



## **CIVMEC LIMITED**

(Company Registration No: 201011837H)  
(Incorporated in the Republic of Singapore)

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### **UPDATE IN RELATION TO THE PROPOSED CHANGE OF DOMICILE OF THE HEAD COMPANY OF THE GROUP FROM CIVMEC LIMITED (DOMICILED IN SINGAPORE) TO CIVMEC AUSTRALIA LIMITED (DOMICILED IN AUSTRALIA)**

- **COURT ORDER GRANTING LEAVE TO CONVENE THE SHAREHOLDERS' SCHEME MEETING**

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#### **1. INTRODUCTION**

The board of directors (the "**Board**") of Civmec Limited (the "**Company**" or the "**Applicant**", and together with its subsidiaries, the "**Group**") refer to the following announcements (the "**Announcements**"):

- (a) the announcement dated 27 October 2023 in relation to the change of domicile of the head company of the Group from the Company (domiciled in Singapore) to the NewCo (domiciled in Australia);
- (b) the announcement dated 19 June 2024 in relation to the application to the General Division of the Singapore High Court (the "**Court**") to seek certain orders including, among other things, leave to convene the Shareholders' Scheme Meeting (the "**Leave Application**");
- (c) the announcement dated 21 June 2024 in relation to the Case Conference in respect of the Leave Application; and
- (d) the announcement dated 27 June 2024 in relation to the notice of the first Court hearing date for the Leave Application.

*Unless otherwise defined, all capitalised terms used in this announcement shall bear the same meanings as ascribed to them in the Announcements.*

#### **2. COURT ORDER GRANTING LEAVE TO CONVENE THE SHAREHOLDERS' SCHEME MEETING**

The Leave Application was heard before the Court on 4 July 2024 and the Court granted the following orders:

- (a) Pursuant to Section 210(1) of the Companies Act, leave is granted to the Applicant to convene a Shareholders' Scheme Meeting, within three (3) months from 4 July 2024, for the purpose of considering and, if thought fit, approving with or without modification (which modification can be made at any time prior to and/or at the Shareholders' Scheme Meeting) the Shareholders' Scheme;
- (b) The Shareholders' Scheme Meeting is to be convened in the manner set out in Annex A to the Leave Application;

- (c) In the event that the Shareholders' Scheme is approved (with or without modification) by the Shareholders at the Shareholders' Scheme Meeting, on the satisfaction of the conditions set out in Section 210(3AB) of the Companies Act, the Applicant is at liberty to apply for the Court's approval of the Shareholders' Scheme pursuant to Section 210(4) of the Companies Act; and
- (d) The Applicant, NewCo and any Shareholder is at liberty to apply.

Annex A to the Leave Application is attached hereto in the Appendix to this announcement.

### **3. FURTHER ANNOUNCEMENTS**

The Company will make further announcements in due course on the despatch of the Circular to Shareholders and inform Shareholders of the date of the Shareholders' Scheme Meeting and the EGM.

### **4. CAUTIONARY STATEMENT**

Shareholders should note that the Change of Domicile through the Proposed Transactions remains subject to, amongst others, the fulfilment of the Conditions under the Implementation Agreement. There is no certainty or assurance that the Conditions can be fulfilled or that the Change of Domicile through the Proposed Transactions will be undertaken at all.

Shareholders, stakeholders and potential investors of the Company are advised to read this announcement and any further announcements made by the Company carefully. Shareholders are also advised to refrain from taking any action with respect to their securities in the Company which may be prejudicial to their interests, and to exercise caution when dealing in the securities of the Company. Shareholders, stakeholders and potential investors of the Company should consult with their financial, tax or other advisers if they have any doubt about the actions they should take.

### **ON BEHALF OF THE BOARD**

James Finbarr Fitzgerald  
Executive Chairman  
05 July 2024

**APPENDIX**

**Annex A to the Leave Application**

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**Annex A****Convening, holding and/or conducting the Shareholders' Scheme Meeting**

1. The Company shall be at liberty to convene the Shareholders' Scheme Meeting at a date, time and/or location to be determined by the Company.
2. The Shareholders' Scheme Meeting may be convened, held or conducted, wholly by way of physical meeting or in a hybrid format by way of physical meeting and using virtual meeting technology.
3. The Company or the NewCo, as the case may be, will publish the minutes of the Shareholders' Scheme Meeting on SGXNet, ASX Online and on the Company's or the NewCo's website (as the case may be) within one (1) month from the date of Shareholders' Scheme Meeting, and the minutes will include the responses to substantial and relevant questions from the Shareholders which are addressed during the Shareholders' Scheme Meeting (if any).

