



CIVMEC LIMITED

# NOTICE OF ANNUAL GENERAL MEETING

— 2019

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

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Company Registration No. 201011837H

(Incorporated in the Republic of Singapore)

**NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at the Carlton Hotel, Level 2, 76 Bras Basah Road, Singapore 189558 on Tuesday, 29 October 2019 at 2:30pm 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 2019 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 2019.	<b>Ordinary Resolution 2</b>
3	To approve the payment of Directors' fees of S\$231,000 for the financial year ending 30 June 2020, to be paid quarterly in arrears. (FY2019: 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 purposes 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>

# NOTICE OF ANNUAL GENERAL MEETING

## 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 of Singapore (the 'Companies Act'), 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 ('Directors') 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> <p>(i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;</p> <p>(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;</p> <p>(iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues;</p> <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> <p>(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:</p> <p>(i) new shares arising from the conversion or exercise of convertible securities, or</p> <p>(ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed, and</p> <p>(iii) any subsequent bonus issue, consolidation or subdivision of the Company's shares;</p> <p>(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.</p> <p><i>[See Explanatory Note (v)]</i></p>	Ordinary Resolution 11
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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, and such other laws and regulations as may for the time being be applicable, the exercise by the 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 from time to time up to the Maximum Price (as hereafter defined), whether by way of:</p> <p>(i) on-market purchases ('<b>On-Market Share Purchase</b>') transacted on the SGX-ST; and/or</p> <p>(ii) off-market purchases ('<b>Off-Market Share Purchase</b>') (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 Listing Manual of the SGX-ST,</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, 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 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> <p>(d) in this Ordinary Resolution:</p> <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>	Ordinary Resolution 12
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# NOTICE OF ANNUAL GENERAL MEETING

## AS SPECIAL BUSINESS: (CONTINUED)

7	<p><b>Proposed Renewal of the Share Purchase Mandate (continued)</b> (d) in this Ordinary Resolution (continued)</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 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><i>[See Explanatory Note (vi)]</i></p>	Ordinary Resolution 12
8	<p><b>Proposed Grant of Performance Rights to Mr James Finbarr Fitzgerald, a Controlling Shareholder and Director of the Company, under the Civmec Key Senior Executives Performance Rights Plan</b> That, for the purposes of ASX Listing Rule 10.14, and for all other purposes:</p> <p>(a) approval be given for the grant of performance rights (<b>‘Performance Rights’</b>) covering 750,000 fully-paid Shares to Mr James Finbarr Fitzgerald, a Controlling Shareholder (as defined in the Listing Manual of the SGX-ST) of the Company, upon such terms to be determined by the Remuneration Committee of the Board of Directors of the Company (the <b>‘Remuneration Committee’</b>), in accordance with the rules of the Civmec Key Senior Executives Performance Rights Plan (the <b>‘Civmec PRP’</b>); and</p>	Ordinary Resolution 13

# NOTICE OF ANNUAL GENERAL MEETING

## AS SPECIAL BUSINESS: (CONTINUED)

8	<p><b>Proposed Grant of Performance Rights to Mr James Finbarr Fitzgerald, a Controlling Shareholder and Director of the Company, under the Civmec Key Senior Executives Performance Rights Plan (continued)</b></p> <p>That, for the purposes of ASX Listing Rule 10.14, and for all other purposes: (continued)</p> <p>(b) the Directors be and are hereby authorised to 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 such Performance Rights under the Civmec PRP.</p> <p><i>See Explanatory Note (vii)]</i></p> <p><b>Voting Exclusion:</b> The Company will disregard any votes cast in favour of the Resolution by or on behalf of any Director who is eligible to participate in the employee incentive scheme in respect of which the approval is sought, or any associates of those Directors (<b>'Resolution 13 Excluded Party'</b>). 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, provided the Chair is not a Resolution 13 Excluded Party, 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>	Ordinary Resolution 13
9	<p><b>Proposed Grant of Performance Rights to Mr Patrick John Tallon, a Controlling Shareholder and Director of the Company, under the Civmec Key Senior Executives Performance Rights Plan</b></p> <p>That, for the purposes of ASX Listing Rule 10.14, and for all other purposes:</p> <p>(a) approval be given for the grant of Performance Rights covering 750,000 fully-paid Shares to Mr Patrick John Tallon, a Controlling Shareholder (as defined in the Listing Manual of the SGX-ST) of the Company, upon such terms to be determined by the Remuneration Committee, in accordance with the rules of the Civmec PRP; and</p> <p>(b) the Directors be and are hereby authorised to 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 such Performance Rights under the Civmec PRP.</p> <p><i>See Explanatory Note (viii)]</i></p> <p><b>Voting Exclusion:</b> The Company will disregard any votes cast in favour of the Resolution by or on behalf of any Director who is eligible to participate in the employee incentive scheme in respect of which the approval is sought, or any associates of those Directors (<b>'Resolution 14 Excluded Party'</b>). 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, provided the Chair is not a Resolution 14 Excluded Party, 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>	Ordinary Resolution 14

