

Helping to create a sustainable future in PNG



OIL SEARCH LIMITED

NOTICE OF MEETING – 2011 ANNUAL MEETING

Notice is hereby given that the eightieth Annual Meeting (the Meeting) of Members of Oil Search Limited (Oil Search or the Company) will be held in the Ballroom at the Crowne Plaza Hotel, Port Moresby, Papua New Guinea, on Wednesday, 11 May 2011, at 3:30 p.m.

ORDINARY BUSINESS

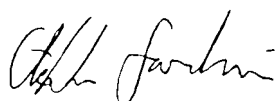
1. To receive and consider the financial statements for the Company, together with the Directors' Report and Auditor's Report, for the year ended 31 December 2010.
2. To re-elect Brian Horwood as a director of the Company. Brian Horwood retires in accordance with clause 15.3(c) of the Company's Constitution and, being eligible to do so, offers himself for re-election.
3. To re-elect Kostas Constantinou as a director of the Company. Kostas Constantinou retires in accordance with clause 15.3(c) of the Company's Constitution and, being eligible to do so, offers himself for re-election.
4. To re-elect Robert Igara as a director of the Company. Robert Igara retires in accordance with clause 15.3(c) of the Company's Constitution and, being eligible to do so, offers himself for re-election.
5. To elect Agu Kantsler as a director of the Company. Agu Kantsler retires in accordance with clause 15.3(a) of the Company's Constitution and, being eligible to do so, offers himself for election.
6. To elect Zygmunt (Ziggy) Switkowski as a director of the Company. Ziggy Switkowski retires in accordance with clause 15.3(a) of the Company's Constitution and, being eligible to do so, offers himself for election.
7. In accordance with Section 190 of the Companies Act (1997), to appoint an auditor and in accordance with Section 191 of the Companies Act (1997) to authorise the directors to fix the fees and expenses of the auditor. Deloitte Touche Tohmatsu retires in accordance with Section 190 of the Companies Act (1997) and being eligible to do so, offers itself for re-appointment.

SPECIAL BUSINESS

1. To approve the issue of 245,800 Performance Rights to the Managing Director, Peter Botten, pursuant to the rules and terms of issue of the Long Term Incentive Plan (LTI Plan).
2. To approve the issue of 51,100 Performance Rights to Executive Director, Gereia Aopi, pursuant to the rules and terms of issue of the LTI Plan.
3. To approve the issue of 74,588 Restricted Shares to the Managing Director, Peter Botten, pursuant to the LTI Plan by way of a mandatory deferral of 50% of the Managing Director's short term incentive in respect of the 2010 year.
4. To approve the issue of 18,592 Restricted Shares to the Executive Director, Gereia Aopi, pursuant to the LTI Plan by way of a mandatory deferral of 50% of the Executive Director's short term incentive in respect of the 2010 year.

All items of Special Business will be treated as ordinary resolutions.

By Order of the Board



STEPHEN W. GARDINER
Group Secretary

Dated: 28 March 2011

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NOTE

A Member entitled to attend and vote at the Meeting may appoint a proxy, who need not necessarily be a Member of the Company. A proxy form is enclosed and, where a proxy is to be appointed, the proxy form should be completed and lodged at any one of the following addresses not less than 48 hours before the time at which the Meeting is to be held:

THE REGISTERED OFFICE OF THE COMPANY:

Level 7
Credit House
Cuthbertson Street
Port Moresby, NCD

PO Box 842, Port Moresby
PAPUA NEW GUINEA
Facsimile: (675) 322 5566

THE OFFICE OF THE COMPANY IN AUSTRALIA:

Level 27 Angel Place
123 Pitt Street
Sydney NSW 2000

GPO Box 2442
Sydney NSW 2001
AUSTRALIA
Facsimile: (61 2) 8207 8500

THE OFFICE OF THE COMPANY'S SHARE REGISTRY:

Computershare Investor Services Pty Limited
GPO Box 242,
Melbourne VIC 3001
AUSTRALIA
Facsimile: 1800 783 447 (within Australia)
(61 3) 9473 2555 (outside Australia)

VOTING EXCLUSION STATEMENT (SPECIAL BUSINESS ITEMS 1, 2, 3 AND 4)

Pursuant to ASX Listing Rules 10.14 and 10.15A.6, the Company will disregard any votes cast on Items 1, 2, 3 and 4 of the Special Business by Peter Botten and Gereaa Aopi, being the only directors eligible to participate in the Long Term Incentive Plan, and any of their associates.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person to vote, in accordance with the directions on the proxy form; or
- 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.

