



7 April 2011

## ASX RELEASE

# NOTICE OF AGM AND PROXY FORM

Attached is ROC's Notice of Annual General Meeting and Proxy Form. A copy is also available on ROC's website at:

[http://www.rocoil.com.au/Public/Investor\\_Centre/Announcements.aspx](http://www.rocoil.com.au/Public/Investor_Centre/Announcements.aspx)

ROC's 2011 Annual General Meeting will take place at 11:00am on Thursday 12 May at the Australian National Maritime Museum, Darling Harbour, Sydney.

**Alan Linn**  
Chief Executive Officer

For further information please contact:

**Matthew Gerber**  
General Manager  
Corporate Affairs & Planning  
Tel: +61-2-8023-2000  
Email: [mgerber@rocoil.com.au](mailto:mgerber@rocoil.com.au)  
Or visit ROC's website: [www.rocoil.com.au](http://www.rocoil.com.au)



## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Annual General Meeting ("AGM") of the members of Roc Oil Company Limited ("Company") will be held at 11.00 am on Thursday, 12 May 2011 at the Australian National Maritime Museum, 2 Murray Street, Darling Harbour, Sydney, NSW.

### **ORDINARY BUSINESS**

#### **Annual Financial Report, Directors' Report and Auditor's Report**

1. To receive and consider the Annual Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 31 December 2010.

#### **Remuneration Report for Year Ended 31 December 2010**

2. The resolution set out below will be proposed as an ordinary resolution:

"That the Remuneration Report for the year ended 31 December 2010 be adopted."

#### **Directors**

3. To re-elect Mr William Jephcott as a Director of the Company by passing the following resolution as an ordinary resolution:

"That Mr Jephcott, a Director retiring by rotation in accordance with the constitution, and being eligible, be re-elected as a Director of the Company."

4. To elect Mr Christopher Hodge as a Director of the Company by passing the following resolution as an ordinary resolution:

"That Mr Christopher Hodge, having been appointed as a Director with effect from 7 September 2010 and being required to retire in accordance with the constitution, be elected as a Director of the Company."

5. To elect Mr Graham Mulligan as a Director of the Company by passing the following resolution as an ordinary resolution:

"That Mr Graham Mulligan, having been appointed as a Director with effect from 7 September 2010 and being required to retire in accordance with the constitution, be elected as a Director of the Company."

### **SPECIAL BUSINESS**

#### **Increase in maximum aggregate remuneration of non-executive directors**

6. The resolution set out below will be proposed as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.17 and Rule 6.3(a) of the Company's constitution, approval be given to increase the maximum aggregate amount available for the remuneration of non-executive directors of the Company by \$250,000 from \$500,000 per annum to \$750,000 per annum, to be apportioned by the directors at their discretion."

The Company will disregard any votes cast on Resolution 6 by Directors of the Company and any associates of Directors of the Company. However, the Company need not disregard a vote if it is cast by such a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if 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.

### **OTHER BUSINESS**

- To transact any other business which may be legally brought forward.

By order of the Board of Directors

**LEANNE NOLAN**  
Company Secretary

**7 April 2011**

## Information for Shareholders

1. This Notice of Annual General Meeting should be read in conjunction with the attached Explanatory Statement. The Explanatory Statement forms part of this Notice of Annual General Meeting.
2. For each resolution to be passed, it must be approved by a simple majority of the votes cast on the resolution.
3. A member entitled to attend and vote at the meeting is entitled to appoint not more than 2 proxies.
4. Where more than 1 proxy is appointed, each proxy may be appointed to represent a specified number or proportion of votes. If no such number or proportion is specified, each proxy may exercise half of the member's votes.
5. A proxy does not have to be a member of the Company.
6. The proxy form must be signed by the member or his or her attorney. Proxies given by corporations must be signed either under seal or under the hand of a duly authorised officer or attorney.
7. To be valid the form appointing the proxy and the power of attorney or other authority (if any) under which it is signed (or an attested copy) must be received by the Company at the address or fax number listed below not later than 48 hours before the time for holding the AGM.
8. The proxy form can be lodged with either the Company or Computershare Investor Services Pty Ltd at the following addresses:

Attention: Company Secretary  
Roc Oil Company Limited  
PO Box Q1496  
Queen Victoria Building  
NSW 1230  
Fax: (02) 8023 2222

Computershare Investor Services Pty Ltd  
Level 4  
60 Carrington Street  
Sydney NSW 2000  
Fax: (03) 9473 2555

You will be eligible to vote at the meeting if you are registered as a holder of ROC shares at 7pm (AEST) on Tuesday, 10 May 2011. Transfers registered after this time will be disregarded in determining entitlements to vote at the AGM.

