



**CIVMEC LIMITED**

# NOTICE OF ANNUAL GENERAL MEETING AND PROXY FORM

**2018**

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at Novotel Singapore, Clarke Quay, Nutmeg Room, Level 5, 177A River Valley Road, Singapore 179031 on Thursday, 25 October 2018 at 1:30 p.m., to transact the following businesses:

## AS ORDINARY BUSINESS:

1	To receive and adopt the Audited Financial Statements of the Company for the financial year ended 30 June 2018 together with the Directors' Statement and Independent Auditors' Report thereon.	<b>Ordinary Resolution 1</b>
2	To approve the payment of a tax exempt (foreign sourced) First and Final Dividend of 0.7 Singapore cents per ordinary share for the financial year ended 30 June 2018.	<b>Ordinary Resolution 2</b>
3	To approve the payment of Directors' fees of S\$220,000 for the financial year ending 30 June 2019, to be paid quarterly in arrears. (FY2018: S\$220,000)	<b>Ordinary Resolution 3</b>
4	To re-elect the following Directors retiring pursuant to Article 118 of the Company's Constitution and for the purpose of ASX Listing Rule 14.5:	
	(a) Mr James Finbarr Fitzgerald [See Explanatory Note (iv)]	<b>Ordinary Resolution 4</b>
	(b) Mr Patrick John Tallon [See Explanatory Note (iv)]	<b>Ordinary Resolution 5</b>
	(c) Mr Kevin James Deery [See Explanatory Note (iv)]	<b>Ordinary Resolution 6</b>
	(d) Mr Chong Teck Sin [See Explanatory Notes (i) and (iv)]	<b>Ordinary Resolution 7</b>
	(e) Mr Wong Fook Choy Sunny [See Explanatory Notes (ii) and (iv)]	<b>Ordinary Resolution 8</b>
	(f) Mr Douglas Owen Chester [See Explanatory Notes (iii) and (iv)]	<b>Ordinary Resolution 9</b>
5	To re-appoint Messrs Moore Stephens LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration.	<b>Ordinary Resolution 10</b>

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## AS SPECIAL BUSINESS:

To consider and, if thought fit, to pass with or without modifications the following resolutions, of which Resolutions 11, 12, 13, 14 and 15 will be proposed as Ordinary Resolutions and Resolution 16 will be proposed as a Special Resolution:

6	<p><b>Authority to allot and issue shares</b></p> <p>“That pursuant to Section 161 of the Companies Act, Chapter 50, and the Listing Rules of the Singapore Exchange Securities Trading Limited (‘SGX-ST’), and subject to the Company’s compliance with the requirements of the ASX Listing Rules, authority be and is hereby given for the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:</p> <ul style="list-style-type: none"> <li>(i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;</li> <li>(ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, ‘Instruments’) including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;</li> <li>(iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues;</li> </ul> <p>and (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuant to any Instrument made or granted by the Directors while the authority was in force, provided always that:</p> <ul style="list-style-type: none"> <li>(a) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per centum (50%) of the Company’s total number of issued shares (excluding treasury shares and shares (if any) held by a subsidiary), of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a pro-rata basis to shareholders of the Company does not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares and shares (if any) held by a subsidiary), and for the purpose of this Resolution, the total number of issued shares (excluding treasury shares and shares (if any) held by a subsidiary) shall be the Company’s total number of issued shares (excluding treasury shares and shares (if any) held by a subsidiary) at the time this Resolution is passed, after adjusting for: <ul style="list-style-type: none"> <li>(i) new shares arising from the conversion or exercise of convertible securities, or</li> <li>(ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed, and</li> <li>(iii) any subsequent bonus issue, consolidation or subdivision of the Company’s shares;</li> </ul> </li> <li>(b) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.”</li> </ul> <p>[See Explanatory Note (v)]</p>	<b>Ordinary Resolution 11</b>
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# NOTICE OF ANNUAL GENERAL MEETING

## AS SPECIAL BUSINESS: (CONTINUED)

7	<p><b>Proposed Renewal of the Share Purchase Mandate</b></p> <p>“That:</p> <p>(a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (the ‘Companies Act’), and such other laws and regulations as may for the time being be applicable, the exercise by the Directors of the Company (‘Directors’) of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the share capital of the Company (‘Shares’) not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:</p> <p>(i) on-market purchases (‘On-Market Share Purchase’) transacted on the Singapore Exchange Securities Trading Limited (‘SGX-ST’); and/or</p> <p>(ii) off-market purchases (‘Off-Market Share Purchase’) (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the SGX-ST Listing Manual,</p> <p>(the ‘<b>Share Purchase Mandate</b>’);</p> <p>(b) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Purchase Mandate shall, at the discretion of the Directors of the Company, either be cancelled or held in treasury and dealt with in accordance with the Companies Act;</p> <p>(c) the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and the expiring on the earliest of:</p> <p>(i) the date on which the next Annual General Meeting of the Company is held or required by law to be held;</p> <p>(ii) the date on which the share purchases are carried out to the full extent mandated; or</p> <p>(iii) the date on which the authority contained in the Share Purchase Mandate is varied or revoked;</p>	Ordinary Resolution 12
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## AS SPECIAL BUSINESS: (CONTINUED)

