Meeting, if possible, so that the Company may check their shareholding against the Company's share register and note attendances.

### Voting by Proxy

A Shareholder has the right to appoint a proxy, who need not be a Shareholder of the Company. A proxy can be an individual or a body corporate. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body corporate may exercise as a proxy at the General Meeting. The representative should bring to the General Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

If a Shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. If the Shareholder does not specify the proportion or number of votes that may be exercised by each proxy, each proxy may exercise half of the votes.

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If in respect of any of the items of business you do not direct your proxy how to vote, you are directing your proxy to vote as he or she decides.

If you mark the abstain box for a particular item you are directing your proxy not to vote on your behalf and your Shares will not be counted in computing the required majority in the event of a poll.

Proxies without voting instructions that are exercisable by the Chair of the General Meeting will be voted as that person decides. Mr Geoffrey King, the current chairperson of Directors, has indicated that if he is Chair of the General Meeting for the General Meeting's consideration of a Resolution he intends to vote those proxies against the particular Resolution.

To vote by proxy, the Proxy Form (together with the original of any power of attorney or other authority, if any, or certified copy of that power of attorney or other authority under which the Proxy Form is signed) must be received at the Share Registrar of Cue no later than 10.30am (AEST) on 27 July 2015 (Proxy Forms received after that time will be invalid). Proxy Forms must be received before that time via any of the following methods:

- By Post:                      Computershare Investor Services Pty Limited  
   GPO Box 242  
   Melbourne, Victoria 3001  
   Australia
- In Person:                    Cue Energy Resources Limited's registered office  
   Level 19, 357 Collins Street  
   Melbourne, Victoria 3000  
   Australia
- By Facsimile:                1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)
- Online:                         [www.investorvote.com.au](http://www.investorvote.com.au)

Custodians and nominees: For Intermediary Online subscribers only (custodians and nominees) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

## Corporate Representatives

A body corporate may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's Share Registrar, Computershare Investor Services, before the General Meeting or at the registration desk on the day of the General Meeting. Certificates of appointment of corporate representatives are available at [www.investorcentre.com](http://www.investorcentre.com) or on request by contacting Computershare Investor Services on telephone number 1300 850 505 (within Australia) or + 61 3 9415 4000 (outside Australia).

By order of the Board



**Andrew Knox**  
**Company Secretary**

Dated 18 June 2015

***The Notice of Meeting, Explanatory Memorandum and Proxy Form should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.***

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum and all attachments are important documents and should be read carefully. If you have any questions regarding the matters set out in this Explanatory Memorandum or the preceding Notice of Meeting, please contact the Company, your stockbroker or other professional adviser.

This Explanatory Memorandum has been prepared for the Shareholders of the Company in connection with the General Meeting of the Company to be held on 29 July 2015 at 10:30am (AEST) at Intercontinental The Rialto, 495 Collins Street, Melbourne, Victoria 3000, in the Wool Room.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that the Board believes to be material to Shareholders in deciding whether or not to approve the Resolutions detailed in the Notice.

### Background information

On 28 May 2015 Cue received from the following shareholder (**Requisitioning Shareholder**) a request to convene a meeting of all shareholders pursuant to section 249D of the Corporations Act (**Requisition Notice**) to consider each of the resolutions specified in the Agenda to the Notice of Meeting (**Resolutions**). At the date of the Requisition Notice, the shareholder held 48.11% of Cue's issued capital which is more than the 5% of Cue's issued capital required to issue the Requisition Notice.

Shareholder	Holdings as at midnight on 28 May 2015
1. NZOG Offshore Limited	335,854,341

(being a member who held at the date of the Requisition Notice at least 5% of Cue's issued share capital).

The Requisitioning Shareholder requested that the Directors convene the meeting to consider each of the Resolutions specified in the Agenda to the Notice of Meeting.

The Directors have therefore convened the General Meeting to consider the Resolutions in response to the Requisition Notice.

### What has the Requisitioning Shareholder proposed at the General Meeting?

The Requisition Notice required that the Directors convene the General Meeting to consider and, if thought fit, pass resolutions to remove Mr Geoffrey King and Mr Andrew Young as Directors of Cue and to remove as Directors of Cue any other persons appointed as Directors from 28 May 2015.

