



SGX/MEDIA RELEASE
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Company Registration Number 200413014R
15 Hoe Chiang Road, #12-05 Tower Fifteen, Singapore 089316

Singapore and Australia
13 July 2018

PROPOSED CONSENT SOLICITATION EXERCISE

THIRD INFORMAL MEETING WITH NOTEHOLDERS

1. INTRODUCTION

The board of directors (the “**Board**”) of AusGroup Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) refers to the Series 001 S\$110,000,000 7.45 per cent. Notes due 2018 (ISIN: SG6TF6000008) (the “**Notes**”) issued under the S\$350,000,000 Multicurrency Debt Issuance Programme of the Company, the announcement dated 9 May 2018 in relation to the first informal meeting with noteholders held on 16 May 2018 (the “**First Informal Meeting**”), and the announcement dated 6 June 2018 in relation to the second informal meeting with noteholders held on 18 June 2018 (the “**Second Informal Meeting**”).

2. THIRD INFORMAL MEETING WITH NOTEHOLDERS

The Company together with the Securities Investors Association (Singapore) (“**SIAS**”) will be convening a third informal meeting (the “**Third Informal Meeting**”) with the holders of the Notes (the “**Noteholders**”). The Third Informal Meeting is scheduled for Friday, 20 July 2018, from 7.00 p.m. to 8.30 p.m. at SIAS Training Room, 7 Maxwell Road #05-03, MND Building Annex B, Singapore 069111. Registration commences at, and refreshments will be served from 6.30 p.m.

The agenda of the Third Informal Meeting is to provide Noteholders with a summary of a consent solicitation exercise relating to the Notes (the “**Consent Solicitation Exercise**”) that the Company intends to conduct, and respond to queries raised by Noteholders in the Second Informal Meeting in relation to the Consent Solicitation Exercise.

The Third Informal Meeting will be facilitated and moderated by SIAS.

Please note that:

- the Third Informal Meeting is not intended to and does not amount to a meeting under or in connection with the Trust Deed relating to the Notes;
- the Third Informal Meeting has been called solely for the dissemination of information and no decisions or voting will be made at the Third Informal Meeting;

- the Third Informal Meeting is private and confidential and will be held on an entirely without prejudice basis; and
- in addition to Noteholders on the records of The Central Depository (Pte) Limited who presently are recognised as Noteholders under the terms of the Trust Deed and the Notes, there may be persons holding the underlying beneficial interest who may also attend the Third Informal Meeting, and the reason why these persons have been allowed to attend is not in recognition of their status as Noteholders but solely as a practical measure to facilitate the dissemination of information to such persons whom nominee Noteholders having rights may take instructions from.

All Noteholders are encouraged to attend the Third Informal Meeting. A Noteholder who is an individual may attend in person or appoint one (1) proxy to attend on his behalf. A Noteholder who is a corporation may appoint one (1) representative to attend on its behalf. To facilitate an open discussion with Noteholders, only Noteholders (or their proxy or representative) will be permitted to attend the Third Informal Meeting and professional advisers such as accountants, stockbrokers, lawyers and other agents will not be permitted.

A Noteholder who holds its Notes through nominees (including, if such Noteholder is a corporation, its appointed representative) must present its proof of holdings or letter of verification in order to gain entry to the Third Informal Meeting.

A representative of a Noteholder who is a corporation must present an authorisation letter issued and endorsed by such corporation in order to gain entry to the Third Informal Meeting.

Noteholders who wish to attend the Third Informal Meeting or who wish to appoint a proxy (the “**Meeting Proxy**”) to attend on their behalf (the “**Meeting Appointing Noteholders**”) and have not registered for the First Informal Meeting or the Second Informal Meeting are requested to RSVP by contacting SIAS at admin@sias.org.sg or +65 6227 2683 with their full name, NRIC/passport number, the value of the Notes held (if through nominees, please identify nominee), and contact particulars, by 5:00 p.m. on 18 July 2018 (the “**Meeting Submission Deadline**”). A Noteholder who is a corporation should provide, additionally, the same information in respect of the representative appointed to attend on its behalf. SIAS will then provide these Noteholders with the details as to the location of the Third Informal Meeting. Any Noteholders who have any questions or require further assistance with respect to the Third Informal Meeting should contact SIAS at admin@sias.org.sg or +65 6227 2683.

Additionally, Meeting Appointing Noteholders should also provide a copy of the following documents to admin@sias.org.sg by the Meeting Submission Deadline:

- (a) the Meeting Appointing Noteholder’s identification document;
- (b) a letter of authorisation from the Meeting Appointing Noteholder indicating the full name, NRIC/passport number and contact particulars of the Meeting Proxy; and
- (c) (if the Meeting Appointing Noteholder holds his Notes through a nominee) the Meeting Appointing Noteholder’s proof of holdings or letter of verification from the nominee.

On the day of the Third Informal Meeting, the Meeting Proxy must present his identification document in order to gain entry to the Third Informal Meeting.

By contacting SIAS and providing such details, such Noteholder represents, warrants and agrees that any personal data of any individual provided by or on behalf of such Noteholder has been obtained with such individual's consent and such individual has consented to the collection, use and disclosure of his/her personal data by the Company and SIAS (and any of their respective officers and advisors) for the purposes of the Third Informal Meeting and any additional meetings of Noteholders whether formal or informal (including the preparation and compilation of the attendance lists and other documents relating to the Third Informal Meeting) and to the receipt of communications from the Company and SIAS (and any of their respective officers and advisors) in connection with matters relating to the Notes, including but not limited to electronic mail, in accordance with the provisions of the Singapore Personal Data Protection Act 2012 (No. 26 of 2012) ("**PDPA**"). Any consent given in relation to personal data shall survive death, incapacity, bankruptcy or insolvency of the Noteholder or the individual whose personal data was provided and the termination or conclusion of the Third Informal Meeting. For the purposes of this paragraph, "**personal data**" has the meaning ascribed to it in the PDPA.

3. CAUTION IN TRADING

Shareholders, Noteholders and other stakeholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders, Noteholders and other stakeholders should consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD

Eng Chiaw Koon
Managing Director and Executive Director
13 July 2018

Ends

Issued by AusGroup Limited.

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ABOUT AUSGROUP LIMITED (Bloomberg Ticker: AUSG.SP)

Main board-listed, AusGroup Limited is an energy and resources specialist providing fabrication, precision machining, construction and integrated services to natural resource development companies. The Company also provides access services for construction and maintenance contracts through MAS Australasia Pty Ltd (MAS). AusGroup has an established operations network strategically positioned throughout Australasia. For more information visit www.agc-ausgroup.com