



ACN 105 665 843

**NOTICE OF
ANNUAL GENERAL MEETING
2013**

**Notice is given that the 2013 Annual General Meeting of
Shareholders of Neptune Marine Services Limited will be held at**

Date of Meeting

Tuesday 25 June 2013

Time of Meeting

2.00 pm (WST)

Place of Meeting

Level 19, AMP Building
140 St Georges Terrace
Perth, Western Australia



AGENDA

BUSINESS

Financial Reports of the Directors and Auditors

To receive and consider the Financial Report together with the Directors' Report and the Auditor's Report for the Company and its controlled entities for the year ending 31 March 2013.

Shareholders will be given reasonable opportunity to ask questions about or make comments on the management of the Company.

1. **Resolution 1 – Adoption of the Remuneration Report**

To consider, and if thought fit, to pass the following resolution as a non-binding resolution:

“That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the period ended 31 March 2013 be adopted.”

2. **Resolution 2 – Retirement by Rotation and Re-Election of Director – Mr Peter Wallace**

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

“Pursuant to clause 67 of the Company's Constitution and for all other purposes, Mr Peter Wallace is re-elected as a Director of the Company.”

3. **Resolution 3 – Retirement by Rotation and Re-Election of Director – Mr Boon Wee Kuah**

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

“Pursuant to clause 67 of the Company's Constitution and for all other purposes, Mr Boon Wee Kuah is re-elected as a Director of the Company.”

Voting Exclusion Statement

The following voting exclusion statement applies to the Resolutions under the Listing Rules or, where applicable, the provisions of the Corporations Act, to the following persons (“**Excluded Persons**”). The Company will disregard any votes on the following Resolutions cast by the following Excluded Persons and Associates of those persons:

Resolution No.	Title	Excluded Persons
1	Adoption of Remuneration Report	A member of the KMP, or a closely related party of the KMP, whose remuneration details are included in the remuneration report for the year ended 31 March 2013.



However, the Company need not disregard a vote in relation to Resolution 1 if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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.

A vote may be cast on Resolution 1 by a KMP or a Closely Related Party of a KMP if:

- (a) the KMP is acting as proxy and the Proxy Form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on Resolution 1; or
- (b) the KMP is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of a member of the KMP.

The Chairman intends to direct all available proxies in favour of Resolution 1.

DATED THIS 24th DAY OF MAY 2013
BY ORDER OF THE BOARD

GABRIEL CHIAPPINI
COMPANY SECRETARY



EXPLANATORY NOTES

These Explanatory Notes have been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at Level 19, AMP Building, 140 St Georges Terrace, PERTH, commencing at **2.00 pm WST on 25 June 2013**.

The purpose of these Explanatory Notes is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Annual General Meeting.

Financial Reports of the Directors and Auditors

The Corporations Act requires the Company to place its Financial Report, Directors' Report and Auditor's Report for the last financial year before the Annual General Meeting. No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the reports and the management and performance of the Company.

The Company's Auditor will also be present at the meeting and Shareholders will be given the opportunity to ask the Auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company and the independence of the Auditor.

The Company's 2013 Annual Report is available on the Company's website at www.neptunems.com.

Resolution 1 – Adoption of the Remuneration Report

In accordance with Section 250R(2) of the Corporations Act, the Company must put a resolution that the Remuneration Report be adopted to vote at the Annual General Meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

The Remuneration Report is the section of the Directors' Report under the heading "Remuneration Report" of the Company's 2013 Annual Report. The Remuneration Report includes all of the information required by Section 300A of the Corporations Act, including:

- board policy for determining, or in relation to, the nature and amount (or value, as appropriate) of remuneration of Directors, secretaries and senior managers of the Company;
- discussion of the relationship between such policy and the Company's performance; and
- the prescribed details in relation to the remuneration of each Director and certain executives.

