



Civmec Australia Limited (to be renamed 'Civmec Limited')

(ACN 672 407 171)

(Incorporated in Australia)

PRE-QUOTATION DISCLOSURE

Civmec Australia Limited (to be renamed 'Civmec Limited') (ACN 672 407 171) (**Company**) makes the following disclosures in accordance with ASX's listing conditions.

Capitalised terms not defined have the meaning given in the Company's Information Memorandum is dated 11 July 2024 (**Information Memorandum**).

1 Confirmation of satisfaction of Shareholders' Scheme Conditions

The Company confirms that all the conditions precedent to be satisfied prior to implementation of the Scheme, as set out in the Circular and Information Memorandum, have been satisfied.

2 Implementation Agreement and Deed Poll

The Company confirms that, as at the date of this disclosure, the following documents remain in full force and effect:

- (a) the Implementation Agreement; and
- (b) a deed poll dated 26 July 2024 executed by Civmec Singapore in which Civmec Singapore undertakes:
 - (i) between the issue of the information memorandum dated 11 July 2024, issued by the Company in connection with the Scheme and released to the market on the date of this announcement (**Information Memorandum**); and
 - (ii) the date Company's securities are quoted on ASX, to inform the market immediately on becoming aware of any of the following:
 - (iii) a material statement in the Information Memorandum is misleading or deceptive;
 - (iv) there is a material omission from the Information Memorandum;

- (v) there has been a significant change affecting a matter included in the Information Memorandum; or
- (vi) a significant new circumstance has arisen and it would have been required to be included in the Information Memorandum.

3 Indicative Distribution Schedule

Set out below is an indicative distribution schedule following implementation of the Scheme.

Number of Shares held in the Company	Number of holders
1 – 1,000	152
1,001 – 5,000	325
5,001 – 10,000	147
10,001 – 100,000	232
100,001 and over	40
Total	896

4 Indicative top 20 holders of Shares

Set out below is an indicative statement of the 20 largest securityholders following implementation of the Scheme.

Rank	Investor	Number of Shares held	Holding (%)
1	CENTRAL DEPOSITORY (PTE) LIMITED	253,674,681	49.98%
2	MR JAMES FINBARR FITZGERALD + MRS OLIVE TERESA FITZGERALD	97,720,806	19.25%
3	GOLDFIRM PTY LTD <KARIONG INVESTMENT NO 1 A/C>	69,538,806	13.70%
4	GOLDFIRM PTY LTD <KARIONG INVESTMENT NO 2 A/C>	28,028,000	5.52%
5	CITICORP NOMINEES PTY LTD	21,642,303	4.26%
6	WHISKEY TANGO HOLDINGS PTY LTD <FAM A/C>	8,775,250	1.73%
7	BNP PARIBAS NOMS PTY LTD	4,389,450	0.86%
8	BAAN PAISAN CHAROEN PTY LTD	2,726,147	0.54%

Rank	Investor	Number of Shares held	Holding (%)
9	MR RODNEY JOHN BOWES + MRS MARGARET MARY BOWES	1,433,650	0.28%
10	MR KEVIN DEERY	1,418,000	0.28%
11	DR ANDREW RICHARD CONWAY + DR VANESSA JOY TEAGUE	1,000,000	0.20%
12	MR ADAM JAMES GOLDSMITH + MRS LORRAINE ALISON GOLDSMITH	786,000	0.15%
13	DAVID WILLIAM POWER + ANITA FRANCIS POWER	678,000	0.13%
14	C & E SWEENEY PTY LTD	596,000	0.12%
15	JEMASAIRE PTY LTD	596,000	0.12%
16	MR RODNEY JOHN BOWES + MRS MARGARET MARY BOWES	450,000	0.09%
17	BEWDY PTY LTD	350,000	0.07%
18	STEPHANIE FIONA BAPTIST	327,000	0.06%
19	MR NOEL MCCAUSLAND	320,000	0.06%
20	STUARTCUMINS PTY LTD	280,000	0.06%
	Top 20 total	495,005,093	97.52%

5 Capital structure

The Company's expected capital structure following implementation of the Scheme will be:

Security	No. of securities
Shares	507,591,000
Performance Rights	5,289,000 ^{(1) (2) (3)}

Notes:

¹ This comprises the Performance Rights issued to Existing Civmec Performance Right Holders pursuant to the Proposed Exchange as noted in Section 6.1 (Termination of Existing PRP and the Outstanding Performance Rights issued under the Existing PRP) of the Scheme Circular.