**Attendance at the Shareholders' Scheme Meeting**

4. The Company may provide that each Shareholder may attend the Shareholders' Scheme Meeting by attending the physical meeting (the

“**Physical Meeting**”) or by participating in the meeting using virtual meeting technology (the “**Virtual Meeting**”), if applicable.

5. The Company may provide that CDI holders may attend the Shareholders’ Scheme Meeting in person at the Physical Meeting or participate using virtual meeting technology at the Virtual Meeting, if applicable. For the avoidance of doubt, CDI holders who attend the Shareholders’ Scheme Meeting are unable to speak or vote at the Shareholders’ Scheme Meeting.

**Right or entitlement to speak on a resolution at the Shareholders’ Scheme Meeting**

6. The Company may require that a Shareholder shall, before the Shareholders’ Scheme Meeting, submit substantial and relevant questions related to the resolutions to be tabled for approvals at the Shareholders’ Scheme Meeting, by post or electronic mail or (in addition to, but not in place of, post and electronic mail) such other electronic means as the Company considers appropriate, including electronic submission via the pre-registration website at which the Shareholder or his/her/its proxy registers for access to the Virtual Meeting electronically via live audio-visual webcast or live audio-only stream. The Company will address all substantial and relevant questions relating to the resolutions to be tabled for approvals at the Shareholders’ Scheme Meeting received from Shareholders prior to the

stipulated deadline via announcement(s) to be published on the SGXNet, ASX Online and the Company's website before the date of the Shareholders' Scheme Meeting.

7. Notwithstanding what is provided for in paragraph 6 above, the Company may provide a facility for any matter to be raised by a Shareholder or person at the Physical Meeting or Virtual Meeting and for the matter to be responded to at the Shareholders' Scheme Meeting through real-time electronic communication such as video-conferencing, tele-conferencing or live chat.

#### **Quorum**

8. A quorum may be formed by any two (2) Shareholders physically or electronically present. If within half an hour from the time appointed for the Shareholders' Scheme Meeting a quorum is not present, the meeting is dissolved unless the Chairman of the Shareholders' Scheme Meeting adjourns the meeting to a date, time and place determined by that Chairman. If no quorum is present at any adjourned meeting within 30 minutes after the time for the meeting, the meeting is dissolved.
9. A Shareholder is physically present at the Shareholders' Scheme Meeting if the Shareholder:

- (a) attends the Physical Meeting in the manner provided in paragraph 4 above; and
- (b) is verified by the Singapore Share Registrar of the Company, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), as attending the Shareholders' Scheme Meeting in the manner provided in paragraph 4 above.
10. A Shareholder is electronically present at the Shareholders' Scheme Meeting if the Shareholder:
- (a) attends the Virtual Meeting in the manner provided in paragraph 4 above;
- (b) is verified by the Singapore Share Registrar of the Company, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), as attending the Shareholders' Scheme Meeting in the manner provided in paragraph 4 above; and
- (c) is acknowledged by electronic means by the Chairman of the Shareholders' Scheme Meeting as present at the Shareholders' Scheme Meeting.
11. A Shareholder is deemed present at the Shareholders' Scheme Meeting if the Shareholder has appointed the Chairman of the Shareholders' Scheme Meeting as his/her/its proxy to attend, speak and vote at the Shareholders' Scheme Meeting in accordance with paragraphs 12 to 15 below.

**Appointment of proxy**

12. Only one (1) proxy may be appointed to attend and vote at the Shareholders' Scheme Meeting. A proxy need not be a member of the Company. The Chairman of the Shareholders' Scheme Meeting, as proxy, need not be a member of the Company. A Shareholder or CDN may appoint the Chairman of the Shareholders' Scheme Meeting as his/her/its proxy.

**Voting at the Shareholders' Scheme Meeting**

13. The Company may provide for each Shareholder to exercise his/her/its voting rights at the Shareholders' Scheme Meeting in the following manner:
- (a) voting "live" at the Physical Meeting or the Virtual Meeting;
  - (b) appointing a proxy other than the Chairman of the Shareholders' Scheme Meeting to attend and vote "live" at the Physical Meeting or the Virtual Meeting on his/her/its behalf;
  - (c) appointing the Chairman of the Shareholders' Scheme Meeting as the Shareholder's proxy to vote at the Shareholders' Scheme Meeting by depositing with the Singapore Share Registrar of the Company the Proxy Form (as defined below) personally, or by post, or by electronic mail to an electronic mail address stated in the Notice of the Shareholders' Scheme Meeting, or (in addition to, but not in place of, personal delivery, post and electronic mail) by such



other electronic means as the Company considers appropriate, including allowing Shareholders to submit the Proxy Form electronically via the pre-registration website at which the Shareholder or his/her/its proxy registers for access to the Virtual Meeting electronically via live audio-visual webcast or live audio-only stream, and in each case, not less than 72 hours before the time appointed for the Shareholders' Scheme Meeting.