7	<b>Proposed Renewal of the Share Purchase Mandate (continued)</b> (d) in this Ordinary Resolution:	<b>Ordinary Resolution 12</b>
	<p><b>‘Prescribed Limit’</b> means 10% of the total number of Shares as at the date of passing of this Resolution (excluding any treasury shares and subsidiary holdings that may be held by the Company from time to time), unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the total number of Shares of the Company shall be taken to be the total number of Shares of the Company as altered;</p>	
	<p><b>‘Relevant Period’</b> means the period commencing from the date the last annual general meeting of the Company was held before the date of passing of this Resolution, and expiring on the date the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier, after the date of passing of this Resolution;</p>	
	<p><b>‘Maximum Price’</b> in relation to a Share to be purchased, means an amount (excluding related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) not exceeding 105% of the Average Closing Price, excluding related expenses of the share purchases, and where:</p>	
	<p><b>‘Average Closing Price’</b> means the average of the closing market prices of a Share over the last five (5) Market Days, on which transactions in the Shares were recorded, immediately preceding the date of making the On-Market Share Purchase or, as the case may be, the day of the making of an offer pursuant to the Off-Market Share Purchase, and deemed to be adjusted, in accordance with the rules of the SGX-ST, for any corporate action that occurs after the relevant five (5) Market Days;</p>	
	<p><b>‘day of the making of the offer’</b> means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Share Purchase; and</p>	
	<p><b>‘Market Day’</b> means a day on which the SGX-ST is open for trading in securities; and</p>	
	<p>(e) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, executing such documents as may be required) as they may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Ordinary Resolution.”</p> <p>[See Explanatory Note (vi)]</p>	

# NOTICE OF ANNUAL GENERAL MEETING

## AS SPECIAL BUSINESS: (CONTINUED)

8	<b>The Proposed Adoption of the Civmec Key Senior Executives Performance Rights Plan</b> “That, for the purposes of ASX Listing Rule 7.2 (Exception 9(b)) and for all other purposes, approval is given for:	Ordinary Resolution 13
	(a) a new performance rights plan to be known as the ‘Civmec Key Senior Executives Performance Rights Plan’ (the ‘Civmec PRP’), the rules of which, for the purpose of identification, have been subscribed to by the Chairman of the Meeting, under which performance rights (‘Performance Rights’) comprising of fully-paid ordinary shares of the Company (‘Shares’) will be granted, free of payment, to selected employees (including Executive Directors) of the Group, details of which are set out in the Company’s circular to Shareholders dated 3 October 2018, be and is hereby approved and adopted;	
	(b) the Directors of the Company be and are hereby authorised to:	
	(i) establish and administer the Civmec PRP; and	
	(ii) modify and/or alter the Civmec PRP at any time and from time to time, provided that such modification and/or alteration is effected in accordance with the rules of the Civmec PRP, and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the Civmec PRP;	
	(c) the Directors of the Company be and are hereby authorised to:	
	(i) grant Performance Rights in accordance with the rules of the Civmec PRP; and	
	(ii) allot and issue from time to time such number of fully-paid Shares as may be required to be delivered pursuant to the vesting of Performance Rights under the Civmec PRP,	
	provided that the aggregate number of new Shares allotted and issued and/or to be allotted and issued and existing Shares (including treasury shares) delivered and/or to be delivered pursuant to (1) Performance Rights granted under the Civmec PRP, (2) options granted under the Civmec Employee Share Option Scheme and (3) awards granted under the Civmec Performance Share Plan, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time,	
	and in this Resolution, ‘subsidiary holdings’ has the meaning given to it in the Listing Manual of the Singapore Exchange Securities Trading Limited (‘SGX-ST’). <b>Voting Exclusion:</b> The Company will disregard any votes cast in favour of the Resolution by:	
	(a) any Director, other than any Directors who are ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors; and	
	(b) any shareholder who is a Key Senior Executive and who is eligible to participate in the Civmec PRP.	
	However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.” [See Explanatory Note (vi)]	

