



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)

- **NOTICE OF RECORD DATE FOR THE SHAREHOLDERS' SCHEME**
 - **CANCELLATION OF TREASURY SHARES**
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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 circular dated 10 July 2024 (the “**Circular**”) to Shareholders containing, *inter alia*, the details of the Change of Domicile through the Proposed Transactions;
- (c) the announcement dated 1 August 2024 in relation to the results of the Shareholders’ Scheme Meeting held on 1 August 2024;
- (d) the announcement dated 1 August 2024 in relation to the results of the EGM held on 1 August 2024;
- (e) 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**”);
- (f) 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); and
- (g) 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 (the “**7 August 2024 Announcement**”).

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

2. NOTICE OF RECORD DATE FOR THE SHAREHOLDERS' SCHEME

As mentioned in the 7 August 2024 Announcement, 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.

Subject to the Court's approval of the Shareholders' Scheme pursuant to the Approval Application, notice is hereby given that the share transfer books, the Register of Members and the CDI Register of the Company will be closed at 5.00 p.m. (Singapore time) on 3 September 2024 ("**Record Date**") for the purpose of determining the entitlements of the Shareholders in respect of the Shareholders' Scheme.

The Company will make further announcements on the outcome of the Approval Application and/or any update to the Record Date (if applicable).

3. CANCELLATION OF TREASURY SHARES

As mentioned in the Circular, the treasury shares held by the Company will not be subject to the terms and conditions of the Shareholders' Scheme. Pursuant to the Implementation Agreement, the Company and the NewCo have agreed and undertaken to use all reasonable endeavours to cancel all the treasury shares of the Company at least five (5) clear Business Days prior to the Record Date.

Pursuant to Rule 704(28) of the SGX-ST Listing Manual, the Company wishes to announce the following details on the cancellation of the treasury shares of the Company:

(a)	Date of cancellation	:	26 August 2024	
(b)	Purpose of cancellation	:	Cancellation of excess and unutilised treasury shares pursuant to the Implementation Agreement	
(c)	Number of treasury shares cancelled	:	15,000	
(d)	Number of treasury shares held before and after cancellation	:	Before cancellation	15,000
			After cancellation	0
(e)	Percentage of the number of treasury shares against the total number of ordinary shares outstanding before and after the cancellation	:	Before cancellation	0.003% ⁽¹⁾
			After cancellation	0% ⁽²⁾
(f)	Value of the treasury shares cancelled	:	S\$11,708	

Notes:

- (1) The percentage is based on 507,591,000 issued ordinary shares (excluding 15,000 treasury shares) in the capital of the Company immediately before the cancellation of all 15,000 treasury shares.
- (2) The percentage is based on 507,591,000 issued ordinary shares in the capital of the Company immediately after the cancellation of all 15,000 treasury shares.

4. INDICATIVE TIMELINE

Please see below an 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:	
Date of notice of Record Date for the Shareholders' Scheme	26 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

Key events	Indicative Timing
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”	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 deferred 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.

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
26 August 2024