



## **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)**

- **COURT HEARING DATE FOR THE APPROVAL APPLICATION RE-FIXED**
  - **UPDATED INDICATIVE TIMELINE**
  - **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**” or the “**Applicant**” 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;
- (i) the announcement dated 1 August 2024 in relation to the results of the EGM held on 1 August 2024;

- (j) the announcement dated 1 August 2024 in relation to, *inter alia*, the filing of the Approval Application for the Shareholders' Scheme (the "**1 August 2024 Approval Application Filing Announcement**");
- (k) the announcement dated 6 August 2024 in relation to, *inter alia*, the notice of Court hearing date for the Approval Application (the "**6 August 2024 Announcement**");
- (l) 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
- (m) 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 (k) above, collectively, the "**Announcements**".

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

## 2. COURT HEARING DATE FOR THE APPROVAL APPLICATION RE-FIXED

Following the 6 August 2024 Announcement, the Company wishes to update and notify that the Court hearing date for the Approval Application is re-fixed for hearing on 28 August 2024 at 2.30 p.m in Chamber 2B of the Supreme Court of Singapore.

The Court has also issued the following directions on 6 August 2024:

- (a) the Applicant's legal counsel is to give immediate notice of the Approval Application and all related documents (including the Registrar's Notice and all other correspondence from the Court relating to the Approval Application) to any person affected by the orders sought in the Approval Application (the "**Affected Persons**"), if this has not already been done;
- (b) any Affected Person may file and serve a reply affidavit by 19 August 2024 12.00 p.m;
- (c) written submissions are to be filed and exchanged by 23 August 2024 12.00 p.m; and
- (d) the Applicant's legal counsel is to provide to the Court a tabulation of the likely attendees at the hearing, to the best of its knowledge, together with the name of the representative(s) and any relevant letter of authorisation, as well as their likely position (supportive / objecting / unknown / others) ("**Attendance Information**"). This tabulation is to be provided to the Court by 26 August 2024 12.00 p.m.

A copy of the Approval Application and all related documents (including the Registrar's Notice and all other correspondence from the Court relating to the Approval Application) (the "**Approval Application Documents**") will be made available to an Affected Person upon written request (see below).

Any Affected Person who intends to attend the Court hearing for the Approval Application and/or receive a copy of the Approval Application Documents should inform the Company's legal counsel (together with the Attendance Information, if applicable), Morgan Lewis Stamford LLC, at [MLS.CVL@morganlewis.com](mailto:MLS.CVL@morganlewis.com) by no later than 20 August 2024, 12 p.m.

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. UPDATED INDICATIVE TIMELINE

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

Please see below an updated indicative timeline. Any reference to a time of day or date in the indicative timeline below shall be a reference to Singapore time or date, as the case may be, unless otherwise stated.

Key events	Indicative Timing
Court hearing date for the Approval Application	28 August 2024 at 2.30 p.m.
<b>The following events are subject to the Shareholders' Scheme Approval Court Order being obtained:</b>	
Expected date of notice of Record Date for the Shareholders' Scheme	28 August 2024
Expected last day for cross-border conversion of Shares into CDIs and <i>vice versa</i>	16 August 2024
Expected last day to lodge scrip deposit/withdrawal requests with the Singapore Share Registrar	16 August 2024
Expected last day for trading of the Shares on the SGX-ST	30 August 2024
Expected last day of trading of the CDIs on ASX	30 August 2024
Expected date on which the Company changes its name from "Civmec Limited" to "Civmec Singapore Limited" <sup>(1)</sup>	2 September 2024
Expected Record Date for the Shareholders' Scheme to determine entitlements of Shareholders and CDI holders to the NewCo Shares under the Shareholders' Scheme	5.00 p.m. on 3 September 2024
Expected Effective Date (lodgement of Shareholders' Scheme Court Order with ACRA)	4 September 2024
Expected date for (a) issue of NewCo Shares on the Singapore share register to CDP to be held for the benefit of Entitled Shareholders (being Depositors who are not Overseas Shareholders); and (b) issue of NewCo Shares on the Australian share register to CDN to be held for the benefit of Entitled Shareholders who hold CDIs on the CHESS sub-register and the issuer-sponsored sub-register in Australia and who are not Overseas Shareholders	4 September 2024
Expected time and date for the commencement of trading of the NewCo Shares on the SGX-ST <sup>(2) (3)</sup>	9.00 a.m. on 5 September 2024

Key events	Indicative Timing
Expected date for the commencement of trading of the NewCo Shares on the ASX on a deferred settlement basis <sup>(2)</sup>	5 September 2024
Expected date for (a) transfer of the NewCo Shares by CDN to the Entitled Shareholders who hold CDIs on the CHESS sub-register and the issuer-sponsored sub-register in Australia and who are not Overseas Shareholders; and (b) issue of NewCo Shares on the Australian share register to Entitled Shareholders (who are not Depositors, holders of CDIs or Overseas Shareholders)	10 September 2024
Expected date of despatch of holding statements to the relevant Entitled Shareholders on the Australian share register in respect of NewCo Shares	11 September 2024
Expected date for the commencement of trading of the NewCo Shares on the ASX on a normal settlement basis	11 September 2024
Expected date for the commencement of cross-border movements of the NewCo Shares	11 September 2024
Expected date on which NewCo changes its name from “Civmec Australia Limited” to “Civmec Limited” <sup>(1)</sup>	11 September 2024

**Notes:**

- (1) Assuming that the “Certificate Confirming Incorporation of Company” is available from ACRA on the same date as the Company’s change of name from “Civmec Limited” to “Civmec Singapore Limited”, it is intended that the relevant forms to effect NewCo’s name change with the ASIC from “Civmec Australia Limited” to “Civmec Limited” be posted on the same day. On an indicative basis, it is estimated that NewCo’s name change typically takes effect seven (7) business days from the date the relevant forms are posted to ASIC (noting that actual time may differ as the name change application will need to be submitted by post and then manually processed by ASIC).
- (2) The NewCo will commence trading on the Mainboard of the SGX-ST and the ASX (on a normal settlement basis) under the name of “Civmec Limited” and the ticker codes of “P9D” and “CVL”, respectively, being the existing ticker codes of the Company (with further information in respect of deferred settlement trading of the NewCo Shares to be provided by ASX at the time of admission of the NewCo to the official list of ASX).
- (3) On the SGX, there will be no changes to the security name (which will remain as “Civmec Limited”), trading name (which will remain as “Civmec”) and CDP statement name (which will remain as “Civmec”) following the completion of the Change of Domicile through the Proposed Transactions.

Please note that the above timetable is indicative only and may be subject to change. For the events listed above which are described as “expected”, please refer to future announcement(s) for the exact dates and times of these events.

#### **4. UPDATES ON THE RELEVANT TIME PERIOD WHERE REGISTER REMOVAL CHARGES ARE TO BE BORNE BY THE COMPANY ON A ONE-TIME BASIS**

As mentioned in the 1 August 2024 Approval Application Filing Announcement, 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**”).

Based on the updated indicative timeline set out in Section 3 of this announcement above, the Relevant Time Period is expected to commence on 16 August 2024 up to (and including) 11 September 2024. Note that the indicative timeline may be subject to change. Shareholders should refer to future announcements for updates, if any.

## **5. 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.

## **6. 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  
7 August 2024