# NOTICE OF ANNUAL GENERAL MEETING

## AS SPECIAL BUSINESS: (CONTINUED)

9	<p><b>Proposed Participation by Mr James Finbarr Fitzgerald, a Controlling Shareholder of the Company Pursuant to the Civmec Key Senior Executives Performance Rights Plan</b></p> <p>“That, subject to the passing of Resolution 13 as an Ordinary Resolution, the participation by Mr James Finbarr Fitzgerald, who is a Controlling Shareholder (as defined in the Listing Manual of the SGX-ST) of the Company, in the Civmec PRP be and is hereby approved.”</p> <p>[See Explanatory Note (viii)]</p>	Ordinary Resolution 14
10	<p><b>Proposed Participation by Mr Patrick John Tallon, a Controlling Shareholder of the Company Pursuant to the Civmec Key Senior Executives Performance Rights Plan</b></p> <p>“That, subject to the passing of Resolution 13 as an Ordinary Resolution, the participation by Mr Patrick John Tallon, who is a Controlling Shareholder (as defined in the Listing Manual of the SGX-ST) of the Company, in the Civmec PRP be and is hereby approved.”</p> <p>[See Explanatory Note (viii)]</p>	Ordinary Resolution 15
11	<p><b>Approval of 10% Placement Capacity under ASX Listing Rule 7.1A</b></p> <p>“That subject to and conditional upon the Company being an Eligible Entity for the purposes of ASX Listing Rule 7.1A on the date of this Meeting, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Notes.”</p> <p><b>Voting Exclusion:</b> The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.</p> <p>[See Explanatory Note (ix)]</p>	Special Resolution 16
12	To transact any other business which may properly be transacted at an Annual General Meeting.	

## BY ORDER OF THE BOARD

**James Finbarr Fitzgerald**

Executive Chairman

3 October 2018

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## Explanatory Notes:

- (i) Mr Chong Teck Sin, will, upon re-election as Director of the Company, remain as Chairman of Audit Committee and Risks and Conflicts Committee and a member of Nominating and Remuneration Committees. Mr Chong will be considered independent for the purpose of Rule 704(8) of the Listing Manual of Singapore Exchange Securities Trading Limited. Key information on Mr Chong can be found on page 43 of the Annual Report 2018. There are no relationships (including family relationship) between Mr Chong and the other Directors or the Company or its 10% shareholders.
- (ii) Mr Wong Fook Choy Sunny, will, upon re-election as Director of the Company, remain as Chairman of Remuneration Committee and a member of Audit, Risks and Conflicts and Nominating Committees. Mr Wong will be considered independent for the purpose of Rule 704(8) of the Listing Manual of Singapore Exchange Securities Trading Limited. Key information on Mr Wong can be found on page 43 of the Annual Report 2018. There are no relationships (including family relationship) between Mr Wong and the other Directors or the Company or its 10% shareholders.
- (iii) Mr Douglas Owen Chester, will, upon re-election as Director of the Company, remain as Chairman of Nominating Committee and a member of Audit, Risks and Conflicts and Remuneration Committees. Mr Douglas Chester will be considered independent for the purpose of Rule 704(8) of the Listing Manual of Singapore Exchange Securities Trading Limited. Key information on Mr Douglas Chester can be found on page 43 of the Annual Report 2018. There are no relationships (including family relationship) between Mr Douglas Chester and the other Directors or the Company or its 10% shareholders.
- (iv) Each of Resolution Nos 4 to 9 are also included for the purpose of ASX Listing Rule 14.5, which provides that an entity which has directors must hold an election of directors at each annual general meeting.
- (v) Resolution No. 11, if passed, will empower the Directors of the Company from the date of the passing of Ordinary Resolution No. 11 to the date of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier, to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to an amount not exceeding in total 50% of the issued shares (excluding treasury shares and shares (if any) held by a subsidiary) in the capital of the Company, with a sub-limit of 20% of the issued shares (excluding treasury shares and shares (if any) held by a subsidiary) for issues other than on a pro-rata basis to shareholders.

Any issue of securities pursuant to Resolution No. 11 will be made subject to the Company's compliance with ASX Listing Rule requirements including, but not limited to, the Company's ability to issue securities under ASX Listing Rule 7.1 at any given time. Resolution No. 11 is not a prior approval for the issue of securities pursuant to ASX Listing Rule 7.1.

- (vi) Resolution No. 12, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier, to repurchase ordinary shares of the Company by way of on-market purchases or off-market purchases of up to ten per centum (10%) of the total number of issued shares in the capital of the Company at the Maximum Price as defined in the Appendix to the Company's Letter to Shareholders dated 3 October 2018.
- (vii) Resolution No. 13 seeks shareholder approval for the adoption of the Civmec PRP in accordance with ASX Listing Rule 7.2 (Exception 9(b)), and for all other purposes.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period. ASX Listing Rule 7.2 (Exception 9(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

If Resolution No. 13 is passed, the Company will be able to issue Performance Rights under the Civmec PRP to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without shareholder approval in any 12-month period.

A summary of the Civmec PRP is set out in the Schedule. Shareholders should note that no Performance Rights have previously been issued under the Civmec PRP.

The objectives of the Civmec PRP are to (i) align the interest of participants with the long-term interests of the shareholders of the Company; (ii) retain key employees of whose contributions are essential to the long-term growth and profitability



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of the Company and its subsidiaries (iii) instil loyalty to, and a stronger identification by participants with the long-term prosperity of, the Company and its subsidiaries; (iv) attract potential employees with relevant skills to contribute to the Company and its subsidiaries to create value for shareholders; and (v) to deliver compensation in a manner that drives the long-term performance of the Company and its subsidiaries.

Any future issues of Performance Rights under the Civmec PRP or to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time. In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting.

Further details of the Civmec PRP are set out in the Circular to Shareholders dated 3 October 2018.

