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**NOTICE OF SHAREHOLDERS' SCHEME MEETING**

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**IN THE GENERAL DIVISION OF THE HIGH COURT OF THE REPUBLIC OF SINGAPORE**

HC/OA

584/2024

In the Matter of Section 210 of the Companies Act 1967

And

In the Matter of Civmec Limited  
(Company UEN No. 201011837H)

**SCHEME OF ARRANGEMENT**

Under Section 210 of the Companies Act 1967

Between

**Civmec Limited**

And

**its Shareholders  
(as defined herein)**

And

**Civmec Australia Limited**

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## NOTICE OF SHAREHOLDERS' SCHEME MEETING

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### CIVMEC LIMITED

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

**NOTICE IS HEREBY GIVEN** that by an Order of Court dated 4 July 2024 (the "**Order of Court**") made in the above matter, the High Court of the Republic of Singapore (the "**Court**") has directed a meeting (the "**Shareholders' Scheme Meeting**") of the Shareholders of Civmec Limited (the "**Company**") to be convened and such Shareholders' Scheme Meeting shall be held in Singapore at Carlton Hotel Singapore, 76 Bras Basah Road, Singapore 189558 and using virtual meeting technology on 1 August 2024 at 10.30 a.m., for the purpose of considering and, if thought fit, approving (with or without modification) the following resolution:

*All capitalised terms in this Notice of Shareholders' Scheme Meeting (the "**Notice**") which are not defined herein shall have the meanings ascribed to them in the circular to the Shareholders of the Company dated 10 July 2024 which encompasses the Shareholders' Scheme and the Shareholders' Scheme Explanatory Statement (the "**Circular**").*

### **SCHEME RESOLUTION**

THAT the scheme of arrangement dated 10 July 2024 (the "**Shareholders' Scheme**") proposed to be made pursuant to Section 210 of the Companies Act 1967 of Singapore, between (a) the Company; (b) the Shareholders; and (c) the NewCo, a copy of which has been circulated with this Notice of Shareholders' Scheme Meeting convening this Shareholders' Scheme Meeting, be and is hereby approved.

*By the said Order of Court, Mr. James Finbarr Fitzgerald, or failing him, any director of the Company, shall be appointed to act as Chairman of the Shareholders' Scheme Meeting and to report the results of the Shareholders' Scheme Meeting to the Court.*

The said scheme of arrangement will be subject to, *inter alia*, the subsequent approval of the Court.

### **IMPORTANT INFORMATION**

1. A copy of the said Shareholders' Scheme and a copy of the Shareholders' Scheme Explanatory Statement required to be furnished pursuant to Section 211 of the Companies Act 1967 of Singapore, are incorporated in the Circular, which this Notice of Shareholders' Scheme Meeting forms part of. A Proxy Form for the Shareholders' Scheme Meeting is enclosed with the Circular, which this Notice of Shareholders' Scheme Meeting forms part of.
2. Pursuant to the Order of Court, a Shareholder who is not a Relevant Intermediary may only cast all the votes he/she/it uses at the Shareholders' Scheme Meeting in one way. Pursuant to the Order of Court, a Shareholder who is a Relevant Intermediary need not cast all the votes it uses in the same way provided that each vote is exercised in relation to a different Share. For the purposes of determining whether the condition under Section 210(3AB)(a) of the Companies Act is satisfied, the Company shall treat a Relevant Intermediary that casts votes both for and against the Shareholders' Scheme as follows:
  - (a) the Company shall treat the Relevant Intermediary as casting one (1) vote in favour of the Shareholders' Scheme if the Relevant Intermediary casts more votes for the Shareholders' Scheme than against the Shareholders' Scheme;
  - (b) the Company shall treat the Relevant Intermediary as casting one (1) vote against the Shareholders' Scheme if the Relevant Intermediary casts more votes against the Shareholders' Scheme than for the Shareholders' Scheme; and
  - (c) the Company shall treat the Relevant Intermediary as casting one (1) vote for and one (1) vote against the Shareholders' Scheme if the Relevant Intermediary casts equal votes for and against the Shareholders' Scheme.