# NOTICE OF ANNUAL GENERAL MEETING

## AS SPECIAL BUSINESS: (CONTINUED)

10	<p><b>Proposed Grant of Performance Rights to Mr Kevin James Deery, a Director of the Company, under the Civmec Key Senior Executives Performance Rights Plan</b> That, for the purposes of ASX Listing Rule 10.14, and for all other purposes:</p> <p>(a) approval be given for the grant of Performance Rights covering 750,000 fully-paid Shares to Mr Kevin James Deery, upon such terms to be determined by the Remuneration Committee, in accordance with the rules of the Civmec PRP; and</p> <p>(b) the Directors be and are hereby authorised to 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 such Performance Rights under the Civmec PRP.</p> <p><i>[See Explanatory Note (ix)]</i></p> <p><b>Voting Exclusion:</b> The Company will disregard any votes cast in favour of the Resolution by or on behalf any Director who is eligible to participate in the employee incentive scheme in respect of which the approval is sought, or any associates of those Directors ("<b>Resolution 15 Excluded Party</b>"). 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, provided the Chair is not a Resolution 15 Excluded Party, 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>	Ordinary Resolution 15
11	<p><b>Approval of 10% Placement Capacity under ASX Listing Rule 7.1A</b> That, 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><i>[See Explanatory Note (x)]</i></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>	Special Resolution 16
12	<p><b>To transact any other business which may properly be transacted at an Annual General Meeting.</b></p>	

### BY ORDER OF THE BOARD

**James Finbarr Fitzgerald**

Executive Chairman

7 October 2019

# NOTICE OF ANNUAL GENERAL MEETING

## 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 the SGX-ST. Key information on Mr Chong can be found on page 43 of the Annual Report 2019. There are no relationships (including family relationship) between Mr Chong and the other Directors of 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 the SGX-ST. Key information on Mr Wong can be found on page 43 of the Annual Report 2019. There are no relationships (including family relationship) between Mr Wong and the other Directors of 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 the SGX-ST. Key information on Mr Douglas Chester can be found on page 43 of the Annual Report 2019. There are no relationships (including family relationship) between Mr Douglas Chester and the other Directors of the Company or its 10% shareholders.
- (iv) Each of Resolutions No. 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 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 Shares 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 Company's Letter to Shareholders dated 7 October 2019.
- (vii) Resolution No. 13 seeks shareholders' approval for the grant of Performance Rights covering 750,000 Shares to Mr James Finbarr Fitzgerald upon such terms to be determined by the Remuneration Committee of the Company in accordance with the rules of the Civmec PRP, and the allotment and issuance from time to time such number of fully-paid Shares as may be required to be delivered pursuant to the vesting of such Performance Rights under the Civmec PRP. Mr James Finbarr Fitzgerald is a Controlling Shareholder and Executive Chairman of the Company. Further details of the Performance Rights proposed to be granted to Mr James Finbarr Fitzgerald pursuant to the Civmec PRP are set out in the Company's Letter to Shareholders dated 7 October 2019.

ASX Listing Rule 10.14 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained.

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in relation to the proposed grant of the Performance Rights.

- (a) The maximum number of Performance Rights to be issued is 750,000.
- (b) The Performance Rights will be granted for nil cash consideration; accordingly, no funds will be raised.
- (c) The Civmec PRP was adopted by shareholders on 25 October 2018. No Performance Rights have previously been issued to persons referred to in ASX Listing Rule 10.14 under the Civmec PRP.