The vote on the resolution for adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, if at least 25% of the votes cast on the resolution at the annual general meeting are against adoption of the Remuneration Report, then:

- if comments are made on the Remuneration Report at the Annual General Meeting, the Company's remuneration report for the financial year ending 31 March 2014 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- if, at the Company's 2014 Annual General Meeting, at least 25% of the votes cast on the resolution for adoption of the remuneration report for the 2014 financial year are against its adoption, the Company will be required to put to Shareholders a resolution proposing that a general meeting (**Spill Meeting**) be called to consider the election of directors of the Company (**Spill Resolution**).



The Spill Meeting must be held within 90 days of the date of the 2014 Annual General Meeting. For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the Directors (other than the Managing Director and any Director taking office since the Directors resolved to put the Directors' Report to that AGM) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

An opportunity will be provided for discussion of the Remuneration Report at the meeting. In relation to the approval of the Remuneration Report of the Company for 2012, less than 25% of the votes cast on that resolution were against it.

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

Directors' Recommendation

The Remuneration Report forms part of the Directors' Report which has unanimously been adopted by resolution of the Board. The Directors commend it to Shareholders for adoption.

Resolution 2 – Retirement by Rotation and Re-Election of Director – Mr. Peter Wallace

Pursuant to clause 67 of the Company's Constitution and the Listing Rules, one-third of the Directors of the Company (rounded up to the nearest whole number) must retire each year. A retiring Director may then be eligible for re-election.

Resolution 2 seeks Shareholder approval for the re-election of Mr. Wallace as a Director of the Company.

Details of Mr. Wallace's qualifications and experience are noted below:

Mr. Wallace is a Senior Fellow of the Financial Services Institute of Australia, a Fellow of the Australian Institute of Company Directors, and an Associate Fellow of the Australian Institute of Management.

Mr. Wallace has spent some 40 years in the Financial Services industry with experience gained in all aspects of financing with particular involvement in Corporate and International funding. Past Executive positions held include Chief Credit Officer and Chief Operating Officer roles in a major regional Bank and Head of Corporate WA for Bell Potter Securities Ltd, one of Australia's largest stockbroking houses. He has directed capital raising for several large publicly listed companies as well as provided a variety of corporate advisory services to a wide range of companies, both private and publicly owned.

Mr. Wallace has held a number of public and private company Board positions including past Directorships in Decmil Engineering Ltd, RuralAus Investments Ltd and Tethyan Copper Ltd and is a serving Non-Executive Director of HBF Health Ltd and Katana Investments Ltd.

Directors' Recommendation

The Directors (other than Mr. Wallace who abstains given his personal interest in the resolution) recommend that Shareholders vote in favour of the re-election of Mr. Wallace.



Resolution 3 – Retirement by Rotation and Re-Election of Director – Mr. Boon Wee Kuah

Pursuant to clause 67 of the Company's Constitution and the Listing Rules, one-third of the Directors of the Company (rounded up to the nearest whole number) must retire each year. A retiring Director may then be eligible for re-election.

Resolution 3 seeks Shareholder approval for the re-election of Mr. Boon Wee Kuah as a Director of the Company.

Details of Mr. Boon Wee Kuah's qualifications and experience are noted below:

Mr. Kuah has a Bachelor of Engineering (1st Class Honours) from Imperial College of Science and Technology, London. He is also an Associate of the Institute of Chartered Accountants in England and Wales (ICAEW), having trained with KPMG in London.

Mr. Kuah, aged 45, is the Group CEO of MTQ Corporation Limited; he joined the MTQ Board on 10 October 2006 and assumed his current role in July 2012. Prior to that, Mr. Kuah has had a distinguished international career working in London, Hong Kong, Australia and Singapore. He had previously been a senior management executive of PSA International Pte Ltd, a 100% subsidiary of Temasek Holdings which has extensive port interests around the world. He had served as CEO for South East Asia and Singapore Terminals as well as Group CFO of PSA. He had also served as CFO for Singapore Technologies Engineering, a major listed company on the Singapore Stock Exchange ("SGX"), also majority-owned by Temasek Holdings. He had also previously worked for a Hong Kong based conglomerate, Jardine Matheson Holdings in various finance capacities, including the Finance Director of Hong Kong Land, another major listed company on the SGX.