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### *Format of Meeting*

3. The Shareholders' Scheme Meeting is being convened and will be held in Singapore at Carlton Hotel Singapore, 76 Bras Basah Road, Singapore 189558 (the "**Physical Meeting**") and using virtual meeting technology (the "**Virtual Meeting**") on 1 August 2024 at 10.30 a.m.. Shareholders and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the Shareholders' Scheme Meeting by attending the Physical Meeting in person or by participating in the Virtual Meeting using virtual meeting technology.

Printed copies of this Notice and the accompanying proxy form will be sent by post to members. These documents will also be published on the Company's website at the URL: <https://www.civmec.com.au/investors/announcements/>, the SGX website at the URL: <https://www.sgx.com/securities/company-announcements> and the ASX Online at the URL: <https://www.asx.com.au/markets/company/cvl>.

### *Arrangements for Participating in Meeting*

4. Arrangements relating to:
- (a) in-person attendance at the Shareholders' Scheme Meeting by Shareholders, including CPFIS Members and SRS Investors, and (where applicable) duly appointed proxies and representatives (including arrangements by which they are to register in person for the Physical Meeting);
  - (b) attendance at the Shareholders' Scheme Meeting by Shareholders, including CPFIS Members and SRS Investors, and (where applicable) duly appointed proxies and representatives using virtual meeting technology (including arrangements to pre-register at the pre-registration website at the URL: <https://conveneagm.sg/civmec> for access to the Virtual Meeting electronically via live audio-visual webcast or live audio-only stream);
  - (c) submission of questions by Shareholders, including CPFIS Members and SRS Investors, in advance of, or at, the Shareholders' Scheme Meeting, and addressing of substantial and relevant questions in advance of, or at, the Shareholders' Scheme Meeting; and
  - (d) voting at the Shareholders' Scheme Meeting (i) by Shareholders or their duly appointed proxy (other than the Chairman of the Shareholders' Scheme Meeting) or representative(s); or (ii) by Shareholders, or CPFIS Members or SRS Investors, appointing the Chairman of the Shareholders' Scheme Meeting as proxy to vote on their behalf at the Shareholders' Scheme Meeting,

are set out in the Company's announcement dated 10 July 2024. This announcement may be accessed at the Company's website at the URL: <https://www.civmec.com.au/investors/announcements/>, the SGX website at the URL: <https://www.sgx.com/securities/company-announcements> and the ASX Online at the URL: <https://www.asx.com.au/markets/company/cvl>.

### *Appointment of proxy*

5. Only one (1) proxy may be appointed to attend and vote at the Shareholders' Scheme Meeting. A Shareholder appointing the Chairman of the Shareholders' Scheme Meeting as his/her/its proxy to vote at the Shareholders' Scheme Meeting shall be deemed to be present at the Shareholders' Scheme Meeting and shall be included in the count of Shareholders present and voting at the Shareholders' Scheme Meeting. Where the Chairman of the Shareholders' Scheme Meeting has been appointed as proxy of more than one (1) Shareholder to vote at the Shareholders' Scheme Meeting, the votes of the Chairman of the Shareholders' Scheme Meeting shall be counted as the votes of the number of appointing Shareholders.
6. A proxy need not be a member of the Company. The Chairman of the Shareholders' Scheme Meeting, as proxy, need not be a member of the Company.

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7. The instrument appointing a proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, must be submitted to the Company, in the following manner:
- (a) if submitted personally or by post, be deposited at the registered office of the Company at 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619; or
  - (b) if submitted electronically, be submitted via electronic mail to [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com) enclosing a signed PDF copy of the Proxy Form,

and in each case, not less than 72 hours before the time appointed for the Shareholders' Scheme Meeting, by **10.30 a.m. on 29 July 2024**.