EXPLANATORY NOTES (ORDINARY BUSINESS ITEMS 1, 2, 3, 4, 5, 6 AND 7)

RESOLUTION 1 – FINANCIAL STATEMENTS, DIRECTORS' REPORT AND AUDITOR'S REPORT

The Company's financial statements, together with the Directors' Report and the Auditor's Report for the year ended 31 December 2010, will be put to the Meeting for consideration.

There is no requirement for the Meeting to approve those reports. However, the Chairman will allow reasonable opportunity for shareholders to ask questions or make comments about those reports and regarding the management of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and the contents of the Auditor's Report.

Oil Search's 2010 Annual Report has been made available to shareholders and can be found on the Company's website at the following address:

<http://www.oilsearch.com/Investors/ASX-Releases/Annual-Reports.html>

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RESOLUTIONS 2, 3, 4, 5 AND 6 – RE-ELECTION OF DIRECTORS

BRIAN HORWOOD, B.COMM., F.A.I.C.D., F.C.P.A. (CHAIRMAN), 69 YEARS

Mr Horwood retires by rotation and offers himself for re-election.

Brian Horwood was appointed to the Board on 28 May 2004 and has been Chairman of Oil Search since 1 June 2004.

Prior to his appointment to the Board of Oil Search, Mr Horwood had 35 years of experience with the Rio Tinto Group, having held executive positions in Australia, the United Kingdom and Papua New Guinea. Most recently, Mr Horwood was Managing Director, Rio Tinto-Australia.

Mr Horwood was previously the Chairman of Energy Resources of Australia Limited and Coal and Allied Industries Limited. He has been a member of the Business Council of Australia and a director of the Minerals Council of Australia.

The other directors recommend that shareholders vote in favour of Mr Horwood's re-election.

KOSTAS CONSTANTINOU, OBE, 53 YEARS

Mr Constantinou retires by rotation and offers himself for re-election.

Kostas Constantinou was appointed to the Board on 16 April 2002. Mr Constantinou is a prominent business figure in Papua New Guinea, holding a number of high level public and private sector appointments. He is a director of various companies, including Airways Hotel & Apartments Limited, Lamana Hotel Limited, Heritage Park Hotel and Gazelle International Hotel. He is also Deputy President of the Employers Federation of Papua New Guinea, a director of Airlines PNG, Chairman of Bank South Pacific, Chairman of the National Physical Planning Board, Honorary Consul for Greece in Papua New Guinea and Trade Commissioner of Solomon Islands to Papua New Guinea.

The other directors recommend that shareholders vote in favour of Mr Constantinou's re-election.

ROBERT IGARA, CMG, B.ECON., GRAD. DIP. (INTL. LAW), MBA, M.A.I.C.D., PNGID, 58 YEARS

Mr Igara retires by rotation and offers himself for re-election.

Robert Igara was appointed to the Board on 16 April 2002. At that time he was one of Papua New Guinea's most highly placed civil servants and he has extensive experience in the public sector, in international relations and multilateral development and financial matters. He served as a diplomat in Suva and Canberra and as the Secretary to the Department of Trade & Industry. He was formerly Chief Secretary to Government in PNG, Acting Secretary for Treasury and Chairman of Mineral Resources Development Company Limited. Mr Igara was an independent director of Orogen Minerals and a member of the Board of the Bank of PNG. He has also held chairmanships of other boards of statutory bodies, including the PNG Investment Promotion Authority. He was the founding Chief Executive Officer of PNG Sustainable Development Program Ltd from 2002 to 2008, a company which has a 52% interest in Ok Tedi Mining Ltd, and from March 2008 to June 2009 the Executive Director (Strategic Investments Group) within PNGSDP Ltd. He also serves on the boards of several community and not-for-profit organisations in PNG and the Pacific.

The other directors recommend that shareholders vote in favour of Mr Igara's re-election.