# NOTICE OF ANNUAL GENERAL MEETING

- (d) Key Senior Executives (including Controlling Shareholders and Associates of such Controlling Shareholders, each as defined in the Listing Manual of the SGX-ST) who have attained the age of 21 years and hold such rank as may be designated by the Remuneration Committee from time to time, will be eligible to participate in the Civmec PRP. Directors, James Finbarr Fitzgerald, Patrick John Tallon and Kevin James Deery, are eligible to participate in the Civmec PRP. Non-Executive Directors are not eligible to participate in the Civmec PRP. Subject to the absolute discretion of the Remuneration 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 – accordingly approval is being sought for the issue of Performance Rights to Mr James Finbarr Fitzgerald.
- (e) The Performance Rights will be issued to Mr James Finbarr Fitzgerald no later than 12 months after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Related Party Performance Rights will be issued on one date.
- (f) The terms of the Performance Rights are in accordance with the Civmec PRP subject to the key terms and conditions of the Performance Rights set out below.

The Performance Rights to be granted to Mr James Finbarr Fitzgerald, Mr Patrick John Tallon and Mr Kevin James Deery will vest in two tranches of fifty per centum each, based on the performance of Mr James Finbarr Fitzgerald, Mr Patrick John Tallon and Mr Kevin James Deery over two performance periods, as follows:

**Tranche 1 (50%):** 2-year performance period (1 July 2018 to 30 June 2020); and

**Tranche 2 (50%):** 3-year performance period (1 July 2018 to 30 June 2021).

The aggregate number of Performance Rights which shall vest in favour of Mr James Finbarr Fitzgerald, Mr Patrick John Tallon and Mr Kevin James Deery respectively, will be based on the achievement of certain predetermined performance targets (which are based on absolute earnings per share ('aEPS')) as determined by the Committee in accordance with the Civmec PRP. The vesting schedule is as follows:

Long Term Incentive Proportion Vesting – Number of Performance Rights to be vested, calculated as a percentage of the number of Performance Rights for each performance period	Absolute Earnings per Share
50%	Target – If the aEPS achieved is equal to 90% of the three-year average annual result
On a pro rata basis between 50% and 100%	Between Target and Stretch – If the aEPS achieved is more than 90% but not more than 110% of the three-year average annual result
100%	Stretch – If the aEPS achieved is more than 110% of the three-year average annual result

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Performance Rights to Mr James Finbarr Fitzgerald as approval is being obtained under ASX Listing Rule 10.15. Accordingly, the issue of the Performance Rights to Mr James Finbarr Fitzgerald will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

- (viii) Resolution No. 14 seeks Shareholders' approval for the grant of Performance Rights covering 750,000 Shares to Mr Patrick John Tallon upon such terms to be determined by the Remuneration Committee of the Company in accordance with the rules of the Civmec PRP, and the allotment and issuance from time to time such number of fully-paid Shares as may be required to be delivered pursuant to the vesting of such Performance Rights under the Civmec PRP. Mr Patrick John Tallon is a Controlling Shareholder and Chief Executive Officer of the Company. Further details of the Performance Rights proposed to be granted to Mr Patrick John Tallon pursuant to the Civmec PRP are set out in the Company's Letter to Shareholders dated 7 October 2019.

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A summary of ASX Listing Rule 10.14 is set out in Explanatory Note (vii) above.

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in relation to the proposed grant of the Performance Rights.

- (a) The maximum number of Performance Rights to be issued is 750,000.
- (b) The Performance Rights will be granted for nil cash consideration; accordingly, no funds will be raised.
- (c) The Civmec PRP was adopted by Shareholders on 25 October 2018. No Performance Rights have previously been issued to persons referred to in ASX Listing Rule 10.14 under the Civmec PRP.
- (d) Key Senior Executives (including Controlling Shareholders and Associates of such Controlling Shareholders, each as defined in the Listing Manual of the SGX-ST) who have attained the age of 21 years and hold such rank as may be designated by the Remuneration Committee from time to time, will be eligible to participate in the Civmec PRP. Directors, James Finbarr Fitzgerald, Patrick John Tallon and Kevin James Deery, are eligible to participate in the Civmec PRP. Non-Executive Directors are not eligible to participate in the Civmec PRP. Subject to the absolute discretion of the Remuneration 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 – accordingly approval is being sought for the issue of Performance Rights to Mr Patrick John Tallon.
- (e) The Performance Rights will be issued to Mr Patrick John Tallon no later than 12 months after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Related Party Performance Rights will be issued on one date.
- (f) The terms of the Performance Rights are in accordance with the Civmec PRP subject to the key terms and conditions of the Performance Rights set out in Explanatory Note (vii)(f).

