



## **CIVMEC LIMITED**

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

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### **UPDATES 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)**

- **APPROVAL APPLICATION FOR THE SHAREHOLDERS' SCHEME**
- **OTHER UPDATES IN RELATION TO THE SHAREHOLDERS' SCHEME**

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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 following:

- (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**") for 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;
- (d) the announcement dated 27 June 2024 in relation to the notice of the Court hearing date for the Leave Application;
- (e) the announcement dated 5 July 2024 in relation to the Court order granting leave to convene the Shareholders' Scheme Meeting;
- (f) the announcement dated 26 July 2024 in relation to the Company's responses to questions in advance of the Shareholders' Scheme Meeting and the EGM;
- (g) the announcement dated 31 July 2024 in relation to the shares of NewCo not being eligible for inclusion under the CPF Investment Scheme following the completion of the Change of Domicile through the Proposed Transactions;
- (h) the announcement dated 1 August 2024 in relation to the results of the Shareholders' Scheme Meeting held on 1 August 2024 (the "**Shareholders' Scheme Meeting Results Announcement**");
- (i) the announcement dated 1 August 2024 in relation to the results of the EGM held on 1 August 2024;

- (j) the order of the Court dated 4 July 2024 granting leave to the Company to convene the Shareholders' Scheme Meeting and containing further orders in relation to the conduct of the Shareholders' Scheme Meeting (the "**Shareholders' Scheme Meeting Court Order**"); and
- (k) the circular dated 10 July 2024 (the "**Circular**") to Shareholders containing, *inter alia*, the details of the Change of Domicile through the Proposed Transactions (as defined in the Circular),

items (a) to (i) above, collectively, the "**Announcements**".

*Unless otherwise defined, all capitalised terms used in this announcement (save for Section 3 herein) shall bear the same meanings as ascribed to them in the Announcements.*

## **2. APPROVAL APPLICATION FOR THE SHAREHOLDERS' SCHEME**

Following the approval of the Shareholders' Scheme at the Shareholders' Scheme Meeting held on 1 August 2024, the Company has on 1 August 2024 filed an application with the General Division of the Singapore High Court for the approval of the Shareholders' Scheme (the "**Approval Application**") pursuant to Section 210(4) of the Companies Act and the Shareholders' Scheme Meeting Court Order.

Subject to the Court's approval of the Shareholders' Scheme pursuant to the Approval Application (the "**Shareholders' Scheme Approval Court Order**") and the satisfaction (or, where applicable, waiver) of all the Conditions under the Implementation Agreement, the Shareholders' Scheme will become effective and binding upon the lodgement of the Shareholders' Scheme Approval Court Order with ACRA.

## **3. REGISTER REMOVAL CHARGES TO BE BORNE BY THE COMPANY ON A ONE-TIME BASIS**

*Unless otherwise defined, all capitalised terms used in this Section 3 of this announcement have the same meanings ascribed to them in the Circular.*

As mentioned in Section 1.4.7 of the Circular, Depositors who wish to be recognised as shareholders of NewCo in their own names and be accorded the full rights of shareholders of NewCo may effect a removal of their NewCo Shares to the Australian Share Register pursuant to which the relevant Depositors may request to have their NewCo Shares registered directly in their own name on either, depending on their circumstances, the issuer sponsored sub-register (if they do not have an Australian broker) or the CHESS sub-register (if they have an Australian broker), and hold legal title to the NewCo Shares in their own names (the "**Register Removal**"). For more information on the procedures to effect a removal of NewCo Shares to the Australian Share Register, please refer to Section 1.4.7 of the Circular.

There are certain charges attributable to the Register Removal from the Singapore Share Register to the Australian Share Register, and in particular, the Singapore Share Registrar will charge administrative and handling fees of S\$30 (or such other amount as may be prescribed from time to time) for each removal of NewCo Shares from the Singapore Share Register, a fee of S\$2 (plus applicable stamp duties) for each transfer form in respect of transfer of NewCo Shares and any applicable fee as stated in the register removal request forms and there are also withdrawal fees payable to CDP (collectively, the "**Register Removal Charges**"). For more information on the fees payable (including the CDP withdrawal fees), please refer to Section 1.4.7 of the Circular.

As mentioned in Section 1.4.7 of the Circular, Depositors are reminded that the Company will bear, on a one-time basis, the Register Removal Charges incurred by a Depositor who simultaneously submits (a) a withdrawal request and transfer form to CDP; and (b) a share removal form to the Singapore Share Registrar and the Australian Share Registrar to effect a removal of the shares of the Company (and following the completion of the Change of Domicile, the NewCo) credited to the

securities account of the relevant Depositor as at the Record Date to the Australian Share Register, at any time from the date the cross-border conversion of Shares into CDIs and *vice versa* ceased until the date on which cross-border movements of the NewCo Shares resumes (the “**Relevant Time Period**”). The Company will make further announcement(s) on the exact dates for the Relevant Time Period.

Please note that, following the Register Removal, the NewCo Shares will be traded on the ASX (instead of the Mainboard of the SGX-ST). Brokerage commission in respect of trades of NewCo Shares on the ASX may vary from broker to broker. There is no assurance that such brokerage commission to be paid in respect of trades of the NewCo Shares on the ASX in the future will be the same as the current rates paid for trades of the Shares on the SGX-ST.

#### **4. 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 and/or the Approval Application.

#### **5. 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  
1 August 2024