8. 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 Shareholder, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time fixed for holding the Shareholders' Scheme Meeting (i.e. **10.30 a.m. on 29 July 2024**), as certified by CDP to the Company. A Depositor shall not be regarded as a Shareholder entitled to attend the Shareholders' Scheme Meeting and vote thereat unless his/her/its name appears on the Depository Register 72 hours before the time appointed for the Shareholders' Scheme Meeting.
9. An appointed proxy (other than the Chairman of the Shareholders' Scheme Meeting) will be prompted via email (within two (2) business days after the Company's receipt of a validly completed and submitted instrument appointing a proxy) to pre-register at the pre-registration website at the URL: <https://conveneagm.sg/civmec> if they wish to attend the Virtual Meeting using virtual meeting technology. An appointed proxy who wishes to attend the Physical Meeting can register in person at the Physical Meeting. **Shareholders who wish to appoint a third party proxy are encouraged to submit their instrument appointing a proxy early, and should request the proxy who wish to attend the Virtual Meeting to pre-register by 5.00 p.m. on 29 July 2024.**
10. Persons who hold Shares through relevant intermediaries, other than CPFIS Members and SRS Investors, who wish to appoint the Chairman of the Shareholders' Scheme Meeting as proxy should contact their relevant intermediary through which they hold such Shares as soon as possible in order for the necessary arrangements to be made. A person who holds Shares through relevant intermediaries and who would like to attend the Shareholders' Scheme Meeting as observers should inform their relevant intermediaries as soon as possible. When submitting their Shareholders' Scheme Meeting Proxy Form, relevant intermediaries are required to provide a list containing the names and identification details of persons who hold Shares through such relevant intermediaries and who would like to attend the Shareholders' Scheme Meeting as observers to facilitate the verification of the identities of such attendees on the day of the Shareholders' Scheme Meeting.
11. CPFIS Members and SRS Investors may appoint the Chairman of the Shareholders' Scheme Meeting as proxy to vote on their behalf at the Shareholders' Scheme Meeting, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) business days before the Shareholders' Scheme Meeting (i.e. by **10.30 a.m. on 23 July 2024**). CPFIS Members and SRS Investors may attend the Shareholders' Scheme Meeting as observers.

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### *Submission of substantial and relevant questions*

12. **Submission of substantial and relevant questions in advance of the Shareholders' Scheme Meeting.** Shareholders, CPFIS Members and SRS Investors may submit substantial and relevant questions related to the resolution to be tabled for approval at the Shareholders' Scheme Meeting in advance of the Shareholders' Scheme Meeting in the following manner:
- (a) via the pre-registration website at the URL: <https://conveneagm.sg/civmec>
  - (b) via email to the Company at [investor@civmec.com.au](mailto:investor@civmec.com.au); or
  - (c) by post to the registered office of the Company at 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619,

in each case by **5.00 p.m. on 24 July 2024**.

When submitting questions for the Shareholders' Scheme Meeting, Shareholders, CPFIS Members and SRS Investors are requested to indicate that their questions relate to the Shareholders' Scheme Meeting.

Shareholders, including CPFIS Members and SRS Investors will need to identify themselves when posing questions by post or by email by providing the following details: (a) the member's full name as it appears on his/her/its CDP/CPF/SRS/Scrip-based share records; (b) the member's NRIC/Passport/UEN number; (c) the member's contact number and email address; and (d) the manner in which the member holds his/her/its Shares (e.g., via CDP, CPF, SRS or scrip-based).

Please note that the Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its status as Shareholders.

Shareholders, CPFIS Members and SRS Members and, where applicable, appointed proxy(ies) and representatives can also ask live at the Shareholders' Scheme Meeting substantial and relevant questions related to the resolution to be tabled for approval at the Shareholders' Scheme Meeting. Attendees at the Virtual Meeting (whether attending through live audio-visual webcast or live audio-only stream) who wish to ask questions at the Shareholders' Scheme Meeting can do this by submitting text-based questions via the live chat function on the online platform for the Shareholders' Scheme Meeting. The live chat function will also be available for use by attendees (in addition to asking questions in person) at the Physical Meeting.

