



CIVMEC LIMITED

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

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)

- **UPDATES ON THE ONE-TIME PAYMENT OF REGISTER REMOVAL CHARGES BY THE COMPANY**
 - **LAST DATE FOR CROSS-BORDER CONVERSION OF SHARES AND CDIs AND *VICE VERSA* AND LODGEMENT OF SCRIP DEPOSIT/WITHDRAWAL REQUESTS**
 - **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;

- (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 (as defined in the 1 August 2024 Approval Application Filing Announcement);
- (l) the announcement dated 7 August 2024 in relation to, *inter alia*, the Court hearing date for the Approval Application (as defined in the 1 August 2024 Approval Filing Announcement) re-fixed;
- (m) 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; and
- (n) the circular dated 10 July 2024 (the **"Circular"**) to Shareholders containing, *inter alia*, the details of the Change of Domicile through the Proposed Transactions.

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

2. **UPDATES ON THE ONE-TIME PAYMENT OF REGISTER REMOVAL CHARGES BY THE COMPANY**

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 (the **"One-time Payment by the Company"**) 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 current indicative timeline set out in Section 5 of this announcement, the Relevant Time Period is expected to commence on (and including) 17 August 2024 up to (and including) 11 September 2024.

Register Removal Charges incurred for relevant forms received by CDP and the Singapore Share Registrar from (and including) 17 August 2024 up to (and including) 11 September 2024 will be borne by the Company. For Depository Agents, such waiver is on scrip withdrawals processed on a sub-account level.

The relevant forms for Depositors to effect a removal of their NewCo Shares to the Australian Share Register are available on the Company's website at the URL: www.civmec.com.au/investors/transferring-your-shares. Depositors who wish to avail themselves to the One-time Payment by the Company may submit the relevant forms to CDP and the Singapore Share Registrar at any time during the Relevant Time Period. **For the avoidance of doubt, the relevant forms will need to be submitted strictly within the Relevant Time Period to be eligible for the One-time Payment by the Company.** Please note that CDP is expected to provide the submitted forms to the Singapore Share Registrar for processing only after the end of the Relevant Time Period (such date is currently expected to be on or around 12 September 2024, based on the current indicative timeline) (the **"First Processing Date"**). After all the forms are received and validated to be in good order by all relevant parties with CDP having successfully earmarked the shares in the relevant securities accounts on or around the receipt of each of the relevant forms

during the Relevant Time Period, the overall process to withdraw/remove shares from the Singapore Share Register to the Australian Share Register is expected to take at least four (4) business days after the First Processing Date to be completed.

Please note that the above dates are indicative and may be subject to change. Shareholders should refer to future announcements for updates, if any.

3. LAST DATE FOR CROSS-BORDER CONVERSION OF SHARES AND CDIs AND VICE VERSA AND LODGEMENT OF SCRIP DEPOSIT/WITHDRAWAL REQUESTS

Based on the current indicative timeline set out in Section 5 of this announcement, please be reminded that (a) the last day for cross-border conversion of Shares into CDIs and *vice versa*; and (b) the last day to lodge scrip deposit/withdrawal requests with the Singapore Share Registrar, is 16 August 2024. Accordingly, there will be no scrip deposit/withdrawal requests or CDI issuances/cancellations from 16 August 2024.

4. CDP WILL BE THE ONLY MEMBER REGISTERED ON THE SINGAPORE SHARE REGISTER AFTER THE COMPLETION OF THE CHANGE OF DOMICILE THROUGH THE PROPOSED TRANSACTIONS

As mentioned in Section 1.4.8 of the Circular, Depositors are reminded that after the completion of the Change of Domicile through the Proposed Transactions, Depositors who wish to have NewCo Shares registered in their own names and recognised as shareholders of the NewCo, can only do so by effecting a removal of their NewCo Shares from the Singapore Share Register to the Australian Share Register. Depositors will have their NewCo Shares registered directly in their own name on the Australian Share Register in the form of uncertificated holdings. No physical share certificates will be issued in respect of the holder's uncertificated holdings on the Australian Share Register.

The above removal of NewCo Shares from the Singapore Share Register to the Australian Share Register will be the only way for Depositors to have NewCo Shares registered in their own names and be recognised as shareholders of NewCo as Depositors will not be able to withdraw their NewCo Shares held by CDP on their behalf and hold such NewCo Shares in the form of physical share certificates registered in their names on the Singapore Share Register after the completion of the Change of Domicile through the Proposed Transactions. The effect of this is that CDP will be the only member registered on the Singapore Share Register after the completion of the Change of Domicile through the Proposed Transactions.

5. INDICATIVE TIMELINE

For ease of reference, please see below the current 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.
The following events are subject to the Shareholders' Scheme Approval Court Order (as defined in the 1 August 2024 Approval Application Filing Announcement) being obtained:	
Expected date of notice of Record Date for the Shareholders' Scheme	26 August 2024
Last day for cross-border conversion of Shares into CDIs and <i>vice versa</i>	16 August 2024

Key events	Indicative Timing
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” ⁽¹⁾	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 ^{(2) (3)}	9.00 a.m. on 5 September 2024
Expected date for the commencement of trading of the NewCo Shares on the ASX on a deferred settlement basis ⁽²⁾	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” ⁽¹⁾	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-ST, 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.

6. 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.

7. 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
15 August 2024