

July 14, 2010

## SHAREHOLDER APPROVAL OF DEMERGER AND ACQUISITION SCHEMES AND DISCLOSURE OF VOTING

Arrow Energy Limited (ASX:AOE, "Arrow") announces that Shareholders, at today's Court Ordered meetings, have approved all the resolutions put to those meetings as noted below.

Arrow Shareholders have approved the Demerger Scheme under which Arrow Energy will demerge Dart Energy Limited as a separate company which will be listed on ASX. Dart Energy is currently a wholly owned subsidiary of Arrow Energy and holds Arrow Energy's international assets and a number of its Australian assets. Ancillary resolutions were also approved by Arrow Shareholders at the General Meeting.

Arrow Shareholders have also approved the Acquisition Scheme under which CS CSG (Australia) Pty Limited, a company jointly owned by subsidiaries of Royal Dutch Shell PLC and PetroChina, will acquire all of the issued share capital of Arrow Energy for cash consideration of \$4.70 per share

Implementation of the Demerger and the Acquisition Schemes remains subject to approval by the Federal Court of Australia. A timetable of remaining key dates in relation to the schemes is set out below:

<b>16 July</b>	Second Court Date for Demerger Scheme
<b>22 July</b>	Dart Energy commences trading on a deferred settlement basis
<b>28 July</b>	Implementation Date for Demerger Scheme
<b>29 July</b>	Second Court Date for Acquisition Scheme
<b>30 July</b>	Effective Date for Acquisition Scheme Last Day for trading in Arrow shares on ASX
<b>23 August</b>	Implementation Date of Acquisition Scheme

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## RESULTS OF SCHEME AND GENERAL MEETINGS

Notice is hereby given, in accordance with listing rule 3.13.2 and Corporations Act 2001 section 251AA(2), the following information is provided to the Australian Securities Exchange Limited in relation to the Court ordered Scheme Meetings and the General Meeting of Shareholders of Arrow Energy Limited held on 14 July 2010.

### Demerger Scheme Meeting

#### Resolution

*"That, pursuant to and in accordance with Section 411 of the Corporations Act, the Demerger Scheme, the terms of which are contained in and more particularly described in the Demerger Scheme Booklet (of which this Notice of Demerger Scheme Meeting forms part) is approved (with or without modification as approved by the Court)."*

#### **Proxy Vote Disclosure – Demerger Scheme**

In respect of the resolution, the total number of proxy votes exercisable by all proxies validly appointed and the total number of proxy votes in respect of which the appointments specified that:

	Nos of Shares
I. The proxy was to vote for the resolution;	411,245,921
II. The proxy was to vote against the resolution;	1,376,088
III. The proxy was able to vote at the proxy's discretion;	7,305,447
IV. The proxy was to abstain on the resolution	179,280

#### **Result of Poll – Demerger Scheme**

The resolution was carried by a poll, the details of which are:

##### **Votes Cast**

	Number	%
For	412,911,997	99.66%
Against	1,410,398	0.34%
Total	414,322,395	100.00%
Abstained	179,280	

##### **Holders Voting**

	Number	%
For	3,677	96.66%
Against	127	3.34%
Total	3,804	100.00%
Abstained	12	

### Acquisition Scheme Meeting

#### Resolution

*"That, pursuant to and in accordance with Section 411 of the Corporations Act, the Acquisition Scheme, the terms of which are contained in and more particularly described in the Acquisition Scheme Booklet (of which this Notice of Acquisition Scheme Meeting forms part) is approved (with or without modification as approved by the Court)."*

#### **Proxy Vote Disclosure – Acquisition Scheme**

In respect of the resolution, the total number of proxy votes exercisable by all proxies validly appointed and the total number of proxy votes in respect of which the appointments specified that:

	Nos of Shares
I. The proxy was to vote for the resolution;	479,379,849
II. The proxy was to vote against the resolution;	1,758,154
III. The proxy was able to vote at the proxy's discretion;	8,061,218
IV. The proxy was to abstain on the resolution	231,614

### Result of Poll – Acquisition Scheme

The resolution was carried by a poll, the details of which are:

#### Votes Cast

	Number	%
For	490,278,954	99.64%
Against	1,785,254	0.36%
Total	492,064,208	100.00%
Abstained	231,614	

#### Holders Voting

	Number	%
For	3,622	94.89%
Against	195	5.11%
Total	3,817	100.00%
Abstained	14	

### General Meeting

#### Resolution 1

*“That, subject to and conditional on the Demerger Scheme becoming Effective and for the purposes of section 256C(1) of the Corporations Act, approval be given for:*

- the share capital of Arrow be reduced on the Demerger Implementation Date by the sum of \$68,400,000 which such amount, subject to paragraph (b), to be distributed by Arrow to the holders of all the Arrow Shares on the Demerger Scheme Record Date, on the basis of an equal amount for each Arrow Share held by such holder on that date; and*
- Arrow’s obligations under paragraph (a) are to be satisfied by Arrow applying the amount to be distributed to each holder of Arrow Shares thereunder in accordance with the provisions of the Demerger Scheme.”*

#### Resolution 2

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

*“That for the purposes of ASX Listing Rules 6.23.2 and 6.23.3 and for all other purposes approval is hereby given:*

- to amend the terms of the Arrow Options to allow each Arrow Option to be cancelled; and*
- to amend the terms of each Arrow Option to allow such Arrow Options that are unvested to be immediately exercisable, in each case, subject to the Proviso being satisfied and in the manner described in Section 9.10 of the Demerger Scheme Booklet of which this Notice of General Meeting forms part including, without limitation, by entering into an agreement with each holder of the Arrow Options to give effect to this resolution and the matters set out in Section 9.10 of the Demerger Scheme Booklet.”*

### Proxy Vote Disclosure – Resolutions 1 and 2

In respect of the resolutions, the total number of proxy votes exercisable by all proxies validly appointed and the total number of proxy votes in respect of which the appointments specified that:

		Resolution 1 Nos of Shares	Resolution 2 Nos of Shares
I.	The proxy was to vote for the resolution;	387,430,404	376,507,724
II.	The proxy was to vote against the resolution;	1,338,026	2,762,699
III.	The proxy was able to vote at the proxy's discretion;	8,590,248	2,796,290
IV.	The proxy was to abstain on the resolution	434,384	658,368

**Result of Poll – Resolution 1 and 2**

The resolutions were both carried by a poll, the details of which are:

**Resolution 1**

***Votes Cast***

	Number	%
For	398,930,287	99.66%
Against	1,343,127	0.34%
Total	400,273,414	100.00%
Abstained	434,384	

***Holders Voting***

	Number	%
For	3,586	96.81%
Against	118	3.19%
Total	3,704	100.00%
Abstained	50	

**Resolution 2**

***Votes Cast***

	Number	%
For	380,132,356	99.26%
Against	2,837,955	0.74%
Total	382,970,311	100.00%
Abstained	2,364,324	

***Holders Voting***

	Number	%
For	2,974	94.77%
Against	164	5.23%
Total	3,138	100.00%
Abstained	86	

Paul Marshall  
Company Secretary