



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

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. **Ordinary Resolution 1**
- 2 To approve the payment of a directors' fees of S\$220,000 for the financial year ending 30 June 2019, to be paid quarterly in arrears. (FY2018: S\$220,000) **Ordinary Resolution 2**
- 3 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: **Ordinary Resolution 3**
- 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: **Ordinary Resolution 4**
(a) Mr James Finbarr Fitzgerald [See Explanatory Note (iv)] **Ordinary Resolution 5**
(b) Mr Patrick John Tallon [See Explanatory Note (iv)] **Ordinary Resolution 6**
(c) Mr Kevin James Deery [See Explanatory Note (iv)] **Ordinary Resolution 7**
(d) Mr Chong Teck Sin [See Explanatory Notes (i) and (iv)] **Ordinary Resolution 8**
(e) Mr Wong Fook Choy Sunny [See Explanatory Notes (ii) and (iv)] **Ordinary Resolution 9**
(f) Mr Douglas Owen Chester [See Explanatory Notes (iii) and (iv)] **Ordinary Resolution 10**
- 5 To re-appoint Messrs Moore Stephens LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 11**
- 6 **Authority to allot and issue shares**
"That pursuant to Section 161 of the Companies Act, Chapter 50, and the Listing Rules of the Singapore Exchange Securities 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:
(i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
(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;
(iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues;
and (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance to any Instrument made or granted by the Directors while the authority was in force, provided always that:
(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:
(i) new shares arising from the conversion or exercise of convertible securities, or
(ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed, and
(iii) any subsequent bonus issue, consolidation or subdivision of the Company's shares;
(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."
[See Explanatory Note (v)]
- 7 **Proposed Renewal of the Share Purchase Mandate** **Ordinary Resolution 12**
"That:
(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:
(i) on-market purchases ('On-Market Share Purchase') transacted on the SGX-ST; and/or
(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,
(the '**Share Purchase Mandate**');
(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;
(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:
(i) the date on which the next Annual General Meeting of the Company is held or required by law to be held;
(ii) the date on which the share purchases are carried out to the full extent mandated; or
(iii) the date on which the authority contained in the Share Purchase Mandate is varied or revoked;
(d) in this Ordinary Resolution:
'Prescribed Limit' 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;
'Relevant Period' 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;
'Maximum Price' 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:
'Average Closing Price' 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;
'day of the making of the offer' 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
'Market Day' means a day on which the SGX-ST is open for trading in securities; and
(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."
[See Explanatory Note (vi)]
- 8 **The Proposed Adoption of the Civmec Key Senior Executives Performance Rights Plan** **Ordinary Resolution 13**
"That, for the purposes of ASX Listing Rule 7.2 (Exception 9(b)) and for all other purposes, approval is given for:
(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;
(iii) grant Performance Rights in accordance with the rules of the Civmec PRP; and
(iv) 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 SGX-ST."
Voting Exclusion: 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 plan 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 (vii)]
- 9 **Proposed Participation by Mr James Finbarr Fitzgerald, a Controlling Shareholder of the Company Pursuant to the Civmec Key Senior Executives Performance Rights Plan** **Ordinary Resolution 14**
"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."
[See Explanatory Note (viii)]
- 10 **Proposed Participation by Mr Patrick John Tallon, a Controlling Shareholder of the Company Pursuant to the Civmec Key Senior Executives Performance Rights Plan** **Ordinary Resolution 15**
"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."
[See Explanatory Note (viii)]
- 11 **Approval of 10% Placement Capacity under ASX Listing Rule 7.1A** **Special Resolution 16**
"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."
Voting Exclusion: 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.
[See Explanatory Note (ix)]
- 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

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.
Shareholders should note that no Performance Rights have previously been issued under the Civmec PRP.
The objectives of the Civmec PRP are (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 of the Company and its subsidiaries (iii) instill 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.
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.

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.