- (viii) Mr James Finbarr Fitzgerald is a Controlling Shareholder and Executive Chairman. He is responsible for the development and performance of the Group including the areas of safety, strategy and financial performance. Mr Fitzgerald and the Chief Executive Officer were amongst the founders of the Group.

Mr Patrick John Tallon is a Controlling Shareholder and Chief Executive Officer. He is responsible for the safety, budgets, management and development of the Group's operations, setting all Group policies such as those relating to safety, quality and the environment and the improvement of productivity. Mr Tallon and the Executive Chairman were amongst the founders of the Group.

The Directors (not including Mr James Finbarr Fitzgerald and Mr Patrick John Tallon, who are eligible to participate in, and are therefore interested in the Civmec PRP and have abstained from making any recommendation on the Civmec PRP) believe that both Mr Fitzgerald and Mr Tallon will continue to contribute substantially to the growth of the Group and allowing them to participate in the Civmec PRP will serve to reward as well as to instil in them a commitment to continue to contribute to the growth of the Group. As full time employees of the Group, Mr Fitzgerald and Mr Tallon should also be eligible to participate in the Civmec PRP alongside other Key Senior Executives, and benefit from the Company's fair and equitable system of remuneration.

The Company will seek shareholders' approval for the actual number of Award Shares and the terms of Performance Rights proposed to be granted to Mr James Finbarr Fitzgerald or Mr Patrick John Tallon or any controlling shareholder or their respective Associates pursuant to the Civmec PRP, in compliance with the requirements of the Listing Manual and the ASX Listing Rules.

Further details of the Civmec PRP are set out in the Circular to Shareholders dated 3 October 2018.

- (ix) ASX Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities (as defined below) equal to 10% of its issued capital (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

An **Eligible Entity** is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

As outlined above, ASX Listing Rule 7.1A can only be utilised by a company that is an Eligible Entity on the date of the company's annual general meeting. In the event that on the date of the Annual General Meeting the Company:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

then Resolution 16 will not be considered or voted on at the Meeting. A resolution to approve a 10% Placement Capacity cannot then be proposed at any Shareholders meeting held before the Company's next annual general meeting. However, at each subsequent annual general meeting, the Company may consider whether it is an Eligible Entity and whether it will seek approval under ASX Listing Rule 7.1A for the following 12-month period.

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An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities.

As at the date of this Notice of Annual General Meeting, the Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: CVL).

If Shareholders approve Resolution 16, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2. In exercising the authority conferred by this Resolution, the Company must also comply with the applicable provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST).

Resolution 16 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 16 for it to be passed.

## **Technical information required by ASX Listing Rule 7.1A**

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 16:

### **(a) Minimum Price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in section (a)(i), the date on which the Equity Securities are issued.

### **(b) Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

## **(10% Placement Capacity Period).**

### **(c) Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 16 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table following.

The table following shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the market price of Shares and the number of Equity Securities on issue as at 18 September 2018.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

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	DILUTION			
	ISSUE PRICE (PER SHARE)	\$0.295 50% DECREASE IN ISSUE PRICE	\$0.59	\$0.885 50% INCREASE IN ISSUE PRICE
<b>501,000,000</b> <b>(Current Variable A)</b>	<b>Shares issued - 10% voting dilution</b>	50,100,000 Shares	50,100,000 Shares	50,100,000 Shares
	<b>Funds raised</b>	\$14,795,500	\$295,590,000	\$44,338,500
<b>751,500,000</b> <b>(50% increase in Variable A)</b>	<b>Shares issued - 10% voting dilution</b>	75,150,000 Shares	75,150,000 Shares	75,150,000 Shares
	<b>Funds raised</b>	\$22,169,250	\$44,338,500	\$66,507,750
<b>1,002,000,000</b> <b>(100% increase in Variable A)</b>	<b>Shares issued - 10% voting dilution</b>	100,200,000 Shares	100,200,000 Shares	100,200,000 Shares
	<b>Funds raised</b>	\$29,559,000	\$59,118,000	\$88,677,000

*\*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.*

**The table above uses the following assumptions:**

1. There are currently 501,000,000 Shares on issue;
2. The issue price set out above is the closing price of the Shares on the ASX on 18 September 2018.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
  - (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.
- (d) **Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised for the acquisition of new assets and investments (including expenses associated with such an acquisition), continued capital expenditure on the Company's current assets, general working capital; or
- (ii) as non-cash consideration for the acquisition of new assets and investments in such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

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## (e) Allocation policy under the 10% Placement Capacity

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

## (f) No previous approval under ASX Listing Rule 7.1A

As the Company was admitted to the official list of ASX on 20 June 2018, the Company has not previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A.

## (g) Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

## Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 16.

For the purpose of Resolution 16 and explanatory note (ix), the following terms apply:

**Equity Securities** includes a share, a right to a share or option to acquire a share (Option), an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Ordinary Securities** has the meaning set out in the ASX Listing Rules.