AGU KANTSLE, B.SC (HONS), PH.D, M.A.I.C.D., FTSE, 60 YEARS

Dr Kantsler retires as his appointment to the Board occurred subsequent to the last Annual Meeting and offers himself for election.

Agu Kantsler was appointed to the Board on 19 July 2010. Until his retirement in mid-2010, Dr Kantsler worked with Woodside Petroleum for 15 years, where he was most recently the Executive Vice President Health, Safety and Security. Prior to that, Dr Kantsler was Woodside Petroleum's Executive Vice-President Exploration & New Ventures from 1996 to 2009. Before joining Woodside Petroleum, Dr Kantsler had extensive experience with the Shell Group of Companies working in various exploration roles in Australia and internationally, also over a period of 15 years. Dr Kantsler has been a councillor and director of the Australian Petroleum Production and Exploration Association (APPEA) for 15 years where, as well as being chairman of several of APPEA's committees, he was Chairman from 2000 – 2002. In 2005, Dr Kantsler was awarded the APPEA Reg Sprigg Medal for his outstanding contribution to the oil and gas industry in Australia. Dr Kantsler was also a founding member of the Australian Government's Council for Australian Arab Relations (CAAR), where he served for two terms.

The other directors recommend that shareholders vote in favour of Dr Kantsler's election.

ZIGGY SWITKOWSKI, B.SC (HONS), PHD, F.A.I.C.D., FTSE, 62 YEARS

Dr Switkowski retires as his appointment to the Board occurred subsequent to the last Annual Meeting and offers himself for election.

Ziggy Switkowski was appointed to the Board on 22 November 2010. Dr Switkowski's career highlights include serving as Chief Executive Officer and Managing Director of Telstra, Chief Executive Officer of Optus and Chairman of Kodak (Australia). Dr Switkowski currently serves as a director of Suncorp Metway, Tabcorp Holdings and Lynas Corporation Ltd and is Chairman of Opera Australia. He is the immediate past Chairman of the Australian Nuclear Science and Technology Organization. In January 2011, Dr Switkowski assumed the position of Chancellor of Royal Melbourne Institute of Technology. Dr Switkowski holds an honours degree in science and a PhD in nuclear physics from the University of Melbourne and is a Fellow of the Australian Institute of Company Directors.

The other directors recommend that shareholders vote in favour of Dr Switkowski's election.

RESOLUTION 7 – RE-APPOINTMENT OF AUDITOR

The resolution to re-appoint the Company's auditor, Deloitte Touche Tohmatsu, to hold office from the conclusion of this Meeting until the conclusion of the Company's next Annual Meeting, is formally put to shareholders, in accordance with Section 190 of the PNG Companies Act.

The Board recommends that shareholders vote in favour of the re-appointment of Deloitte Touche Tohmatsu.

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EXPLANATORY NOTES (SPECIAL BUSINESS ITEMS 1, 2, 3 AND 4)

1. ISSUE OF PERFORMANCE RIGHTS TO THE MANAGING DIRECTOR, PETER BOTTEN, AND TO EXECUTIVE DIRECTOR, GERE AOPJ UNDER THE LONG TERM INCENTIVE PLAN

Items 1 and 2 of the Special Business deal with the proposed issue of Performance Rights to the Managing Director, Peter Botten, and the Executive Director, Gere Aopi, under the LTI Plan.

At the Annual Meeting in 2004, shareholders approved equity incentive arrangements for senior executives and other employees of the Company. Following changes in Australian tax legislation, the existing equity incentive arrangements were reviewed and consolidated as the Long Term Incentive Plan. The review did not change the manner in which the existing arrangements will operate in the future.

Under the LTI Plan, awards of the following can be made:

- Performance Rights (PRs) for key executives;
- Share Appreciation Rights or Share Options for other employees; and
- Restricted Shares for key executives.

The key terms applying to the award of PRs under the LTI Plan are summarised below.

(A) TYPE OF AWARD

Awards of PRs are structured as rights to acquire ordinary shares in the Company for nil consideration, provided specified performance hurdles are met within defined time restrictions.

The LTI Plan rules allow participation by any executive, executive director or any other employee deemed to be eligible by the Board.

