



## CIVMEC LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration Number 201011837H)

# NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“EGM”) of **CIVMEC LIMITED** (the “**Company**”) will be held at Novotel Singapore Clarke Quay, The Saffron Room, Level 5, 177A River Valley Road, Singapore 179031 on Monday, 16 April 2018 at 10.00 a.m., for the purpose of considering, and if thought fit, passing, with or without modifications, the special resolution as set out below.

*All capitalized terms used in this notice which are not defined herein shall have the same meanings ascribed to them in the circular to shareholders of the Company dated 23 March 2018 (“Circular”).*

### **SPECIAL RESOLUTION – PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY**

#### **THAT:**

- a) the adoption of the New Constitution of the Company in the manner and to the extent set out in the Circular be and is hereby approved; and
- b) the Directors and each of them be and are hereby authorized to do any and all such acts (including to execute all such documents as may be required, approve any amendments, alterations or modifications to any documents, and sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or they may, in their absolute discretion deem necessary, desirable or expedient to give effect to this resolution and the adoption of the New Constitution.

#### **BY ORDER OF THE BOARD**

*James Finbarr Fitzgerald*  
*Executive Chairman*  
23 March 2018

#### **Note:**

- (1) For further details, please refer to the Circular to the shareholders of the Company dated 23 March 2018.
- (2) In line with the SGX Listing Manual, the Company shall conduct voting on all resolutions to be proposed at the EGM by way of poll.
- (3) A member entitled to attend and vote at the EGM, and who is not a relevant intermediary, may appoint not more than two proxies to attend and vote in his/her stead. A member which is a corporation is entitled to appoint it authorised representative or proxy to vote on its behalf. A proxy need not be a Shareholder. A member who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote as the EGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member (which number and class of Shares shall be specified).  
“**Relevant intermediary**” has the meaning ascribed to it in section 181 of the Companies Act.
- (4) A proxy need not be a member of the Company.
- (5) If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the registered office of the Company at 80 Robinson Road #02-00 Singapore 068898, not less than 48 hours before the time appointed for the EGM, failing which the instrument may be treated as invalid.
- (6) The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
- (7) A Depositor’s name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time appointed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.
- (8) Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) 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), 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) 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.