



**marineproduce**  
australia  
the sustainable australian

**MARINE PRODUCE AUSTRALIA LIMITED**  
**ACN 091 805 480**

**NOTICE OF GENERAL MEETING**  
**AND EXPLANATORY NOTES AND PROXY FORM**

DATE OF MEETING

**WEDNESDAY, 27 AUGUST 2014**

TIME OF MEETING

**11.00AM (WST)**

PLACE OF MEETING

**34 BAGOT ROAD**

**SUBIACO, WESTERN AUSTRALIA**

This Notice of Meeting is an important document. It should be read in its entirety. If you are in doubt as to how you should vote, please seek advice from your professional advisor prior to voting.

If you wish to discuss the matters in this Notice of Meeting, please contact the Company Secretary on (+61 8) 9381 4483 or [tkennedy@marineproduce.com](mailto:tkennedy@marineproduce.com).

**MARINE PRODUCE AUSTRALIA LIMITED**

ABN 70 091 805 480

34 Bagot Road

Subiaco, Western Australia 6008

PO Box 1008 West Perth, Western Australia 6872

Email [general@marineproduce.com](mailto:general@marineproduce.com) web [marineproduce.com](http://marineproduce.com)

Tel +61-8 9381 4483 Fax +61-8 9381 5817

## TIME AND PLACE OF MEETING AND HOW TO VOTE

### VENUE

Notice is given that a General Meeting of the Shareholders of Marine Produce Australia Limited to which this Notice of Meeting relates will be held at:

**34 BAGOT ROAD**

**SUBIACO 6008 WESTERN AUSTRALIA**

Commencing 11.00AM (WST) on Wednesday 27 August 2014

### YOUR VOTE IS IMPORTANT

The business of the Meeting affects your shareholding and your vote is important.

### VOTING ELIGIBILITY

All Shareholders may attend the Meeting. The directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that for the purposes of voting at the Meeting, Shareholders will be taken as those who are registered on the Company's register of members as at 11.00am (WST) on 25 August 2014.

### HOW TO VOTE

The business of the Meeting affects your shareholding and your vote is important. Please take action by voting in person (or authorised representative) or by proxy. You may vote on the items of business to be considered at the Meeting, either in person at the Meeting or by completing, signing and returning the Proxy Form enclosed with this Notice.

### VOTING IN PERSON (OR BY ATTORNEY)

To vote in person or by attorney, you or your attorney must attend the Meeting on Wednesday, 27 August 2014 at 34 Bagot Road, Subiaco WA 6008. The Meeting will commence at 11.00am (WST).

Attorneys should bring to the Meeting an original or certified copy of the power of attorney authorising them to attend and vote at the Meeting.

### VOTING BY PROXY

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy may, but need not be, a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the Shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

A Proxy Form accompanies this Notice of Meeting.

The Proxy Form must be completed and signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act. In the case of Shares held jointly, all joint holders must sign the Proxy Form.

**To be effective a completed and signed the Proxy Form must be returned to Security Transfer Registrars and be received no later than 11.00am (WST) on Monday, 25 August 2014.**

Completed and signed Proxy Form may be delivered to the Company's share registry, Security Transfer Registrars:

- by email to registrar@securitytransfer.com.au;
- by posting it to PO Box 535, Applecross, Western Australia 6953;
- by facsimile to +61 (0) 8 9315 2233; or
- by hand to 770 Canning Highway, Applecross, Western Australia, Australia 6153 between 8.00am and 5.00pm Monday to Friday.

You may also lodge your proxy online at [www.securitytransfer.com.au](http://www.securitytransfer.com.au) and by following the instructions set out on the Proxy Form.

**CORPORATE REPRESENTATIVES**

A corporation 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 representative must bring to the Meeting evidence of his or her appointment unless it has been previously given to the Company's share registry, Security Transfer Registrars.

**POWERS OF ATTORNEY**

A person appearing as an Attorney for a Shareholder should produce a properly executed original (or certified copy) of an appropriate Power of Attorney for admission to the Meeting.

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## NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of Marine Produce Australia Limited will be held at 11.00am on Wednesday, 27 August 2014 at 34 Bagot Road, Subiaco, Western Australia.

The Explanatory Notes and Proxy Form accompanying this Notice of Meeting are incorporated in and form part of this Notice of Meeting.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in the Glossary.