The Company will address all substantial and relevant questions received from Shareholders before **10.30 a.m. on 27 July 2024** (via an announcement on SGXNet at the URL: <https://www.sgx.com/securities/company-announcements>, ASX Online at the URL: <https://www.asx.com.au/markets/company/cvl> and the Company's website at the URL: <https://www.civmec.com.au/investors/announcements/>). Questions or follow-up questions (which are related to the resolutions to be tabled for approvals at the Shareholders' Scheme Meeting) received after **5.00 p.m. on 24 July 2024** will be answered within a reasonable timeframe before the Shareholders' Scheme Meeting, or at the Shareholders' Scheme Meeting itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

The Company or the NewCo (as the case may be) will publish the minutes of the Shareholders' Scheme Meeting on the SGXNet and ASX Online and on the Company's or the NewCo's website within one (1) month from the date of Shareholders' Scheme Meeting, and the minutes will include the responses to substantial and relevant questions from Shareholders which are addressed during the Shareholders' Scheme Meeting.

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### *Access to Documents*

13. The Circular in relation to, among other things, the Shareholders' Scheme, may be accessed on the Company's website at the URL: <https://www.civmec.com.au/investors/announcements/>, the SGX website at the URL: <https://www.sgx.com/securities/company-announcements> and the ASX Online at the URL: <https://www.asx.com.au/markets/company/cvl>.

Members may request for printed copies of the Circular by completing and returning the request form, which was sent to them by post together with printed copies of the Notice of Shareholders' Scheme Meeting and the accompanying proxy form, no later than 19 July 2024 in accordance with the instructions set out therein. Please note the potential restrictions on sending the Circular into relevant overseas jurisdictions, further information is set out in Section 3.4 (*Overseas Shareholders*) of the Circular.

### *Others*

14. By the said Order of Court, Mr. James Finbarr Fitzgerald, or failing him, any director of the Company, shall be appointed to act as Chairman of the Shareholders' Scheme Meeting and to report the results of the Shareholders' Scheme Meeting to the Court.
15. The said Shareholders' Scheme will be subject to, *inter alia*, the subsequent approval of the Court.

### **PERSONAL DATA PRIVACY**

By (a) lodging an instrument appointing a proxy and/or representative(s); (b) pre-registering for the Shareholders' Scheme Meeting at the pre-registration website; and/or (c) submitting any question to the Chairman of the Shareholders' Scheme Meeting in advance of the Shareholders' Scheme Meeting in accordance with the Circular and this Notice, a Shareholder, CPFIS Member or SRS Investor (i) consents to the collection, use and disclosure of the Shareholder's, CPFIS Member's or SRS Investor's personal data by the Company (or its agents or service providers) for the following purposes: (A) the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Shareholders' Scheme Meeting (including any adjournment thereof); (B) where the Shareholder, CPFIS Member or SRS Investor pre-registers for the Shareholders' Scheme Meeting, the processing of the pre-registration for purposes of verifying their status as a Shareholder, CPFIS Member or SRS Investor, and providing them with any technical assistance where necessary; (C) where the Shareholder, CPFIS Member or SRS Investor submits any question in advance of the Shareholders' Scheme Meeting, the addressing of such substantial and relevant questions received from the Shareholders, CPFIS Members and SRS Investors prior to the Shareholders' Scheme Meeting and, if necessary, the following up with the relevant Shareholder, CPFIS Member or SRS Investor in relation to such substantial and relevant questions; (D) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Shareholders' Scheme Meeting (including any adjournment thereof); and (E) 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 Shareholder discloses the personal data of the Shareholder's proxy and/or representative to the Company (or its agents or service providers), the Shareholder has obtained the prior consent of such proxy and/or representative for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy and/or representative for the Purposes, and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.

Dated this 10<sup>th</sup> day of July 2024

Morgan Lewis Stamford LLC  
10 Collyer Quay #27-00  
Ocean Financial Centre  
Singapore 049315

Solicitors for  
**Civmec Limited**