9. The Chairman of the meeting will vote all undirected proxies in favour of each resolution.

## EXPLANATORY STATEMENT

### Resolution 1: Financial Statements and Reports

In accordance with the Corporations Act 2001, shareholders will be given a reasonable opportunity at the AGM to ask questions and make comments on the financial statements and reports and on the management of the Company.

During discussion of this item, the Company's auditor will be present and available to answer qualifying questions.

### Resolution 2: Remuneration Report

In accordance with the requirements of the Corporations Act 2001, the Board is submitting its Remuneration Report for the year ended 31 December 2010 to shareholders for consideration and adoption by way of advisory resolution.

This resolution does not bind the Directors or the Company. The Remuneration Report sets out the remuneration policy for the Company and explains remuneration arrangements in place for executive and non-executive directors and senior management.

The Remuneration Report is set out on pages 44 to 51 of the Directors' Report.

Shareholders will be given a reasonable opportunity to ask questions about the Remuneration Report at the AGM.

The Board recommends that shareholders vote in favour of Resolution 2.

### Resolutions 3: Re-election of Mr William Jephcott

Resolution 3 seeks approval for the re-election of Mr William Jephcott who is retiring by rotation under Rule 6.1(f) of the Company's Constitution. This rule requires that one third of Directors (rounded down to the nearest whole number and excluding the managing director and any Director appointed by the Board as an additional Director or to fill a casual vacancy) and any other Director who, if he or she does not retire, will at the conclusion of the meeting have been in office for three or more years or for three or more AGM's since he or she was last elected to office, must retire at the AGM. Retiring Directors may seek re-election under Rule 6.1(i).

Mr William Jephcott is a current Director of the Company who is retiring and offering himself for re-election as a Director of Roc Oil Company Limited in accordance with Rules 6.1(i) and 6.1(f) of the Constitution.

The Board recommends that shareholders vote in favour of Resolution 3.

### Resolution 4: Election of Director – Mr Christopher Hodge

Resolution 4 seeks approval for the election of Mr Christopher Hodge as a Director of Roc Oil Company Limited. Mr Hodge was appointed as a Director by the Board after the last Annual General Meeting under Rule 6.1(d) of the Company's Constitution. This Rule states that the Board has the power to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director appointed under this Rule may hold office only until the next Annual General Meeting. Directors appointed to the Board under Rule 6.1(d) are eligible for election under Rule 6.1(i) and may offer themselves for election as Directors of Roc Oil Company Limited.

Mr Hodge was appointed as a non-executive executive director on 7 September 2010 pursuant to Rule 6.1(d). Mr Hodge now seeks election by shareholders in accordance with Rule 6.1(i) of the Constitution.

Mr Hodge is a qualified geologist and petroleum geophysicist with extensive experience both in Australia and overseas.

In addition to a variety of senior technical roles, he has held managerial positions in major petroleum exploration and production companies and played significant roles in substantially growing their asset bases through a mix of exploration and acquisition. Most recently, Mr Hodge was Managing Director of ASX-listed Adelphi Energy and is currently the Exploration & Production Advisor to Mitsubishi in Australia.

He is a member of the Petroleum Exploration Society of Australia ("PESA"), the Society of Exploration Geologists ("SEG") and the American Association of Petroleum Geologists ("AAPG"). Mr Hodge is a former President of the PESA and Australian Society of Exploration Geophysicists ("ASEG") NSW branches.

Mr Hodge is 58 years old and holds a Graduate Diploma in Applied Finance and Investment, a M.Sc in Structural Geology and Rock Mechanics and a B.Sc (Honours) degree in Geology.

The Board recommends that shareholders vote in favour of Resolution 4.

### Resolution 5: Election of Director – Mr Graham Mulligan

Resolution 5 seeks approval for the election of Mr Graham Mulligan as a Director of Roc Oil Company Limited. Mr Mulligan was appointed as a Director by the Board after the last Annual General Meeting under Rule 6.1(d) of the Company's Constitution. This Rule states that the Board has the power to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director appointed under this Rule may hold office only until the next Annual General Meeting.

Directors appointed to the Board under Rule 6.1(d) are eligible for election under Rule 6.1(i) and may offer themselves for election as Directors of Roc Oil Company Limited.

Mr Mulligan was appointed as a non-executive executive director on 7 September 2010 pursuant to Rule 6.1(d). Mr Mulligan now seeks election by shareholders in accordance with Rule 6.1(i) of the Constitution.