## AGENDA

### SPECIAL BUSINESS

#### 1. RESOLUTION 1 – CONSOLIDATION OF SHARE CAPITAL ON 4:1 BASIS

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

*“That in accordance with, and pursuant to, section 254H of the Corporations Act:*

- a) every four (4) fully paid ordinary shares of the Company be consolidated into one (1) fully paid ordinary share; and*
- b) every four (4) unexercised Options granted by the Company be consolidated into one (1) Option; and*
- c) the exercise price of each Option granted by the Company be multiplied by four (4),*

*with effect on and from the passing of this Resolution.”*

#### 2. RESOLUTION 2 – REMOVAL OF AUDITOR

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

*“That KPMG, the current auditor of the Company, be removed as auditor of the Company effective from the close of the Meeting.”*

#### 3. RESOLUTION 3 – APPOINTMENT OF AUDITOR

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

*“That, subject to the passing of Resolution 2, Grant Thornton Audit Pty Ltd being qualified to act as auditor of the Company and having consented in writing to act as auditor of the Company, be appointed as the Company’s auditor in accordance with the Corporations Act effective from the close of the Meeting.”*

### BY ORDER OF THE BOARD

Tamar Kennedy

Company Secretary

DATE: 25 July 2014

## EXPLANATORY NOTES

These Explanatory Notes have been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the General Meeting of the Company, and provides Shareholders with the information required to be provided to Shareholders by the Corporations Act. Shareholders should read the Notice and these Explanatory Notes carefully before deciding how to vote on the Resolutions.

### RESOLUTION 1

It is proposed that the Company consolidate its capital by:

- a) consolidating every four (4) pre-consolidation Shares into one (1) post-consolidation Share; and
- b) consolidating every four (4) pre-consolidation Options exercisable at \$0.20 into one (1) post-consolidation Option exercisable at \$0.80.

Under s254H of the Corporations Act, a company may consolidate its shares if the consolidation is approved by an ordinary resolution of shareholders at a general meeting.

Any fractional entitlements to Shares or Options arising from the consolidation will be rounded up to the next whole number.

If the consolidation is approved, the consolidation will take effect on the date which Resolution 1 is passed.

#### Effect of the consolidation

Assuming that no Options are exercised before the Meeting, the effect of the consolidation of the Company's issued capital is set out below.

Description of securities	Pre-consolidation		Post-consolidation	
Shares	94,900,231		23,725,058	
Description of securities	Pre-consolidation		Post-Consolidation	
	Number	Exercise Price	Number	Exercise Price
Options expiring 31 October 2014	20,118,583	\$0.20 each	5,029,646	\$0.80 each

The consolidation of capital under this Resolution 1 is not intended to increase or decrease Shareholders' proportionate shareholding in the Company. It follows that the consolidation will have no material effect on the percentage interests of each Shareholder or Option holder in the Company. However, where the consolidation would result in a fractional entitlement to a Share or Option, that fractional entitlement will be rounded up to the next whole Share or Option, as applicable.

The consolidation will have no effect on the Company's assets or liabilities.

#### Reasons for consolidation

The directors recommend that the Company's capital be consolidated for the following reasons:

- a) The Company was removed from the official list of ASX in accordance with Listing Rule 17.11 on 22 December 2010 at the Company's request pursuant to a resolution of Shareholders passed at the Company's 2010 Annual General Meeting held on 25 November 2010.
- b) The directors consider that it is possible that it may be decided at some time in the future to seek to re-list the Company on ASX by applying for the quotation of its securities on the official list of ASX.
- c) Condition 2 of Listing Rule 2.1 requires the issue or sale price of all securities for which an entity seeks quotation (except options) must be at least \$0.20 in cash. Condition 11 of Listing Rule 1.1 stipulates in effect that if an entity applying for admission has options on issue, the exercise price for each underlying security must be at least \$0.20 in cash.
- d) The directors accordingly consider it appropriate that the Shares and Options be consolidated as set out in Resolution 1 to increase the notional value of each Share, and to increase the exercise price of the New Options currently exercisable at \$0.20 each to \$0.80 each.

**The fact that the directors recommend the consolidation of the Company's capital for the reasons set out above is not to be taken as a representation or indication that the Company will seek to re-list on ASX by applying for the quotation of its securities on the official list of ASX in the foreseeable future or at all.**

**Taxation implications**

The summary in this section is general in nature and apply to Australian resident Shareholders. In addition, particular taxation implications will depend on the circumstances of each Shareholder. Accordingly, Shareholders are encouraged to seek and rely only on their own professional advice in relation to their tax position.

The share consolidation will be undertaken in accordance with section 254H of the Corporations Act. Subject only to rounding, there will be no change to the proportionate interests held by each Shareholder in the Company as a result of the consolidation.

No capital gains tax event will occur as a result of the share consolidation and therefore there will be no taxation implications arising.

The consolidation of the Company's capital does not give rise to any capital gains tax consequence. In broad terms, the cost base in the Shares and Options on issue after the consolidation will be attributed proportionally.

