Rule 2.7, 3.10.3, 3.10.4, 3.10.5 Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Emeco Holdings Limited (**Emeco**) (ASX:EHL)

ABN

89 112 188 815

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	+Class of +securities issued or to be issued	Fully paid ordinary shares (**Shares**).
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	183,486,238 Shares (**Entitlement Offer Shares**) pursuant to a pro rata renounceable entitlement offer with rights trading (**Entitlement Offer**). 12,844,038 Shares to the underwriters of the Entitlement Offer, as payment of the underwriting fee (**Fee Shares**)

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3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	Fully paid ordinary shares.

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4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	From their issue date, the Entitlement Offer Shares and Fee Shares will rank equally in all respects with the existing fully paid ordinary shares in Emeco.
5	Issue price or consideration	$0.109 per Share (**Issue Price**) for both the Entitlement Offer Shares and the Fee Shares
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The net proceeds of the Entitlement Offer will be used to facilitate the recapitalisation of Emeco and the acquisition of Orionstone Holding Pty Ltd and Andy's Earthmovers (Asia Pacific) Pty Ltd (the **Proposed Transaction**), which completed on 31 March 2017, and to provide additional financial flexibility throughout the integration period. The Fee Shares are being issued to the underwriters of the Entitlement Offer (each of whom are sophisticated or professional investors) in lieu of cash payment of the underwriting fee.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h *in relation to the +securities the subject of this Appendix 3B*, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A

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6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of +securities issued under an exception in rule 7.2	N/A
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	The issue date under the Entitlement Offer is scheduled for Wednesday, 19 April 2017. The Fee Shares will be issued on Wednesday, 19 April 2017.

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		Number	+Class
8	Number and +class of all +securities quoted on ASX (*including* the +securities in section 2 if applicable)	2,206,363,599 which includes the Entitlement Offer Shares and the Fee Shares	Fully paid ordinary shares

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9	Number and +class of all +securities not quoted on ASX (*including* the +securities in section 2 if applicable)	Number N/A	+Class

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Same dividend entitlements as apply to existing ordinary shares in EHL.

Part 2 - Pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Renounceable
13	Ratio in which the +securities will be offered	0.3066 new Shares for every 1 existing ordinary share in Emeco
14	+Class of +securities to which the offer relates	Fully paid ordinary shares
15	+Record date to determine entitlements	7:00pm (Sydney time) on Monday, 27 March 2017
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Any fractions arising in the calculation of entitlements will be rounded up to the nearest whole number of new Shares.
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	For the Entitlement Offer, all countries other than Australia or New Zealand. EHL in its discretion agreed to extend the Entitlement Offer to certain categories of institutional investors in Hong Kong and Singapore.

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19	Closing date for receipt of acceptances or renunciations	The Entitlement Offer closed at 5:00pm (Sydney Time) on Monday 10 April 2017.

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20	Names of any underwriters	Black Diamond Capital Management LLC, Black Crane Asia Opportunities Fund and First Samuel Limited
21	Amount of any underwriting fee or commission	7.00% of the Underwritten Amount (being A$20 million). This is payable to the Underwriters by way of the issue of the Fee Shares.
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled7	No prospectus or product disclosure statement was prepared. An investor presentation was provided to the ASX on 21 March 2017. An Offer Booklet and Entitlement and Acceptance Form was sent to eligible shareholders on Wednesday, 29 March 2017.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	Friday, 24 March 2017
29	Date rights trading will end (if applicable)	Monday, 3 April 2017

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30	How do security holders sell their entitlements *in full* through a broker?	Eligible shareholders who wished to sell their entitlements in full on the ASX through a broker were able to do so by instructing their broker personally and providing details as requested in the Entitlement and Acceptance Form. The entitlement trading period closed on Monday, 3 April 2017.
31	How do security holders sell *part* of their entitlements through a broker and accept for the balance?	Eligible shareholders who wished to sell part of their entitlements through a broker and accept for the balance were required to: • in respect of the part of their entitlement being taken up, complete and return the Entitlement and Acceptance Form to the Emeco Share Registry with the required Application Monies (being the Issue Price multiplied by the number of new Shares applied for) or via BPAY by following the instructions set out in the Entitlement and Acceptance Form; and • in respect of entitlements to be sold, instruct their broker personally and provide details as requested from the Entitlement and Acceptance Form. All sales on the ASX of eligible shareholder entitlements were required to be effected by close of the entitlement trading period, which is Monday, 3 April 2017.

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32	How do security holders dispose of their entitlements (except by sale through a broker)?	Eligible shareholders who wished to transfer all or part of their entitlement to another person other than on the ASX (provided that the purchaser had an address in Australia or New Zealand (or was otherwise an 'eligible person' as described in the Offer Booklet) and was not in the United States or acting for the account or benefit of a person in the United States) were required to send a completed Renunciation and Acceptance Form to the Emeco Share Registry. If the transferee wished to take up all or part of the entitlement transferred to them they were required to send their Application Monies together with the Entitlement and Acceptance Form related to the entitlement transferred to them to the Emeco Share Registry. Renunciation and Acceptance Forms were available through the Emeco Shareholder Information Line or from a stockbroker. The Renunciation and Acceptance Form as well as the transferee's Application Monies and the Entitlement and Acceptance Form related to the entitlement transferred were required to be received by the Emeco Share Registry no later than 5:00pm (Sydney time) on Monday, 10 April 2017.
33	+Issue date	Wednesday, 19 April 2017.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of +securities
(*tick one*)

(a) ☒ +Securities described in Part 1

(b) ☐ All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible

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securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

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Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	N/A
39	+Class of +securities for which quotation is sought	N/A
40	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	N/A
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another +security, clearly identify that other +security)	N/A

42	Number and +class of all +securities quoted on ASX (*including* the +securities in clause 38)	Number	+Class
		N/A	N/A

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Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

  Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: ..... Date: 19 April 2017
(Penny Young)

Print name: Penny Young
Company Secretary

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Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	
Add the following: • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period *Note:* • *Include only ordinary securities here – other classes of equity securities cannot be added* • *Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed* • *It may be useful to set out issues of securities on different dates as separate line items*	
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	
"A"	

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Step 2: Calculate 15% of "A"	
"B"	0.15 *[Note: this value cannot be changed]*
Multiply "A" by 0.15	
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period *not counting* those issued: • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 *Note:* • *This applies to equity securities, unless specifically excluded – not just ordinary securities* • *Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed* • *It may be useful to set out issues of securities on different dates as separate line items*	
"C"	
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
"A" x 0.15 *Note: number must be same as shown in Step 2*	
Subtract "C" *Note: number must be same as shown in Step 3*	
Total ["A" x 0.15] – "C"	*[Note: this is the remaining placement capacity under rule 7.1]*

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Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated	
"A" *Note: number must be same as shown in Step 1 of Part 1*	
Step 2: Calculate 10% of "A"	
"D"	0.10 *Note: this value cannot be changed*
Multiply "A" by 0.10	
Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A *Notes:* • *This applies to equity securities – not just ordinary securities* • *Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed* • *Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained* • *It may be useful to set out issues of securities on different dates as separate line items*	
"E"	

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Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 *Note: number must be same as shown in Step 2*	
Subtract "E" *Note: number must be same as shown in Step 3*	
Total ["A" x 0.10] – "E"	*Note: this is the remaining placement capacity under rule 7.1A*

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