



## **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 APPLICATION FOR LEAVE TO CONVENE SHAREHOLDERS' SCHEME MEETING**

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## **1. INTRODUCTION**

The board of directors (the "**Directors**") of Civmec Limited (the "**Company**" and together with its subsidiaries, the "**Group**") refers to 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) (the "**Announcement**").

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

## **2. LEAVE APPLICATION TO CONVENE SHAREHOLDERS' SCHEME MEETING**

As previously announced on 27 October 2023, the Company entered into the Implementation Agreement with NewCo in relation to the Change of Domicile through the Proposed Transactions. The Change of Domicile will be achieved through a restructuring of the Company by way of a scheme of arrangement (the "**Shareholders' Scheme**") in accordance with Section 210 of the Companies Act.

In relation to the Shareholders' Scheme, the Company has, on 19 June 2024, made an application to the General Division of the Singapore High Court (the "**Court**") to, *inter alia*, seek the following orders:

- (a) pursuant to Section 210(1) of the Companies Act, leave be granted to the Company to convene a meeting (the "**Shareholders' Scheme Meeting**") of the Shareholders, within three (3) months from the date of the Court order to be made on the said application (or within such other period as may be ordered by the Court), 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; and
- (b) 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 Company be at liberty to apply for the Court's approval of the Shareholders' Scheme pursuant to Section 210(4) of the Companies Act.

### **3. FURTHER ANNOUNCEMENTS**

The Company will make further announcements as and when required and/or as and when there are material developments in relation to the Change of Domicile through the Proposed Transactions.

### **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  
19 June 2024