Mr. Kuah currently is the independent Non-Executive Director with The Hour Glass Limited since April 2011 and is also on the Board of Director of MTQ Corporation Limited since October 2006. He also sits on the board a few non-listed entities in the education and government sector.

Directors' Recommendation

The Directors (other than Mr. Kuah who abstains given his personal interest in the resolution) recommend that Shareholders vote in favour of the re-election of Mr. Kuah.



GLOSSARY

AGM, General Meeting or Meeting means the annual general meeting of Shareholders convened for the purposes of considering the Resolutions.

ASIC means the Australian Securities and Investments Commission.

Associate has the same meaning as in the Corporations Act.

ASX means ASX Limited ACN 008 624 691 or the market it operates known as the Australian Securities Exchange, as applicable.

Auditor means the auditor of the Company.

Auditor's Report means the auditor's report on the Financial Report.

Board or Board of Directors means the board of Directors of the Company.

Chair or Chairman means the person appointed the chair of the Meeting.

Closely Related Party has the meaning given in section 9 of the Corporations Act.

Company means Neptune Marine Services Limited ACN 105 665 843.

Constitution means the constitution of the Company.

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

Director means a director of the Company.

Directors' Report means the annual Directors' report.

Explanatory Statement means the Explanatory Statement accompanying the Notice of Meeting.

Financial Report means the annual financial report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

Key Management Personnel or KMP means key management personnel as identified in the Remuneration Report for the financial year ended 30 March 2013.

Listing Rules means the Listing Rules of the ASX.

Notice of Meeting or Notice means the notice convening the Annual General Meeting accompanying this Explanatory Statement.

Proxy Form means a proxy form accompanying this Notice of Meeting.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a Resolution to be considered at the AGM as contained in the Notice of Meeting.



Share means a fully paid ordinary share in the Company.

Shareholder means a person registered as a holder of a Share.

WST means Australian Western Standard Time, Perth, Western Australia.

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



Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at an Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed:
 - 3.1 by 2 directors of the company;
 - 3.2 by a director and a company secretary of the company; or
 - 3.3 for a proprietary company that has a sole director who is the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a Proxy Form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid Proxy Form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
5. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. You can direct your proxy how to vote on each Resolution by completing **STEP 2** on the Proxy Form.
7. If you appoint the Chairman as your proxy by marking the box in **STEP 1** on the Proxy Form then you are providing express authorisation for the Chairman to vote on Resolution 1 in accordance with his intentions as set out in this Notice and the Proxy Form (except where you have indicated a different voting intention by marking the voting boxes in **STEP 2** on the Proxy Form).

This express authorisation acknowledges that the Chairman may exercise your proxy in relation to Resolution 1 even though this Resolution is connected with the remuneration of KMP.
8. If you appoint a KMP other than the Chairman at **STEP 1**, and do not complete **STEP 2**, your vote will not be counted in respect of Resolution 1.
9. The Chairman intends to vote available proxies in favour of all Resolutions.
10. To vote by proxy, please complete and sign the Proxy Form enclosed and send:
 - 10.1 by post to Neptune Marine Services Limited C/- Computershare Investor Services P/L, GPO Box 242, Melbourne VIC 3001 ; or
 - 10.2 by facsimile to: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

so that it is received not later than 2.00 pm WST on 23 June 2013. **Proxy Forms received later than this time will be invalid.**



Neptune Marine Services Ltd
ABN 76 105 665 843

Lodge your vote:



Online:
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

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



Cast your proxy vote



Access the annual report



Review and update your securityholding

Your secure access information is:

Control Number: 186269

SRN/HIN:



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 2.00 pm (WST) Sunday 23 June 2013

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 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** →

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.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Neptune Marine Services Ltd 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Neptune Marine Services Ltd to be held at Level 19, AMP Building, 140 St Georges Terrace, Perth, Western Australia on Tuesday 25 June 2013 at 2.00 pm (WST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolution: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

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
Resolution 1. Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2. Retirement by Rotation and Re-Election of Director - Mr Peter Wallace	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3. Retirement by Rotation and Re-Election of Director - Mr Boon Wee Kuah	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available 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 ____ / ____ / ____