Mr Mulligan is the principal of International Infrastructure Ventures Pty Ltd, an independent consulting company which specialises in providing advisory services in relation to major projects in infrastructure, transport and petroleum.

He holds both science and accountancy qualifications and has considerable experience as a senior executive in the international petroleum, infrastructure and transport industries. This includes over 16 years with the listed New Zealand Oil & Gas Limited Group as both a director and senior executive.

Mr Mulligan has held a number of other senior executive roles, including CEO Port of Brisbane Corporation and Managing Director of Port Wellington Limited. He is a former Chairman of the Petroleum Exploration Association of New Zealand, is currently a director of Chalmers Limited and for six years, until late 2010, was a director of Transpacific Industries Group Ltd.

Mr Mulligan is 58 years old and holds a Bachelor of Science and a Diploma in Accounting. He is a Fellow of the Australian Institute of Management and a member of the Australian Institute of Company Directors.

The Board recommends that shareholders vote in favour of Resolution 5.

#### **Resolution 6: Increase in maximum aggregate remuneration of non-executive directors**

Under Rule 6.3(a) of the Constitution of the Company, the remuneration of non-executive directors may not exceed in total in any year the amount fixed by the Company in general meeting for that purpose. Further, under Listing Rule 10.17, the Company must not, without the approval of its members, increase the total amount of directors' fees payable by it.

The current maximum aggregate remuneration of non-executive directors is \$500,000 per annum, which was last approved by the Company's members approximately six years ago at a General Meeting held on 11 May 2005.

The Board is of the view that it is now appropriate for the remuneration of non-executive directors to be reviewed. It is proposed that the maximum aggregate remuneration payable to non-executive directors be increased by \$250,000 to \$750,000 per annum.

The Board proposes to increase the maximum aggregate remuneration payable to non-executive directors for the following reasons:

- (a) to ensure that the remuneration paid to directors by the Company reflects the increase in complexity of the Company's business;
- (b) to provide flexibility in planning the Board's structure, including the ability to appoint additional directors to the Board prior to the retirement of existing directors. This would encourage orderly succession and renewal and handover arrangements; and
- (c) to increase the size of the Board as it takes on new functions and responsibilities and to ensure it remains flexible and responsive in the current work environment.

The Board does not make any recommendations in respect of this resolution given the interest of the non-executive directors in the resolution.

The Chairman intends to vote undirected proxies in favour of this resolution.

#### **QUESTIONS AND COMMENTS BY SHAREHOLDERS AT THE MEETING**

In accordance with the Corporations Act and the Company's past practice, a reasonable opportunity will be given to shareholders at the meeting to ask questions or make comments on the management and operations of the Company.

Similarly, a reasonable opportunity will be given to shareholders to ask the Company's external auditors, Ernst & Young, questions relevant to the conduct of the audit and the auditor's report.

Shareholders may also submit written questions to the Company's auditor by posting the question to the Company's registered office or by faxing it to (02) 8023 2222 to the attention of the Company Secretary. Please note that all questions must be received at least five (5) business days before the AGM, that is, by no later than 5.00 p.m. on Thursday 5 May 2011.

A list of qualifying written questions received will be made available at the AGM.

As stated above, the auditor will also be present at the AGM.



**Roc Oil Company Limited**  
ABN 32 075 965 856

000001 000 ROC  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



## Lodge your vote:



**Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)



**By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

**[www.investorvote.com.au](http://www.investorvote.com.au)**



**Cast your proxy vote**



**Access the annual report**



**Review and update your securityholding**

*Your secure access information is:*

**Control Number: 999999**

**SRN/HIN: 1999999999**

**PIN: 99999**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.



**For your vote to be effective it must be received by 11:00am (AEST) on Tuesday 10 May 2011**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the information tab, "Downloadable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark  to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Roc Oil Company Limited hereby appoint

the Chairman of the Meeting **OR**



**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Roc Oil Company Limited to be held at the Australian National Maritime Museum, 2 Murray Street, Darling Harbour, Sydney, NSW on Thursday 12 May 2011 at 11:00am and at any adjournment of that meeting.

**Important for Item 6:** If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Item 6 below, please mark the box in this section. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 6 and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of Item 6 of business.

I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

### STEP 2 Items of Business



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

	For	Against	Abstain
2 That the Remuneration Report for the year ended 31 December 2010 be adopted	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-elect Mr William Jephcott as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To elect Mr Christopher Hodge as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To elect Mr Graham Mulligan as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To increase the maximum aggregate remuneration of non-executive directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

### SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date \_\_\_\_/\_\_\_\_/\_\_\_\_