Awards under the plan are expressed as a number of PRs to acquire a certain number of ordinary shares in the Company (generally one share for each PR).

(B) PURCHASE PRICE

Recipients of PRs are not required to pay any amount in respect of the PRs or on acquisition of the shares pursuant to the PRs.

(C) SIZE OF AWARD

The Board determines the size of the annual PR award to be issued to each participant through an assessment of market remuneration practices and in line with Oil Search's executive remuneration strategy.

(D) FREQUENCY OF AWARDS

Awards under the LTI Plan are made annually, normally following the Company's Annual Meeting.

(E) VESTING OF PRS

PRs vest three years after the date of issue to the extent performance criteria have been met and are automatically exercised.

(F) PERFORMANCE CRITERIA

The performance criteria for the vesting of PRs are based on the Company's Total Shareholder Return (TSR) over the three-year performance period.

The performance period for PR awards made in 2011 will be the three-year period from 1 January 2011 to 31 December 2013.

To determine the number of awards vesting, the Company's TSR over the performance period will be ranked:

- as regards 50% of the award, against the relative TSR of each of the first 150 bodies corporate in the ASX 200 Index as at the commencement of the three-year performance period; and
- as regards the other 50% of the award, against the TSR of a peer group of domestic and international oil and gas exploration and production companies identified at the commencement of the three-year performance period.

If, in regard to either part of the award described in i. or ii., the Company's TSR performance is:

- below median, that is, the 50th percentile, the number of PRs comprising that part of the award that vest will be zero;
- at median, the number of PRs that vest will be 50% of the total number of PRs comprised in that part of the award;
- greater than median and less than the 75th percentile, the number of PRs that vest will increase on a straight line basis from 50% to 100% of the total number of PRs comprised in that part of the award; or
- equal to or greater than the 75th percentile, the number of PRs that vest will be 100% of the total number of PRs comprised in that part of the award.

The Board retains discretion to allow vesting of all PRs and to waive any restrictions in the event of a change of control or de-merger of the Company.

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(G) LAPSING OF PRS

PRs that do not vest following assessment of the performance conditions lapse immediately.

Generally, unvested PRs will lapse on cessation of employment, unless the Board determines otherwise. If the participant's employment ends by reason of death, illness, total or permanent disablement, redundancy or in circumstances approved by the Board, unvested PRs will not vest or lapse but will remain on foot after cessation of employment and will vest or lapse in due course depending on whether the performance conditions are achieved (subject to the Board's discretion to determine otherwise prior to or around the time of cessation). The Board may also determine to cancel a participant's unvested PRs if, in the opinion of the Board, the participant has breached their obligations to the Oil Search Group.

(H) MANAGEMENT OF THE LTI PLAN AND OTHER GENERAL TERMS

The LTI Plan is administered by the Board.

The LTI Plan rules provide flexibility to allow the use of newly issued or existing shares (for example through purchase on-market) to satisfy awards under the LTI Plan.

PRs do not attract dividends or voting rights.

The Board may engage third party share managers to assist with the administration of the LTI Plan.

(I) MAXIMUM NUMBER OF SHARES TO BE ISSUED

The aggregate number of shares and shares subject to outstanding rights (that is, rights that have not yet been exercised and that have not lapsed) that have been awarded under all of Oil Search's equity incentive plans will not exceed 5% of Oil Search's issued share capital.

ASX Listing Rule 10.14 requires shareholder approval before the following persons can acquire securities in the Company under an employee incentive plan:

- a director;
- an associate of the director; and
- a person whose relationship with the entity is, in the ASX's opinion such that approval should be obtained.

Accordingly, shareholder approval is sought in respect of the issue of 245,800 PRs to the Managing Director, Peter Botten and the issue of 51,100 PRs to the Executive Director, Gereia Aopi, in accordance with the LTI Plan.

ASX Listing Rule 10.15A requires certain information to be given in a notice of meeting to approve the acquisition of securities under an employee incentive plan.

