



ASX Release
13 December 2016

ASX: EHL ('EMECO' OR 'THE COMPANY')

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CREDITORS' SCHEME MEETING SUPPLEMENTAL DISCLOSURE

Emeco has made supplemental disclosure in connection with its proposed scheme of arrangement with Emeco noteholders. A copy of that disclosure is attached. The disclosure relates to mechanical changes in how the scheme of arrangement will be implemented (if the conditions to the Scheme are satisfied, including approval of Emeco noteholders and the Federal Court of Australia).

- END -

Investor and media enquiries

Thao Pham
Chief Legal, Risk & Business Transformation Officer and Company Secretary
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About Emeco

Established in 1972, Emeco is the world's largest, independent mining equipment rental business and currently services major resource projects across Australia, Canada, and Chile. Emeco pursues a best in class asset management strategy and operates a global fleet of equipment from a range of original equipment manufacturers to deliver the most effective equipment rental and maintenance solutions for its customers. Emeco is a publicly listed company on the Australian Securities Exchange (ASX:EHL).

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12 December 2016

Dear Emeco Noteholder

**Emeco Holdings Limited ("Emeco")
Notice of Amendments to Scheme ("Notice")**

On or about 7 November 2016, Emeco dispatched an Explanatory Statement in respect of a proposed Scheme of Arrangement (**Scheme**) pursuant to section 412 of the *Corporations Act 2001* (Commonwealth of Australia) (**Corporations Act**) to The Depository Trust Company (**DTC**), Registered Participants of Emeco Noteholders and Emeco Noteholders. In this Notice, capitalised terms that are not defined have the meanings given to those terms in the Explanatory Statement unless otherwise defined.

Proposed Amendments to the Scheme

It has become apparent, in undertaking detailed preparation for the implementation of the Scheme (if approved by the Scheme Creditors at the Scheme Meeting and subsequently by the Federal Court of Australia), that the implementation of the scheme would be facilitated by amending some of the Scheme implementation steps.

Emeco considers that the proposed amendments to the Scheme as detailed below (**Amendments**) are mechanical in nature, do not alter the substance of the Scheme or the rights of Scheme Creditors, are not material, and ought not to prejudice Scheme Creditors.

Accordingly, Emeco will be seeking at the Second Court Hearing to approve the Scheme (if the Scheme is passed by the requisite majorities at the Scheme Meeting to be held at 10am (AEDT) on Tuesday 13 December 2016 at Baker & McKenzie, Level 27, 50 Bridge Street, Sydney NSW 2000) that the Scheme be amended pursuant to section 411(6) of the Corporations Act to make the necessary timing amendments.

The Amendments to the Scheme for which Court approval will be sought are as follows:

1. the definition of **Calculation Date** be replaced with the following: "**Calculation Date** means 3 January 2017";
2. the definition of **End Date** be amended to replace "9 January 2017" with "19 January 2017";
3. the definition of **Implementation Date** be amended to replace "5 January 2017" with "17 January 2017";

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4. the **Steps Plan** (Attachment A to the Scheme) be replaced with the amended version which can be accessed at <http://dm.epiq11.com/#/case/EHL/documents> in which the changes have been redlined.

It has also been necessary to amend the RSA in order to give effect to the Amendments.

Approval of this Supplementary Disclosure by the Federal Court of Australia

On Monday 12 December 2016 the Federal Court of Australia made orders that the Amendments be disclosed to DTC, Registered Participants of Emeco Noteholders and Emeco Noteholders in the form of this Notice so that Scheme Creditors have an opportunity to appear at the Second Court Hearing (details below) if they wish to be heard by the Federal Court of Australia in relation to the Scheme or the Amendments.

Please note that the Voting Cut Off and Election Cut Off in relation to the Scheme was 5:00pm New York Time on 6 December 2016, and so has now passed.

Second Court Hearing in relation to the Scheme

The Second Court Hearing is at 10:15am (AEDT) Thursday, 15 December 2016 at the Federal Court of Australia, Law Courts Building, Queens Square, Sydney, New South Wales, Australia.

If you wish to appear at the Second Court Hearing, you must file and serve on Emeco a Notice of Appearance in prescribed form, together with any affidavit on which you wish to rely at the Second Court Hearing. The Notice of Appearance and the affidavit must be served on Emeco at its address for service at least one day before the Second Court Hearing.

The address for service for Emeco is C/- Baker & McKenzie, 50 Bridge Street, AMP Centre, Sydney, NSW, 2000 (Attention: Heather Sandell).

This Notice supplements and should be read together with the Explanatory Statement. Scheme Creditors are encouraged to read the Explanatory Statement and this Notice in full and seek their own investment or professional advice.

If you have any questions or require further information, please contact the Company Secretary /Chief Legal, Risk & Business Transformation Officer of Emeco, Thao Pham on +61 8 9420 0222.

Yours sincerely,



Peter Richards
Chairman
Emeco Holdings Limited