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Performance Rights to Mr Patrick John Tallon as approval is being obtained under ASX Listing Rule 10.15. Accordingly, the issue of the Performance Rights to Mr Patrick John Tallon will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

- (ix) Resolution No. 15 seeks Shareholders' approval for the grant of Performance Rights covering 750,000 Shares to Mr Kevin James Deery upon such terms to be determined by the Remuneration Committee in accordance with the rules of the Civmec PRP, and the allotment and issuance from time to time such number of fully-paid Shares as may be required to be delivered pursuant to the vesting of such Performance Rights under the Civmec PRP. Mr Kevin James Deery is the Chief Operating Officer of the Company.

A summary of ASX Listing Rule 10.14 is set out in Explanatory Note (vii) above.

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in relation to the proposed grant of the Performance Rights.

- (a) The maximum number of Performance Rights to be issued is 750,000.
- (b) The Performance Rights will be granted for nil cash consideration; accordingly, no funds will be raised.
- (c) The Civmec PRP was adopted by Shareholders on 25 October 2018. No Performance Rights have previously been issued to persons referred to in ASX Listing Rule 10.14 under the Civmec PRP.
- (d) Key Senior Executives (including Controlling Shareholders and Associates of such Controlling Shareholders, each as defined in the Listing Manual of the SGX-ST) who have attained the age of 21 years and hold such rank as may be designated by the Remuneration Committee from time to time, will be eligible to participate in the Civmec PRP. Directors, James Finbarr Fitzgerald, Patrick John Tallon and Kevin James Deery, are eligible to participate in the Civmec PRP. Non-Executive Directors are not eligible to participate in the Civmec PRP. Subject to the absolute discretion of the Remuneration 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 – accordingly approval is being sought for the issue of Performance Rights to Mr Kevin James Deery.

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- (e) The Performance Rights will be issued to Mr Kevin James Deery no later than 12 months after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Related Party Performance Rights will be issued on one date.
- (f) The terms of the Performance Rights are in accordance with the Civmec PRP subject to the key terms and conditions of the Performance Rights set out in Explanatory Note (vii)(f).

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Performance Rights to Mr Kevin James Deery as approval is being obtained under ASX Listing Rule 10.15. Accordingly, the issue of the Performance Rights to Mr Kevin James Deery will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

- (x) 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 at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$180,360,000 (based on the number of Shares on issue and the closing price of Shares on the ASX on 6 September 2019).

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 No. 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 No. 16 is a special resolution. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote at the Annual General Meeting must be in favour of Resolution No. 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 No. 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 paragraph (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 Annual General Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Annual General 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).**

# NOTICE OF ANNUAL GENERAL MEETING

## (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 No. 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 below.

The table below 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.

	DILUTION			
	ISSUE PRICE (PER SHARE)	\$0.18 50% DECREASE IN ISSUE PRICE	\$0.36	\$0.54 50% INCREASE IN ISSUE PRICE
501,000,000 (Current Variable A)	Shares issued - 10% voting dilution	50,100,000 Shares	50,100,000 Shares	50,100,000 Shares
	Funds raised	\$9,018,000	\$18,036,000	\$27,054,000
751,500,000 (50% increase in Variable A)	Shares issued - 10% voting dilution	75,150,000 Shares	75,150,000 Shares	75,150,000 Shares
	Funds raised	\$13,527,000	\$27,054,000	\$40,581,000
1,002,000,000 (100% increase in Variable A)	Shares issued - 10% voting dilution	100,200,000 Shares	100,200,000 Shares	100,200,000 Shares
	Funds raised	\$18,036,000	\$36,072,000	\$54,108,000

\*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 6 September 2019.
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 Annual General 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 Annual General 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 Annual General 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.

# NOTICE OF ANNUAL GENERAL MEETING

(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.

(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) **Previous approval under ASX Listing Rule 7.1A**

The Company previously obtained approval from its shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 25 October 2018 (**Previous Approval**).

The Company has not issued any Equity Securities pursuant to the Previous Approval.

During the 12-month period preceding the date of the Annual General Meeting, being on and from 25 October 2018, the Company has not issued any Equity Securities under any other purpose.

(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 No. 16.

*For the purpose of Resolution No. 16 and Explanatory Note (x), 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, Chapter 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, Chapter 19 of Singapore, 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 custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore, and who holds shares in that capacity; or
  - (iii) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36 of Singapore, 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, Chapter 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 seventy-two (72) hours before the time appointed for holding the Annual General Meeting.
  - (h) In the case of joint shareholders, all shareholders must sign the instrument appointing a proxy or proxies.
  - (i) Voting by holders of CDIs: Holders of CHESS Depositary 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 Depositary 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.



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