



marineproduce  
australia  
the sustainable australian

**NOTICE OF 2017 ANNUAL GENERAL MEETING  
AND EXPLANATORY NOTES AND PROXY FORM**

DATE OF MEETING

**WEDNESDAY, 22 NOVEMBER 2017**

TIME OF MEETING

**11.00AM (WST)**

PLACE OF MEETING

**CELTIC CLUB**

**48 ORD STREET**

**WEST PERTH, 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.

**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 [admin@marineproduce.com](mailto:admin@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

The 2017 Annual General Meeting of the Shareholders of Marine Produce Australia Limited will be held at:

**CELTIC CLUB**

**48 ORD STREET**

**WEST PERTH, WESTERN AUSTRALIA**

**Commencing 11.00AM (WST) on 22 November 2017**

### 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 20 November 2017.

### 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, attend the Meeting on the date and at the place set out above. The Meeting will commence at 11am (WST).

To vote in by attorney, your attorney must attend the Meeting on the date and at the place set out above. 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

A Proxy Form accompanies this Notice of Meeting.

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.

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, 20 November 2017.**

Completed and signed Proxy Forms may be delivered to the Company's share registry, Security Transfer Australia Pty Ltd:

- By email to registrar@securitytransfer.com.au
- By posting to PO BOX 52, Collins Street West, VIC 8007
- By facsimile to +61 (0) 8 9315 2233
- By hand to Suite 913, Exchange Tower, 530 Little Collins Street, Melbourne VIC 3000
- 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.

**Chair to vote undirected proxies**

The Chair will vote undirected proxies on, and in favour of, all of the proposed Resolutions. In exceptional circumstances, the Chairperson may change his/her voting intention on any Resolution.

**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.

**ASKING QUESTIONS AT THE MEETING**

The Meeting is intended to give Shareholders the opportunity to hear both the Chair and the Managing Director talk about the year that has just passed and also give some insight into the year ahead.

We welcome Shareholders' questions or comments at the Meeting. In the interests of all present, we ask that you confine your questions to matters before the Meeting that are relevant to Shareholders as a whole.

The Company's Auditors will attend the Meeting and the Chair will allow a reasonable opportunity for Shareholders to ask the Auditors questions about:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit

**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is hereby given that the 2017 Annual General Meeting of Shareholders will be held at 11.00am (WST) on 22 November 2017 at the Celtic Club, 48 Ord Street, West Perth, Western Australia. The Explanatory Notes and Proxy Form accompanying this Notice of Meeting are incorporated in and form part of this Notice of Meeting. Some terms used in this Notice of Meeting are defined in the Explanatory Notes.

**AGENDA****GENERAL BUSINESS**

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**2017 Financial Statements**

To receive, consider and discuss the Company's financial statements and the reports of the directors and Auditors for the year ended 30 June 2017.

**ORDINARY BUSINESS**

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**RESOLUTION 1 – RE-ELECTION OF DAMIEN KELLY**

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

*"That Damien Kelly, who retires by rotation in accordance with Clause 73.1 of the Company's Constitution and being eligible offers himself for re-election, be re-elected as a director."*

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**BY ORDER OF THE BOARD**

Mark Clements  
Company Secretary  
13 October 2017

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## 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 Annual 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.

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## RECEIVING FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires that the Annual directors', financial and audit reports of the Company be tabled at the Meeting. In addition, the Constitution provides for such reports and statements to be received and considered at the Meeting.

Neither the Corporations Act nor the Company's Constitution requires a vote of members at the Annual General Meeting on such reports or statements. However, Shareholders will be given ample opportunity to raise questions with respect to these reports at the meeting.

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## RESOLUTION 1 - RE-ELECTION OF DAMIEN KELLY

In accordance with the provisions of the Company's Constitution, Damien Kelly retires by rotation in accordance with Clause 73.1 of the Company's Constitution and being eligible offers himself for re-election as a director of the Company.

Mr Kelly was appointed as director of the Company on 18 August 2014 and re-elected as a director at the Company's Annual General Meeting on 27 November 2014. He is Director of Western Tiger Corporate Advisers, a Perth-based corporate advisory and financial services firm. He has broad corporate and commercial experience spanning over 17 years, providing professional services to ASX and AIM listed companies predominately in the mining and energy sector.

Mr Kelly has a MBA, Bachelor of Commerce, a Graduate Diploma in Applied Finance and Investment, full CPA qualifications and is a former officer in the Australian armed services, having graduated from the Royal Military College, Duntroon. He is also a fellow of the Financial Services Institute of Australia (FINSIA) and a member of CPA Australia.

Mr Kelly is considered an independent non-executive director.

Desiree Allen and Miles Kennedy recommend the re-election of Damien Kelly.

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## GLOSSARY

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

**Annual General Meeting** means the Company's Meeting convened by this Notice of Meeting

**Auditors** means the Company's auditors being Grant Thornton Audit Pty Ltd.

**Board** means the board of directors.

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

**Constitution** means the constitution of the Company as at the date of the Meeting.

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

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

**Explanatory Notes** means these explanatory notes.

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

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

**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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# MARINE PRODUCE AUSTRALIA LIMITED

REGISTERED OFFICE:

34 BAGOT ROAD  
SUBIACO WA 6008

+

ACN: 091 805 480

«EFT\_REFERENCE\_NUMBER»



«Post\_zone»  
«Company\_code» «Sequence\_number»

«Holder\_name»  
«Address\_line\_1»  
«Address\_line\_2»  
«Address\_line\_3»  
«Address\_line\_4»  
«Address\_line\_5»

**SHARE REGISTRY:**  
Security Transfer Australia Pty Ltd  
**All Correspondence to:**  
PO BOX 52  
Collins Street West VIC 8007  
Suite 913, Exchange Tower  
530 Little Collins Street  
Melbourne VIC 3000  
T: 1300 992 916 F: +61 8 9315 2233  
E: registrar@securitytransfer.com.au  
W: www.securitytransfer.com.au

Code: **ZZUMPA**

Holder Number: **«HOLDER\_NUM**

## PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

**VOTE  
ONLINE**

Lodge your proxy vote securely at [www.securitytransfer.com.au](http://www.securitytransfer.com.au)

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

### SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson

**OR**

or failing the person named, or if no person is named, the Chairperson 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 the Company to be held at 11:00am WST on Wednesday 22 November 2017 at Celtic Club, 48 Ord Street, West Perth, Western Australia and at any adjournment of that meeting.

### SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an announcement will be made before or at the meeting.

#### RESOLUTION

1. Re-election of Damien Kelly

**For**      **Against**      **Abstain\***

          

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. \* If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

**Proxies must be received by Security Transfer Australia Pty Ltd no later than 11:00am WST on Monday 20 November 2017.**

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