**Variable A** means 'A' as set out in the formula in ASX Listing Rule 7.1A(2).

# NOTICE OF ANNUAL GENERAL MEETING

## Notes:

- (a) Save for members which are nominee companies, a member of the Company shall not be entitled to appoint more than two proxies to attend and vote at the general meeting of the Company. A proxy need not be a member of the Company.
- (b) Where a member appoints two proxies, he shall specify the proportion of his shares (expressed as a percentage of the whole) to be represented by each proxy.
- (c) Pursuant to Section 181 of the Companies Act, Cap. 50 of Singapore, any member (who is a **Relevant Intermediary**\*) may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).

### \*Relevant Intermediary is:

- (i) a banking corporation licensed under the Banking Act (Cap.19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who hold shares in that capacity; or
  - (ii) a person holding a capital markets services license to provide a custodial services for securities under the Securities and Futures Act (Cap.289) and who holds shares in that capacity; or
  - (iii) the Central Provident Fund Board established by the Central Provident Fund Act (Cap.36), in respect of shares purchased on behalf of CPF investors.
- (d) A corporation which is a member may appoint an authorised representative or representatives in accordance with Section 179 of the Companies Act, Cap. 50 of Singapore to attend and vote for and on behalf of such corporation.
  - (e) The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or signed on its behalf by an officer or attorney duly authorised in writing.
  - (f) Where an instrument appointing a proxy is signed on behalf of the appointor by the attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
  - (g) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 80 Robinson Road, #02-00, Singapore 068898, not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting.
  - (h) In the case of joint shareholders, all shareholders must sign the instrument for appointment of proxy or proxies.
  - (i) Voting by holders of CDIs: Holders of CHES Depository Interests over Shares (CDIs) are entitled to attend the Annual General Meeting, provided that they cannot vote at the meeting, and if they wish to vote they must direct CHES Depository Nominees Pty Ltd (CDN), the holder of legal title of the CDIs, how to vote in advance of the meeting pursuant to the instructions set out in the accompanying voting instruction form. If you are a holder of CDIs, please sign and date the enclosed voting instruction form and return it in accordance with the instructions on your voting instruction form.

## PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agent or service providers) for the purpose of the processing, administration and analysis of the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the '**Purposes**'), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

# NOTICE OF ANNUAL GENERAL MEETING

## SCHEDULE – SUMMARY OF THE CIVMEC PRP

The key terms of the Civmec PRP are as follows:

### (a) Eligibility

Key Senior Executives (including Controlling Shareholders and Associates of such Controlling Shareholders, each as defined in the Listing Manual) who have attained the age of 21 years and hold such rank as may be designated by the Committee from time to time, will be eligible to participate in the Civmec PRP.

Subject to the absolute discretion of the Committee, Controlling Shareholders and their Associates who meet the criteria as set out above are eligible to participate in the Civmec PRP, provided that (i) the participation of each Controlling Shareholder or his Associate, and (ii) the actual number and terms of the Performance Rights to be granted to them have been approved by independent Shareholders in separate resolutions for each such person.

Non-Executive Directors shall not be eligible to participate in the Civmec PRP.

### (b) Performance Rights

Performance Rights represent the right of a Participant to receive fully paid Shares free of charge, provided that certain prescribed performance targets are met and/or after expiry of the prescribed vesting period(s) (where applicable), in accordance with the rules of the Civmec PRP.

A Performance Right shall be personal to the Participant to whom it is granted and, prior to the delivery to the Participant of the Award Shares, shall not be transferred, charged, assigned, pledged or otherwise disposed of, in whole or in part, except with the prior approval of the Committee.

### (c) Participants

The selection of a Participant and the number of Award Shares to be granted to a Participant in accordance with the Civmec PRP shall be determined at the discretion of the Committee, which may take into account such criteria as it considers fit, including (but not limited to) rank, job performance, creativity, innovativeness, entrepreneurship, resourcefulness, years of service and potential for future development, contribution to the success and development of the Group and the degree of difficulty of fulfilling the performance condition(s) within the performance period.

### (d) Details of Performance Rights

The Committee shall decide, in relation to each Performance Right to be granted to a Participant:

- (i) the Award Date;
- (ii) the performance condition(s) and relevant performance period;
- (iii) the number of Performance Rights which shall vest on the performance condition(s) being satisfied (whether fully or partially) or exceeded or not being satisfied, as the case may be, at the end of the performance period;
- (iv) the vesting date(s);
- (v) the vesting period(s), if any; and
- (vi) whether:
  - (1) the Award Shares shall be delivered within the prescribed automatic timeline stipulated in the Civmec PRP; or
  - (2) the Participant has the ability to elect to choose a deferred timeline whereby the Company shall deliver the Award Shares to the Participant, subject to the following:
    - (a) such election must be made by the Participant and notified to the Company prior to expiration of the Relevant Period; and
    - (b) in the event that no election is made by the Participant in respect of a vested Performance Right prior to the expiration of the Relevant Period, the Company shall deliver the aggregate number of Award Shares underlying the aggregate corresponding number of vested Performance Rights within [14] calendar days from the expiration of the Relevant Period;

# NOTICE OF ANNUAL GENERAL MEETING

- (vii) the time and circumstances when Performance Rights lapse, provided that once vested, the Performance Rights shall not lapse; and
- (viii) any other condition which the Committee may determine in relation to that Performance Right.