For the purposes of Listing Rule 10.15A, it is noted that:

- under the terms of the LTI Plan, it is proposed that Peter Botten be awarded 245,800 PRs and that Gereia Aopi be awarded 51,100 PRs in respect of the 2011 financial year. Peter Botten and Gereia Aopi may each acquire one ordinary share in the capital of the Company for each PR awarded to them. However, the ability of Peter Botten and Gereia Aopi to exercise the PRs is subject to the performance conditions described in the summary of the LTI Plan set out above being met;
- the acquisition price for the shares will be nil;
- persons referred to in ASX Listing Rule 10.14 who received PRs under the PR Plan following the last approval at the 2010 Annual Meeting were:

NAME OF PARTICIPANT	NO. OF PRS RECEIVED	ACQUISITION PRICE
Peter Botten	273,400	Nil
Gereia Aopi	54,200	Nil

- Peter Botten and Gereia Aopi are the only persons participating in the LTI Plan who require shareholder approval for the right to acquire shares in the capital of the Company under the LTI Plan;
- details of any PRs issued under the LTI Plan will be published in each annual report of the Company relating to a period in which PRs have been issued, and the report will state that approval for the issue of those PRs was obtained under ASX Listing Rule 10.14;
- no person for whom shareholder approval is required under ASX Listing Rule 10.14 may participate in the PR Plan until approval is obtained in accordance with ASX Listing Rule 10.14; and
- PRs for 2011 will be awarded to Peter Botten and Gereia Aopi as soon as practicable following the close of the Meeting.

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2. ISSUE OF RESTRICTED SHARES TO THE MANAGING DIRECTOR, PETER BOTTEN, AND TO EXECUTIVE DIRECTOR, GERE AOPi

Items 3 and 4 of the Special Business deal with the proposed issue of 74,588 Restricted Shares to the Managing Director, Peter Botten and with the proposed issue of 18,592 Restricted Shares to Executive Director, Gere Aopi, pursuant to the LTI Plan.

The Company introduced the Restricted Share Plan in 2007. Following changes in Australian tax legislation, the existing equity incentive arrangements were reviewed and consolidated as the LTI Plan. The review did not change the manner in which the existing arrangements will operate in the future.

The key terms applying to the issue of Restricted Shares under the LTI Plan are summarised below.

(A) TYPE OF AWARDS

Awards of Restricted Shares under the LTI Plan are structured as grants of Restricted Shares for nil consideration. Restricted Shares are held on behalf of participants in trust, subject to disposal restrictions and forfeiture conditions, until released under the terms of the LTI Plan.

The LTI Plan rules allow participation by any executive, executive director or any other key employee deemed to be eligible by the Board.

The Board may adopt additional rules for awards of Restricted Shares to take into account legal or tax implications.

(B) PURCHASE PRICE

Participants are not required to pay any amount in respect of the Restricted Shares.

(C) SIZE OF AWARDS

The number of Restricted Shares to be granted to the participant is the number of ordinary shares that can be acquired on-market with a specific percentage of the participant's total fixed remuneration (TFR) determined at the time of the grant.

(D) FREQUENCY OF AWARDS

Awards of Restricted Shares under the LTI Plan are made from time to time where the Board determines that retention of the individual is a key Company objective.

(E) PERFORMANCE CRITERIA

The vesting of Restricted Shares is subject to continued employment – no additional performance conditions apply. Unless the Board otherwise determines, unvested Restricted Shares will be forfeited where a participant ceases employment before the vesting date.

(F) DISPOSAL RESTRICTIONS/FORFEITURE CONDITIONS ON SHARES

Restricted Shares are held in trust prior to the Restricted Shares vesting. Restricted Shares will be automatically released from the trust on the vesting date. Whilst the Restricted Shares are held in trust, the Restricted Shares will be subject to disposal restrictions and forfeiture conditions. Restricted Shares held in trust (whether vested or not) will be forfeited by participants who are considered by the Board to have acted fraudulently or dishonestly.

(G) CESSATION OF EMPLOYMENT

Unless the Board otherwise determines, participants who cease employment prior to vesting will forfeit their unvested Restricted Shares except on death or cessation due to ill health, permanent disablement, redundancy or where the Board determines in its discretion that unvested Restricted Shares should vest.

(H) MANAGEMENT OF THE LTI PLAN AND OTHER GENERAL TERMS

The LTI Plan is administered by the Board.

The LTI Plan rules provide flexibility to allow the use of newly issued or existing shares (for example through purchase on-market) to satisfy awards under the LTI Plan.