14. The Company may provide for each CDI holder to direct CDN to vote the shares underlying their holding by voting online or by completing, signing and returning, in the return envelope provided, the CDI Voting Instruction Form to Computershare Investor Services Pty Limited, the CDI Registrar in Australia. CDN will lodge a Proxy Form to appoint the Chairman of the Shareholders' Scheme Meeting to attend, speak and vote the shares underlying its holding in the Company. A CDI Voting Instruction Form may be lodged in one (1) of the following ways:
- (a) online at [www.investorvote.com.au](http://www.investorvote.com.au) following the instructions on the website;
  - (b) by mobile by scanning the QR Code on the CDI Voting Instruction Form and following the prompts;
  - (c) by post to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, Australia 3001; or
  - (d) by fax.

15. In relation to voting:
- (a) for the purposes of determining whether the condition under Section 210(3AB)(b) of the Companies Act is satisfied:
1. a Shareholder who is not a Relevant Intermediary may only cast all the votes he/she/it uses at the Shareholders' Scheme Meeting in one way, and may only:
    - a. cast all his/her/its votes "**for**" the Shareholders' Scheme;
    - b. cast all his/her/its votes "**against**" the Shareholders' Scheme; or
    - c. abstain from voting;
  2. a Shareholder who is a Relevant Intermediary need not cast all the votes it uses in the same way provided that each vote is exercised in relation to a different Share. A Relevant Intermediary may:
    - a. vote "**for**" the Shareholders' Scheme;
    - b. vote "**against**" the Shareholders' Scheme; and/or
    - c. abstain from voting; and
  3. a CDI holder may only cast all the votes he/she/it has in respect of the shares underlying his/her/its holding in the Company in one way, and may only:
    - a. cast his/her/its votes "**for**" the Shareholders' Scheme;

- b. cast his/her/its votes “**against**” the Shareholders’ Scheme; or
- c. abstain from voting.
- (b) for the purposes of determining whether the condition under Section 210(3AB)(a) of the Companies Act is satisfied:
1. each Shareholder that appoints the Chairman of the Shareholders’ Scheme Meeting as its proxy to vote at the Shareholders’ Scheme Meeting shall be deemed to be present at the Shareholders’ Scheme Meeting and shall be included in the count of the Shareholders present and voting at the Shareholders’ Scheme Meeting. Where the Chairman of the Shareholders’ Scheme Meeting has been appointed as proxy of more than one (1) Shareholder to vote at the Shareholders’ Scheme Meeting, the votes of the Chairman of the Shareholders’ Scheme Meeting shall be counted as the votes of the number of appointing Shareholders;
  2. the Company shall treat a Relevant Intermediary that casts votes both for and against the Scheme as follows:
    - a. the Company shall treat the Relevant Intermediary as casting one (1) vote in favour of the Shareholders’ Scheme if the Relevant Intermediary casts more votes for the Shareholders’ Scheme than against the Shareholders’ Scheme;

- b. the Company shall treat the Relevant Intermediary as casting one (1) vote against the Shareholders' Scheme if the Relevant Intermediary casts more votes against the Shareholders' Scheme than for the Shareholders' Scheme; and
- c. the Company shall treat the Relevant Intermediary as casting one (1) vote for and one (1) vote against the Shareholders' Scheme if the Relevant Intermediary casts equal votes for and against the Shareholders' Scheme; and
3. each CDI holder that directs CDN to vote the shares underlying their holding and for which CDN subsequently submits a Proxy Form for appointing the Chairman of the Shareholders' Scheme Meeting to attend, speak and vote the shares underlying its holding in the Company shall be deemed to be present at the Shareholders' Scheme Meeting and shall be included in the count of the Shareholders present and voting at the Shareholders' Scheme Meeting. Where more than one (1) CDI holder has provided their direction to CDN and for which CDN has appointed the Chairman of the Shareholders' Scheme Meeting to attend, speak and vote at the Shareholders' Scheme Meeting, the votes of the

Chairman of the Shareholders' Scheme Meeting shall be counted as the votes of the number of appointing CDI holders.