### Board position post the EGM

Should the Resolutions be passed, the Board of Directors will number four comprising of three Directors nominated by NZOG and one other Director.

Should the Resolutions not be passed, the Board of Directors will number six, comprising of three Directors nominated by NZOG and three other Directors.

### Resolution 1 – the removal of Mr Geoffrey King

Mr Geoffrey King was appointed as a Director of the Company on 24 November 2011 by resolution of the Board of Directors and was subsequently elected as a Director of the Company by the Company's Shareholders at the Company's Annual General Meeting held on 24 November 2011. He was re-elected a Director at the Company's 2013 AGM.

Mr King is an independent Director of Cue.

## **Resolution 2 – the removal of Mr Andrew Young**

Mr Andrew Young was appointed as a Director of the Company on 24 November 2011 by resolution of the Board of Directors and was subsequently elected as a Director of the Company by the Company's Shareholders at the Company's Annual General Meeting held on 24 November 2011. He was re-elected a Director at the Company's 2014 AGM.

Mr Young is an independent Director of Cue.

## **Resolutions 3 – the removal of any new Director**

Between 28 May 2015 and the date of the Notice of Meeting no new Director has been appointed to the Cue Board.

## **GLOSSARY**

**Board** means the Board of Directors of the Company.

**Company** or **Cue** means Cue Energy Resources Limited (ABN 45 066 383 971).

**Corporations Act** means the Corporations Act 2001 (Cth).

**Directors** means the directors of the Company from time to time and **Director** means any one of them.

**Explanatory Memorandum** means this explanatory memorandum which accompanies the Notice.

**General Meeting** or **Meeting** means the meeting convened by this Notice.

**Notice** or **Notice of Meeting** means the notice of General Meeting.

**Proxy Form** means the proxy form attached to the Notice.

**Requisitioning Shareholders** means the Shareholder described on page 7 of the Notice being a Shareholder that holds more than 5% of Cue's issued Shares as at midnight on 28 May 2015 and who has requisitioned that the Directors call the General Meeting to consider the Resolutions.

**Resolution** means a resolution contained in the Notice.

**Share** means a fully paid ordinary share in the capital of the Company.

**Share Registrar** means Computershare Investor Services Pty Limited.

**Shareholder** means a holder of Shares.

**Annexure A – Member’s Request**

**This is the form of Members’ Request provided by the Requisitioning Shareholder for the Company to call a General Meeting dated 28 May 2015 and received by the Company on 28 May 2015.**

**NZOG OFFSHORE LIMITED**  
Level 20, 125 The Terrace, PO Box 10-725,  
Wellington 6143, New Zealand

28 May 2015

The Directors  
Cue Energy Resources Limited  
Level 19, 357 Collins Street  
Melbourne Victoria 3000

Dear Directors

**Requisition notice: removal of directors**

**1. Requisition notice**

NZOG Offshore Limited (**NZOG**), a shareholder with at least 5% of the votes that may be cast at the general meeting of Cue Energy Resources Limited (**Cue**), requests in accordance with section 249D of the Corporations Act 2001 (Cth) (**Corporations Act**) that the directors of Cue call and arrange to hold a general meeting of Cue.

In accordance with section 249D the directors must call the meeting within 21 days after the request is given to Cue and the meeting must be held not later than 2 months after the request is given to Cue.

**2. Proposed resolutions**

NZOG's proposed resolutions for the general meeting are set out below.

Resolution 1

*That Geoffrey King be removed as a director of Cue Energy Resources Limited (ACN 066 383 971) effective as at the close of the meeting.*

Resolution 2

*That Andrew Young be removed as a director of Cue Energy Resources Limited (ACN 066 383 971) effective as at the close of the meeting.*

Resolution 3

*That all directors appointed in the period commencing from 28 May 2015 until the date of the meeting (as requisitioned by NZOG under s 249D of the Corporations Act) be removed as directors of Cue Energy Resources Limited 066 383 971 effective as at the close of the meeting.*

**3. Notice**

This letter constitutes notice to Cue of NZOG's intention to move proposed resolutions 1 to 3 for the purposes of section 203D(2) of the Corporations Act.

Yours faithfully,

**Executed** by NZOG Offshore Limited



\_\_\_\_\_  
Signature of sole director

Andrew Knight

\_\_\_\_\_  
Name of sole director (print)