² This includes the 1,057,000 Performance Rights proposed to be issued to Mr Kevin James Deery, who is a director of the Company. Please refer to Section 8.3 (Directors' and Substantial Shareholders' Interests in the NewCo Shares) of the Scheme Circular for more information of the interests of the directors of the Company.

³ The 5,289,000 Performance Rights were not on issue at the Company's application for admission to the Official List of ASX on 12 July 2024 but have been issued prior to the commencement of official quotation.

6 Number of securities issued to participants as part of the Scheme

The Company expects that 507,591,000 Shares will be issued to participants as part of the Scheme.

7 Compliance with Listing Rules 3.1 and 12.4

Civmec Singapore has confirmed in a written statement to the Company that Civmec Singapore was, at the time quotation of its CDIs on ASX was suspended with effect from close of trading on Friday, 30 August 2024:

- (a) in compliance with Listing Rule 3.1; and
- (b) to the best of its knowledge, in compliance with ASX Listing Rule 12.4.

8 Waivers granted to the Company

ASX has granted the following waivers and confirmations to the Company.

- (a) **Listing Rule 1.1, Condition 3** – confirmation that ASX will accept the Information Memorandum as acceptable in place of a prospectus or PDS for the purposes of the Company's application for admission to the official list of ASX pursuant to Listing Rule 1.1, Condition 3.
- (b) **Listing Rule 1.1, Condition 7** – confirmation that that ASX will accept that the Company will satisfy the free float requirement in ASX Listing Rule 1.1, Condition 7 provided that Civmec Singapore is in compliance with ASX Listing Rule 12.4 at the time it ceases to be admitted to the official list of ASX and therefore the Company will comply with Listing Rule 12.4 at the time of its admission to the official list of ASX.
- (c) **Listing Rule 1.1, Condition 8** – waiver to the extent necessary to permit the Company to be admitted to the official list of ASX without satisfying the spread requirements of this rule, on the condition that Civmec Singapore is in compliance with Listing Rule 12.4 at the time it ceases to trade on ASX.
- (d) **Listing Rule 1.1, Condition 9** – waiver to the extent necessary to permit the Company to be admitted to the official list of ASX without complying with either of Listing Rule 1.2 or 1.3, on the condition that Civmec Singapore is in compliance with Listing Rules 12.1 and 12.2 at the time it ceases to trade on ASX.
- (e) **Listing Rule 1.1 Condition 12** – waiver to the extent necessary to permit the Company to issue 5,289,000 performance rights with a nil exercise price to existing holders of Civmec Singapore performance rights on issue on the condition that the Scheme becomes effective after receiving all required approvals.
- (f) **Listing Rule 1.1, Condition 20** – confirmation that ASX will accept that each director, CEO and CFO of the Company who was a director, CEO or CFO of Civmec Singapore immediately prior to the implementation of the Scheme is of good fame and character for the purposes of ASX Listing Rule 1.1, Condition 20 on the condition that no further director appointments or resignations are made prior to the Company's admission to the official list of ASX.