Participants are not entitled to dividends and voting rights.

(I) MAXIMUM NUMBER OF RESTRICTED SHARES TO BE ISSUED

The aggregate number of Restricted Shares and shares subject to outstanding rights (that is, rights that have not yet been exercised and have not lapsed) that have been awarded under all of Oil Search's equity incentive plans will not exceed 5% of Oil Search's issued share capital.

Grant of Restricted Shares in lieu of STI awards

Grants of Restricted Shares in lieu of a portion of a participant's short term incentive (STI) award may be made under the LTI Plan. These awards are made on the same terms as outlined above, except for the following specific terms:

(A) TYPE OF AWARD

Participants are required to defer 50% of their STI award for a financial year into Restricted Shares. Deferral of the prescribed portion of the STI award will be mandatory for employees, including all senior executives, selected to participate in the arrangement.

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(B) SIZE OF AWARDS

The number of Restricted Shares issued will be the number of ordinary shares that can be acquired on market with 50% of the participant's STI award (determined shortly after the end of the performance period).

(C) FREQUENCY OF AWARDS

It is envisaged that annual issues will be made to the extent that STI awards are determined for eligible senior management employees.

(D) VESTING OF AWARDS

Shares issued in the second quarter of 2011 (in respect of the 2010 financial year) will automatically vest on 1 January 2013.

(E) PERFORMANCE CRITERIA

Performance criteria determine the quantum of the STI award based on achievement of operating, financial, exploration success and business growth targets set by the Board over the relevant financial year. No additional performance conditions apply to the Restricted Shares granted by way of the mandatory deferral of a portion of a participant's STI award other than continued employment until the vesting date.

(F) DIVIDENDS

Participants who receive Restricted Shares in lieu of STI Awards will be entitled to receive dividends on those Restricted Shares.

ASX Listing Rule 10.14 requires shareholder approval before the following persons can acquire securities in the Company under an employee incentive plan:

- a director;
- an associate of the director; and
- a person whose relationship with the entity is, in the ASX's opinion, such that approval should be obtained.

Accordingly, shareholder approval is sought in respect of the grant of 74,588 Restricted Shares to Peter Botten, Managing Director, and the grant of 18,592 Restricted Shares to Gereaa Aopi, Executive Director, in accordance with the LTI Plan.

ASX Listing Rule 10.15A requires certain information to be given in a notice of meeting to approve the acquisition of securities under an employee incentive plan.

For the purposes of Listing Rule 10.15A it is noted that:

- the Managing Director, Peter Botten, will be granted pursuant to the LTI Plan with 74,588 Restricted Shares by way of mandatory deferral of 50% of the Managing Director's STI award for 2010;
- Executive Director, Gereaa Aopi, will be granted pursuant to the LTI Plan with 18,592 Restricted Shares by way of mandatory deferral of 50% of the Executive Director's STI award for 2010;
- the acquisition price for the Restricted Shares will be nil;
- persons referred to in ASX Listing Rule 10.14 who received Restricted Shares under the Restricted Shares Plan following the last approval at the 2010 Annual Meeting were:

NAME OF PARTICIPANT	NO. OF RESTRICTED SHARES RECEIVED	ACQUISITION PRICE
Peter Botten	132,381 (STI AWARD)	Nil
Gereaa Aopi	33,240 (STI AWARD)	Nil
	100,000 (RETENTION AWARD)	Nil

- Peter Botten and Gereaa Aopi are the only persons participating in the LTI Plan who require shareholder approval to acquire Restricted Shares under the LTI Plan;
- no person for whom shareholder approval is required under Listing Rule 10.14 may participate in the LTI Plan until approval is obtained in accordance with Listing Rule 10.14;
- details of any Restricted Shares issued under the LTI Plan will be published in each annual report of the Company relating to a period in which Restricted Shares have been issued and the report will state that approval under ASX Listing Rule 10.14 was obtained; and
- Peter Botten and Gereaa Aopi will be required to defer 50% of their short term incentive awards for the 2010 financial year into restricted shares during the second quarter 2011 and awards will vest no later than two years after the date of the Meeting.



OIL SEARCH LIMITED

www.oilsearch.com