## (e) Timing

The Committee may grant Performance Rights at any time during the period when the Civmec PRP is in force. An Award Letter confirming the Performance Right and specifying, *inter alia*, the Award Date, the number of Award Shares, the prescribed performance condition(s), the performance period during which the prescribed performance condition(s) is/are to be attained or fulfilled, the extent to which the Award Shares will vest on satisfaction of the prescribed performance condition(s), the vesting date(s) and the vesting period(s) (if any) will be sent to each Participant as soon as is reasonably practicable after the grant of a Performance Right.

## (f) Events Prior to Vesting

Special provisions for the vesting and lapsing of Performance Rights apply in certain circumstances including the following:

- (i) the Participant ceasing to be in the employment of the Group for any reason whatsoever (other than as specified in paragraphs (vi), (vii) and (viii) below);
- (ii) the bankruptcy of a Participant or the happening of any other event which results in his being deprived of the legal or beneficial ownership of the Performance Right;
- (iii) the misconduct on the part of a Participant as determined by the Committee in its discretion;
- (iv) an order being made or a resolution passed for the winding-up of the Company on the basis, or by reason, of its insolvency;
- (v) any breach of the rules of the Civmec PRP by the Participant;
- (vi) the retirement of the Participant;
- (vii) the Participant ceasing to be in the employment of the Group by reason of retirement, or ill health, injury or disability (in each case, evidenced to the satisfaction of the Committee) or death, or redundancy, or any other reason approved in writing by the Committee; or
- (viii) the Participant ceasing to be in the employment of the Group by reason of:
  - (1) the company by which he is employed ceasing to be a company within the Group or the undertaking or part of the undertaking of such company being transferred otherwise than to another company within the Group;
  - (2) (where applicable) the Participant's transfer of employment between members of the Group; or
  - (3) any other event approved by the Committee.

Upon the occurrence of any of the events specified in paragraphs (i), (ii), (iii), (iv) and (v) above, a Performance Right then held by a Participant shall, as provided in the rules of the Civmec PRP and to the extent not yet vested, lapse without any claim whatsoever against the Company.

Upon the occurrence of any of the events specified in paragraphs (vi), (vii) and (viii) above, the Committee may, in its discretion, determine whether a Performance Right then held by such Participant, to the extent not yet vested, shall lapse or that all or any part of such Performance Right shall be vested. If the Committee determines that a Performance Right (to the extent not yet vested) shall lapse, then such Performance Right shall lapse without any claim whatsoever against the Company. If the Committee determines that a certain number of, or all Performance Rights shall be vested, the aggregate number of Award Shares underlying that aggregate number of vested Performance Rights shall be delivered to the Participant within the prescribed automatic timeline stipulated in the Civmec PRP.

In exercising its discretion, the Committee will have regard to all circumstances on a case-by-case basis, including (but not limited to) the contributions made by that Participant and the extent to which the prescribed performance condition(s) has/have been satisfied.



# NOTICE OF ANNUAL GENERAL MEETING

## (g) Size and Duration

The total number of Award Shares which may be delivered pursuant to Performance Rights granted under the Civmec PRP on any date, when added to:

- (i) the total number of new Shares allotted and issued and/or to be allotted and issued and issued Shares delivered and/or to be delivered, pursuant to Performance Rights granted under the Civmec PRP; and
- (ii) the number of new Shares allotted and issued and/or to be allotted and issued and issued Shares delivered and/or to be delivered, in respect of any other options or grants under share option schemes or share schemes adopted by the Company for the time being in force, as the case may be,

shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (or such other limit as may be prescribed by the SGX-ST) of the Company on the date preceding the date of grant of the relevant Performance Right.

The maximum limit of 15% will provide for sufficient Shares to support the use of Performance Rights in the Company's overall long-term incentive and compensation strategy. In addition, it will provide the Company with the means and flexibility to grant Performance Rights as incentive tools in a meaningful and effective manner to encourage staff retention and to align Participants' interests more closely with those of Shareholders.

Furthermore, the aggregate number of Award Shares available to Controlling Shareholders and their Associates shall not exceed 25% of all Award Shares available under the Civmec PRP, and the number of Award Shares available to each Controlling Shareholder or his Associate shall not exceed 10% of all Awards Shares available under the Civmec PRP.

The Civmec PRP shall continue in force at the absolute discretion of the Committee, subject to a maximum of 10 years commencing from the date it is adopted by the Company in general meeting, provided always that the Civmec PRP may continue beyond this stipulated period with the approval of Shareholders in general meeting and relevant authorities which may then be required.

Notwithstanding the expiry or termination of the Civmec PRP, any Performance Rights granted to Participants prior to such expiry or termination, whether such Performance Rights have been vested (whether fully or partially) or not, will continue to remain valid.