- (g) **Listing Rule 1.4.1** – waiver to the extent necessary to permit the Information Memorandum not to state that it **contains** all the information required under Section 710 of the *Corporations Act 2001* (Cth), subject to the following conditions:
- (i) the Information Memorandum incorporates by reference the Scheme Circular;
 - (ii) the Company releases all of the documents incorporated by reference into the Scheme Circular to the market as pre-quotation disclosure; and
 - (iii) the Company provides a statement to the market that Civmec Singapore has confirmed to it that Civmec Singapore was in compliance with Listing Rule 3.1 at the time that Civmec Singapore ceased trading on ASX.
- (h) **Listing Rule 1.4.7** – waiver to the extent necessary to permit the Company not to include a statement in the Information Memorandum that the Company has not raised any capital for the three months before the date of issue of the Information Memorandum and will not need to raise capital in the three months after the date of issue of the Information Memorandum.
- (i) **Listing Rule 1.4.8** – waiver to the extent necessary to permit the Company not to include a statement in the Information Memorandum that a supplementary information memorandum will be issued if, between the issue of the information memorandum and the date the Company's securities are quoted on ASX, the Company becomes aware of any of the matters referred to in that rule, on the condition that Civmec Singapore undertakes in a form acceptable to ASX to release such information to the market.
- (j) **Listing Rule 1.7** – confirmation that the Company is not required to provide information under the following items of the Appendix 1A Information Form and Checklist:
- (i) items 13 - 19 (inclusive): to the extent necessary that the Company is only required to provide the details of the good fame and character of new directors of the Company, being those persons that have not been previously subject to criminal history and bankruptcy checks in connection with an existing director or relevant officer position with Civmec Singapore;
 - (ii) items 23 and 24: to the extent necessary to permit the Information Memorandum to not include the nature of each material child entity's business;
 - (iii) item 35: to the extent necessary to permit the Information Memorandum to not include a description of the history of the Company;
 - (iv) item 36: to the extent necessary to permit the Information Memorandum to not include a description of the Company's existing and proposed activities and level of operations;
 - (v) item 37: to the extent necessary to permit the Information Memorandum to not include a description of the material business risks faced by the Company;
 - (vi) item 43: to the extent necessary to permit the Information Memorandum not to include:
 - (A) material terms of employee incentive schemes;
 - (B) a statement as to whether directors are entitled to participate in the employee incentive scheme and, if they are, the extent to which they currently participate or are proposed to participate;

- (vii) item 44: to the extent necessary to permit the Information Memorandum to not include details of the existence and main terms of, and the provision of copies of, any material contracts to ASX;
 - (viii) item 45 and 46: to the extent necessary to permit the Information Memorandum to not include a summary of the material terms of, or a copy of, any employment, service or consultancy agreement, and a summary of any other material contract, which the Company or any of its subsidiaries has entered into with its chief executive officer (or equivalent), any of its directors or proposed directors; or any other person or entity who is a related party of the persons referred to above;
 - (ix) item 47: to the extent necessary to permit the Company to not provide a confirmation that all information that a reasonable person would expect to have a material effect on the price or value of the securities to be quoted is included in or provided with the Information Form and Checklist, on the condition that Civmec Singapore complies with Listing Rule 3.1 up until its removal from ASX's official list;
 - (x) item 48: to the extent necessary to permit the Company to not lodge a copy of the entity's most recent annual report; and
 - (xi) items 52 - 69 (inclusive): to the extent necessary to permit the Company to not provide the information in connection with ASX Listing Rules 1.2 and 1.3, on the basis that ASX waives Listing Rule 1.1 Condition 9.
- (k) **Listing Rule 6.23.2** – waiver to the extent necessary to permit Civmec Singapore to cancel 5,289,000 performance rights on issue, on the condition that full details of the proposed amendments to the terms of the options are set out to ASX's satisfaction in the Scheme Circular and the Scheme becomes effective after receiving all required approvals.

9 Documents released to market

The Company has provided the following documents to ASX in a form suitable for release to the market:

- (a) the Company's Appendix 1A and Information Form and Checklist;
- (b) the Information Memorandum;
- (c) the Scheme Circular;
- (d) the Company's constitution; and
- (e) the Company's securities trading policy.

ON BEHALF OF THE BOARD

James Finbarr Fitzgerald

Executive Chairman

4 September 2024