**Directors' recommendations**

The Board recommends that Shareholders vote in favour of Resolution 1.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 1.

**RESOLUTIONS 2 AND 3 – REMOVAL AND APPOINTMENT OF AUDITOR**

Under section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting where two months' notice of intention to move the resolution has been given. The notice of intention to remove KPMG was provided to the Company on 10 July 2014.

A notice of intention must typically be served on a company at least 2 months before the meeting is to be convened however in accordance with section 329 of the Corporations Act, if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than two months after the notice of intention is received.

The Company provides the notice of intention to Shareholders at Annexure A to this Notice and seeks the approval from Shareholders to remove KPMG as auditor of the Company.

If Resolution 2 is passed, the removal of KPMG as auditors of the Company will take effect at the close of the Meeting. If Resolution 2 is not passed, KPMG will remain the auditors of the Company.

Resolution 3 is conditional on the passing of Resolution 2.

Under section 327D of the Corporations Act, the Company at the same general meeting may appoint another auditor to replace an auditor removed under section 329 of the Corporations Act.

Subject to the removal of KPMG as auditor of the Company under Resolution 2, the Directors propose that Grant Thornton be appointed as the Company's auditor effective from the close of the Meeting.

Under section 328B(3) of the Corporations Act, a member of the company may give notice of nomination of an auditor whose appointment can be considered at the meeting. A notice of nominations dated 10 July 2014 was given to the Company Secretary to nominate Grant Thornton as auditor of the Company and is provided to Shareholders in Annexure B to this Notice

Grant Thornton has provided written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act.

Resolution 3 is a special resolution and as such requires approval of at least 75% of the votes cast by Shareholders present and eligible to vote at the Meeting (by proxy, attorney or otherwise).

If Resolutions 2 and 3 are passed, the appointment of Grant Thornton as the Company's auditors will take effect at the close of the Meeting.

The Board recommends that Shareholders vote in favour of Resolution 2 and Resolution 3.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolutions 2 and 3.

## GLOSSARY

In the Notice of Meeting and these Explanatory Notes, unless the context otherwise requires, the following expressions have the following meanings:

**ASX** means ASX Limited.

**Board** means the board of directors.

**Company** means Marine Produce Australia Limited ABN 70 091 805 480.

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

**Director** means a director of the Company.

**Explanatory Notes** means these explanatory notes.

**Grant Thornton** means Grant Thornton Audit Pty Limited (ACN 130 913 594) of Level 1, 10 Kings Park Road, West Perth WA 6005.

**KPMG** means KPMG (ABN 51 194 660 183) of Level 8, 235 St Georges Terrace, Perth WA 6000.

**Listing Rules** means the listing rules of ASX.

**Meeting** or **General Meeting** means the General Meeting of Shareholders convened by this Notice of Meeting.

**Notice of Meeting** or **Notice** means the notice of the General Meeting of which these Explanatory Notes form part.

**Option** means one unlisted option in the Company exercisable on a pre-consolidation basis at \$0.20 prior to 5.00pm (WST) on 31 October 2014.

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

**Resolution** means a resolution referred to in the Notice of Meeting.

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

**Shareholder** means a shareholder of the Company.

**WST** means Western Standard Time.

In this Notice and Explanatory Notes, words importing the singular include the plural and vice versa.

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ANNEXURE A

Tamar Kennedy  
Company Secretary  
Marine Produce Australia Limited  
34 Bagot Road  
SUBIACO WA 6008

10 July 2014

Dear Ms Kennedy

**REMOVAL OF KPMG AS AUDITORS OF MARINE PRODUCE AUSTRALIA LIMITED**

I, Desiree Allen, hereby request Marine Produce Australia Limited to convene a general meeting of the Company on or about 11 September 2014 but no less than two months from the date of this notification, to consider and, if thought fit, pass the resolution that KPMG be removed as auditor of the Company.

Yours sincerely



Desiree Allen

Director

MARINE PRODUCE AUSTRALIA LIMITED

ANNEXURE B

The Company Secretary  
Marine Produce Australia Limited  
34 Bagot Road  
SUBIACO WA 6008

10 July 2014

Dear Ms Kennedy

**NOMINATION OF AUDITOR**

I, Desiree Allen being a director and member of Marine Produce Australia Limited hereby nominate Grant Thornton Audit Pty Ltd of Level 1, 10 Kings Park Road West Perth, WA 6005 for appointment as auditor of the Company at the General Meeting.

Please distribute copies of this notice of nomination as required by s328B(3) of the Corporations Act 2001.

Yours sincerely



Desiree Elizabeth Allen  
DIRECTOR  
MARINE PRODUCE AUSTRALIA LIMITED

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