**Laying and production of documents at the Shareholders' Scheme Meeting**

16. The Scheme Document (as defined below) and any other document to be laid or produced before the Shareholders' Scheme Meeting may be laid or produced by being:
- (a) sent or published in the manner set out in paragraphs 18 to 22, along with (i) the Notification Letter to Shareholders (as defined below); (ii) the Notice and Access Letter (as defined below) to CDI holders; or (iii) the email to CDI holders, as the case may be; or
  - (b) published at an online location, the address of such online location is set out in the Notification Letter to Shareholders (as defined below) or the Notice and Access Letter (as defined below) to CDI holders or the email to CDI holders, as the case may be, or published on the SGXNet, ASX Online and the website of the Company, as the case may be.

### **Giving of Notice of the Shareholders' Scheme Meeting**

17. The Shareholders' Scheme Meeting (including any adjourned or postponed meeting) may be called by notice in writing of not less than 21 clear days to Shareholders.
18. A hardcopy of the notification Letter to Shareholders ("**Notification Letter to Shareholders**"), which includes the notice of the Shareholders' Scheme Meeting ("**Notice**") and the proxy form for the Shareholders' Scheme Meeting ("**Proxy Form**"), will be sent to Shareholders and made available in accordance with paragraph 16(b) above.
19. The Notification Letter to Shareholders, which includes the Notice and Proxy Form, shall among other things:
- (a) inform Shareholders of the publication of the Scheme Document online on SGXNet, ASX Online and the website of the Company;
  - (b) provide instructions on how Shareholders can locate and access the Scheme Document electronically;
  - (c) provide information on how Shareholders may request for a hardcopy of the Scheme Document;
  - (d) provide information on the arrangements relating to attendance at Shareholders' Scheme Meeting in person at the Physical Meeting or using virtual meeting technology at the Virtual Meeting;

- (e) set out how Shareholders may appoint the Chairman of the Shareholders' Scheme Meeting as their proxy to vote at the Shareholders' Scheme Meeting;
- (f) provide information on how Shareholders may submit substantial and relevant questions related to the resolution to be tabled for approval at the Shareholders' Scheme Meeting prior to the Shareholders' Scheme Meeting; and
- (g) may be accompanied by any other documents relevant to the Shareholders' Scheme Meeting.
20. A hardcopy of the notice and access letter to CDI holders ("**Notice and Access Letter**") will be sent to CDI holders who have not made an election to receive communications electronically along with a CDI Voting Instruction Form, or where appropriate, published on the ASX Online.
21. An email will be sent to CDI holders who have made an election to receive communications electronically.
22. The Notice and Access Letter to CDI holders and email to CDI holders shall, among other things:
- (a) inform CDI holders of the publication of the Scheme Document online;

- (b) provide instructions on how CDI holders may locate and access the Scheme Document and the submit their vote online at [www.investorvote.com.au](http://www.investorvote.com.au);
- (c) provide information on how CDI holders may request for a hardcopy of the Scheme Document;
- (d) provide information on the arrangements relating to attendance at Shareholders' Scheme Meeting in person at the Physical Meeting or using virtual meeting technology at the Virtual Meeting; and
- (e) may be accompanied by any other documents relevant to the Shareholders' Scheme Meeting.

#### **Other matters**

- 23. Mr James Finbarr Fitzgerald, or failing him, any other Director of the Company, shall be appointed as Chairman of the Shareholders' Scheme Meeting and to report the results of the Shareholders' Scheme Meeting to the Court.
- 24. Not less than 21 clear days before the date appointed for the Shareholders' Scheme Meeting, the document (the "**Scheme Document**") consisting of, among other things, the following:



- (a) a letter to shareholders from the Company to the Shareholders containing details of, among other things, the purpose of the Scheme Document and information relating to the Shareholders' Scheme;
- (b) the Shareholders' Scheme Explanatory Statement which contains, among other things, the information required to be disclosed under Section 211 of the Companies Act;
- (c) the Notice; and
- (d) the Proxy Form,

shall be published on SGXNet, ASX Online and the website of the Company.

25. Not less than 21 clear days before the date appointed for the Shareholders' Scheme Meeting, the Notice shall be advertised in one issue of "The Business Times" newspaper in Singapore.
26. Any accidental omission to give any Shareholder or CDI holder of the Shareholders' Scheme Meeting or non-receipt of such notice by any Shareholder or CDI holder shall not invalidate the proceedings at the Shareholders' Scheme Meeting, unless ordered by the Court.