## (h) Operation

Subject to the prevailing legislation and the Listing Manual, the Company will have the flexibility to deliver Award Shares to Participants by way of:

- (a) an issue of new Shares; and/or
- (b) the delivery of existing Shares (including treasury shares).

New Shares allotted and issued, and existing Shares procured by the Company for transfer, pursuant to the vesting of a Performance Right, shall rank in full for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing Shares, the record date for which is on or after the relevant vesting date, and shall in all other respects rank *pari passu* with other existing Shares then in issue.

The Committee shall have the discretion to determine whether the performance condition has been satisfied (whether fully or partially) or exceeded and in making any such determination, the Committee may make reference to the audited results of the Company or the Group (as the case may be), taking into account such factors as the Committee may determine to be relevant, such as changes in accounting methods, taxes and extraordinary events, and further, the Committee shall have the right to amend the performance condition if the Committee decides that a changed performance target would be a fairer measure of performance from the Company's perspective.



# NOTICE OF ANNUAL GENERAL MEETING

In this Schedule, the following definitions apply unless otherwise stated:

<b>‘Associate’</b>	Associate shall bear the same meaning as set out in the Listing Manual.
<b>‘Award Date’</b>	The date on which the Performance Right is granted pursuant to the Civmec PRP.
<b>‘Award Letter’</b>	A letter in such form as the Committee shall approve confirming a Performance Right granted to a Participant.
<b>‘Award Shares’</b>	Means a fully paid Ordinary Share in the capital of the Company.
<b>‘Board’</b>	The board of Directors of the Company from time to time.
<b>‘CDP’</b>	The Central Depository (Pte) Limited.
<b>‘Companies Act’</b>	The Companies Act, Chapter 50 of Singapore.
<b>‘Controlling Shareholder’</b>	A person who: <ul style="list-style-type: none"> <li>(a) holds directly or indirectly 15% or more of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the Company. The SGX-ST may determine that a person who satisfies the aforesaid is not a Controlling Shareholder; or</li> <li>(b) in fact exercises control over the Company.</li> </ul>
<b>‘Civmec PRP’</b>	The Civmec Key Senior Executives Performance Rights Plan.
<b>‘Committee’</b>	A committee comprising Directors duly authorised and appointed by the Board of Directors to administer the Civmec PRP.
<b>‘Directors’</b>	The directors of the Company for the time being.
<b>‘Executive Director’</b>	A Director who performs an executive function.
<b>‘Group’</b>	The Company and its subsidiaries.
<b>‘Key Senior Executive’</b>	Means: <ul style="list-style-type: none"> <li>(a) the Executive Chairman;</li> <li>(b) the Chief Executive Officer (<b>‘CEO’</b>);</li> <li>(c) Executives who report directly to the CEO; and</li> <li>(d) selected other individuals, being employees of any member of the Group <u>holding the rank of senior manager (or such other equivalent rank which may from time to time be determined by the Committee) and above</u>, who do not fall within the ambit of paragraphs (a) to (c) above, who have been selected to participate in the Civmec PRP.</li> </ul>
<b>‘Listing Manual’</b>	The listing manual of the SGX-ST.
<b>‘Non-Executive Director’</b>	A Director, other than an Executive Director, and <b>‘Non-Executive Directors’</b> shall be construed accordingly.
<b>‘Participant’</b>	A Key Senior Executive who has been granted a Performance Right or Performance Rights.
<b>‘Performance Right’</b>	A right to one Share granted under, and which shall be subject to the satisfaction of performance conditions in accordance with, the rules of the Civmec PRP and <b>‘Performance Rights’</b> shall be construed accordingly.
<b>‘Relevant Period’</b>	In relation to a Performance Right, a period of ten (10) years from the Award Date.
<b>‘Shareholders’</b>	Registered holders of Shares except that where the registered holder is CDP, the term <b>‘Shareholders’</b> shall, in relation to such Shares and where the context admits, mean the Depositors whose securities accounts are credited with Shares.
<b>‘Shares’</b>	Issued ordinary shares of the Company.
<b>‘Subsidiary holdings’</b>	Shares referred to in Sections 21(4), 21(4B), 21(6A) and 21(6C) of the Companies Act.
<b>‘%’ or ‘per cent’</b>	Per centum or percentage.



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

# PROXY FORM ANNUAL GENERAL MEETING

## CIVMEC LIMITED

Company Registration No. 201011837H

(Incorporated in the Republic of Singapore)

### IMPORTANT:

1. Relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore) may appoint more than two proxies to attend, speak and vote at the Annual General Meeting.
2. For CPF/SRS investors who have used their CPF/SRS monies to buy the Company's shares, this form of proxy is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors should contact their respective Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies.
3. By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 3 October 2018.

\*I/We (name):

NRIC/Passport/Company Reg Number:

of (Address):

being \*a member/members of Civmec Limited (the 'Company'), hereby appoint:

Name:	NRIC/Passport No:	Proportion of Shareholdings to be represented by proxy	
Address:		Number of Shares	%

\* and/or

Name:	NRIC/Passport No:	Proportion of Shareholdings to be represented by proxy	
Address:		Number of Shares	%

or failing him/her, the Chairman of the Annual General Meeting of the Company (the 'Annual General Meeting') as \*my/our \*proxy/proxies to vote for \*me/us on \*my/our behalf at the Annual General Meeting of the Company to be held at Novotel Singapore, Clarke Quay, Nutmeg Room, Level 5, 177A River Valley Road, Singapore 179031 on Thursday, 25 October 2018 at 1:30 p.m. and at any adjournment thereof.

### CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX and SGX-T announcement will be made immediately disclosing the reasons for the change.

\*I/We direct \*my/our \*proxy/proxies to vote for or against the Resolutions to be proposed at the Annual General Meeting as indicated hereunder. If no specific directions as to voting are given, the proxy/proxies will vote or abstain from voting at \*his/her/their discretion, as \*he/she/they will on any other matter arising at the Annual General Meeting and at any adjournment thereof.

Voting will be conducted by poll.

# PROXY FORM

## ANNUAL GENERAL MEETING

No.	Ordinary Resolutions	For <sup>#</sup>	Against <sup>#</sup>	Abstain
1	Adoption of the Audited Financial Statements of the Company for the financial year ended 30 June 2018 together with the Directors' Statement and Independent Auditors' Report thereon.			
2	Approval of payment of a tax exempt (foreign sourced) First and Final Dividend of 0.7 Singapore cents per ordinary share for the financial year ended 30 June 2018.			
3	Approval of the payment of Directors' fees of S\$220,000 for the financial year ending 30 June 2019 to be paid quarterly in arrears.			
4	Re-election of Mr James Finbarr Fitzgerald as a Director of the Company.			
5	Re-election of Mr Patrick John Tallon as a Director of the Company.			
6	Re-election of Mr Kevin James Deery as a Director of the Company.			
7	Re-election of Mr Chong Teck Sin as a Director of the Company.			
8	Re-election of Mr Wong Fook Choy Sunny as a Director of the Company.			
9	Re-election of Mr Douglas Owen Chester as a Director of the Company.			
10	Re-appointment of Messrs Moore Stephens LLP as the Auditors.			
11	Authority to allot and issue shares.			
12	Proposed Renewal of the Renewal of Share Purchase Mandate.			
13	The Proposed Adoption of the Civmec Key Senior Executives Performance Rights Plan.			
14	Proposed Participation by Mr James Finbarr Fitzgerald, a Controlling Shareholder of the Company Pursuant to the Civmec Key Senior Executives Performance Rights Plan.			
15	Proposed Participation by Mr Patrick John Tallon, a Controlling Shareholder of the Company Pursuant to the Civmec Key Senior Executives Performance Rights Plan.			
Special Resolution		For <sup>#</sup>	Against <sup>#</sup>	Abstain
16	Approval of 10% Placement Capacity under ASX Listing Rule 7.1A.			

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Total number of shares in	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of Member(s)/Common Seal

\* Delete accordingly

# If you wish to exercise all your votes 'For' or 'Against' the relevant resolution, please indicate with an 'X' within the box provided. Alternatively, if you wish to exercise your votes both 'For' and 'Against' the relevant resolution, please insert the relevant number of shares in the box provided.

# PROXY FORM

## ANNUAL GENERAL MEETING

### IMPORTANT. PLEASE READ NOTES BELOW.

#### Notes:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number. If you have shares registered in your name in the Register of Members of the Company, you should insert that number. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by you.
2. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.  
  
(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.  
  
'Relevant intermediary' has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.
3. A proxy need not be a member of the Company.
4. The instrument appointing a proxy or proxies must be deposited at the Company's registered office at 80 Robinson Road #02-00 Singapore 068898 not less than forty eight (48) hours before the time appointed for the Annual General Meeting.
5. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or a duly authorized officer.
6. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
7. A corporation that is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the meeting, in accordance with Section 179 of the Companies Act (Chapter 50) of Singapore.
8. The submission of an instrument or form appointing a proxy by a shareholder does not preclude him/her from attending and voting in person at the Annual General Meeting if he/she so wishes.
9. An investor who buys shares using CPF monies ("CPF Investor") and/or SRS monies ("SRS Investor") (as may be applicable) may attend and cast his/her vote(s) at the Meeting in person. CPF and SRS Investors who are unable to attend the Annual General Meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Annual General Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the Annual General Meeting.
10. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have shares against his name in the Depository Register as at seventy two (72) hours before the time appointed for holding the Annual General Meeting, as certified by The Central Depository (Pte) Limited to the Company.
11. Holders of CHESS Depository Interests over Shares (CDIs) are entitled to attend the Annual General Meeting, provided that they cannot vote at the meeting, and if they wish to vote they must direct CHESS Depository Nominees Pty Ltd (CDN), the holder of legal title of the CDIs, how to vote in advance of the meeting pursuant to the instructions set out in the accompanying voting instruction form. If you are a holder of CDIs, please sign and date the enclosed voting instruction form and return it in accordance with the instructions on your voting instruction form.

#### Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, 'Purposes'), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.



[civmec.com.au](http://civmec.com.au)