



MMA
OFFSHORE

ASX Announcement

18 December 2017

The Listing Manager
ASX Market Announcements
ASX Limited
Level 4, 20 Bridge Street
SYDNEY NSW 2000

Dear Sir or Madam,

MMA OFFSHORE LIMITED – 2017 ANNUAL GENERAL MEETING - WITHDRAWAL OF REQUISITIONED RESOLUTIONS

On 25 September 2017, MMA Offshore Limited (**MMA** or the **Company**) announced that it had received correspondence from a substantial shareholder, Halom Investments Pte Ltd (**Halom**), giving notice that Halom intended to move certain resolutions under sections 249N and 203D of the *Corporations Act 2001* (Cth), including to remove both the Company's then Chairman and Non-Executive Director, Mr Anthony Howarth, and MMA's Managing Director and CEO, Mr Jeffrey Weber, as directors (**Notice**).

The resolutions the subject of the Notice are referred to as the **Requisitioned Resolutions**, and were included in the Company's notice of 2017 annual general meeting (**2017 AGM**) as Resolutions 4, 5, 6 and 7.

In accordance with ASX Listing Rule 3.17A.2, MMA advises that, earlier today, it received notice from Halom withdrawing the Notice and consenting to the Requisitioned Resolutions not being considered at the 2017 AGM. **Enclosed** is a copy of that notice; which, to avoid any doubt, was only given to the Company today (notwithstanding that it is dated 12 December 2017).

Accordingly, the Company advises that the Requisitioned Resolutions have been withdrawn from the items of business to be considered at the 2017 AGM tomorrow and will not be put to MMA shareholders at that meeting.

For completeness, set out below are the proxy voting instructions received in respect of the Requisitioned Resolutions^{1&2}:

¹ Mr Howarth resigned as Chairman of the Board in October and retired as a Director of the Company effective from close of business on 30 November 2017. This was announced to ASX on 29 November 2017. Given that it is not possible for MMA's shareholders to vote on Mr Howarth's removal as director, Resolution 4 of the Requisitioned Resolutions was already redundant.

² The proxy instructions received on the Requisitioned Resolutions include the proxy votes submitted by Halom.





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Resolution	Proxy Votes	Number of Votes	% of Voted Securities
Resolution 4 – Removal of Mr Anthony (Tony) Howarth as a Director	<i>For</i>	91,147,986	17.53%
	<i>Against</i>	424,808,344	81.69%
	<i>Abstain</i>	3,268,995	0.63%
	<i>Undirected – Others / Excluded</i>	812,789	0.15%
Resolution 5 – Removal of Mr Jeffrey Andrew Weber as a Director	<i>For</i>	90,641,993	17.43%
	<i>Against</i>	424,960,705	81.72%
	<i>Abstain</i>	3,606,627	0.69%
	<i>Undirected – Others / Excluded</i>	828,789	0.16%
Resolution 6 – Election of Mr Jeffrey Mews as a Director	<i>For</i>	47,411,125	9.12%
	<i>Against</i>	402,455,922	77.39%
	<i>Abstain</i>	69,520,178	13.37%
	<i>Undirected – Others / Excluded</i>	650,889	0.12%
Resolution 7 – Election of Mr Ajaib Hari Dass as a Director	<i>For</i>	46,863,406	9.01%
	<i>Against</i>	403,007,711	77.50%
	<i>Abstain</i>	69,338,208	13.33%
	<i>Undirected – Others / Excluded</i>	828,789	0.16%

Withdrawal of the Notice, and the Requisitioned Resolutions, does not affect:

- the timing of the 2017 AGM, which will be held at 10:30 am (Perth time) tomorrow (being Tuesday, 19 December 2017) at Endeavour Shed, 1 Mews Road, Fremantle, Western Australia;
- the other items of business to be considered at the 2017 AGM, being Resolutions 1, 2 and 3, or the validity of votes cast or resolutions passed in respect of these remaining items of business, or consideration of the Company's 2017 annual financial report, Directors' report and Auditor's report at the 2017 AGM; or





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- the validity of valid proxy instructions already received by the Company's Share Registry (before the cut-off time for receipt of proxies) with respect to Resolutions 1, 2 and 3 (i.e. Shareholders do not need to take any action to ensure their previously lodged proxies remain valid for the remaining items of business).

Kind regards,

MMA OFFSHORE LIMITED

DYLAN ROBERTS

Company Secretary

For further information please contact the Company's media liaison consultant:

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The Directors
MMA Offshore Limited ACN 083 185 693
C/- Dylan Darbyshire-Roberts
Endeavour Shed
1 Mews Road
Fremantle WA 6160

Dear Sirs

Notice of withdrawal of notice of resolutions proposed to be moved at a general meeting under section 249N of the Corporations Act 2001 (Cth) (Corporations Act)

Halom Investments Pte Ltd, being a member of MMA Offshore Limited (ACN 083 185 693) (**Company**) and being a shareholder with not less than 5% of the votes that may be cast at a general meeting of the company (the **Member**), and having:

- (a) given notice to the Company under section 203D of the Corporations Act of its intention to move certain resolutions; and
- (b) having given notice to the Company under section 249N of the Corporations Act of certain resolutions proposed by the Member to be moved at the next general meeting of the Company (**Proposed Resolutions**), by written notice dated 20 September 2017 (**Notice**),

hereby:

- (c) withdraws the Notice; and
- (d) consents to the Proposed Resolutions not being considered at the next meeting of the Company.

Dated: 12 December 2017

Yours Sincerely,



Halom Investments Pte Ltd
Director
Kum Wan Sze Jocelyn