

ASX RELEASE
21 August 2025

Proposed voluntary delisting from ASX

BWE Drilling Limited (ASX: BWE) (formerly Dynamic Group Holdings Limited (ASX: DDB)) ("**BWE**" or the "**Company**") announces that it has submitted a formal application to the Australian Securities Exchange ("**ASX**") requesting confirmation that ASX will remove the Company from the official list of ASX ("**Official List**") in accordance with ASX Listing Rule 17.11 ("**Delisting**").

The Company has obtained in-principle advice from ASX that, solely on the information provided, ASX agrees to remove the Company from the Official List on a date to be determined by ASX in consultation with the Company, subject to compliance with the following conditions:

- the request for removal of the Company from Official List is approved by way of a special resolution of the security holders of the Company;
- the notice of meeting seeking security holder approval for the Company's removal from the Official List must include the following information, in form and substance satisfactory to ASX:
 - a timetable of key dates, including the time and date at which the Company will be removed from the Official List if that approval is given;
 - a statement to the effect that if security holders wish to sell their securities on ASX, they will need to do so before the Company is removed from the Official List, and if they do not, details of the processes that will exist after the Company is removed from the official list to allow security holders to dispose of their holdings and how they can access those processes;
 - the information prescribed in section 2.11 of Guidance Note 33 (Removal of Entities) (GN 33); and
 - a voting exclusion statement excluding Australian Meat Industry Superannuation Pty Ltd as trustee for the Australian Meat Industry Superannuation Trust trading as Australian Food Super (AFS) and its associates, from voting in favour of the resolution to remove the Company from the Official List, unless the security holder meeting to consider the removal is held after 9 September 2025;
- the removal of the Company from the Official List must not take place any earlier than one month after security holder approval is obtained so that security holders have at least that period to sell their securities should they wish to do so;
- the Company must apply for its securities to be suspended from quotation at least two (2) business days before its proposed removal date; and
- the Company releases the full terms of this decision to the market upon making a formal application to ASX to remove the Company from the Official List.

If the proposed Delisting proceeds, subject to the Company obtaining shareholder approval for the Delisting, which will be sought at a general meeting of the Company's shareholders to be held on or about 22 September 2025, the Company's shares would no longer be quoted on ASX. The Delisting would be expected to take effect on or around 22 October 2025.

1. Reasons for BWE seeking removal from the Official List

The Board of Directors of the Company (**Board**) has determined that it is in the best interests of the Company and its shareholders for the Company to delist from ASX for the following reasons:

(a) Insufficient spread

- The Company currently has 112 shareholders, with Australian Meat Industry Superannuation Pty Ltd ACN 002 981 919 as trustee for the Australian Meat Industry Superannuation Trust ABN 28 342 064 803 trading as Australian Food Super (**AFS**) holding a 99.16% interest in the Company following its on-market takeover bid of all of BWE's shares not held by AFS on 26 July 2024 (**Takeover Bid**).
- The size of the holdings for the remaining 111 shareholders in BWE are as follows:

No. of shares	No. of shareholders
Less than 1,000	16
1,000 – 5,000	49
5,001 – 10,000	14
10,001 – 100,000	31
More than 100,000	1
Total	111

- Chapter 12 of the Listing Rules contains ongoing requirements for a listed entity, including a requirement for the listed entity to maintain a certain level of spread. ASX Listing Rule 12.4 provides that *"an entity must maintain a spread of security holdings in its main class which, in ASX's opinion, is sufficient to ensure that there is an orderly and liquid market in its securities..."*.
- Whilst ASX Listing Rule 12.4 does not specify the exact number or requirements for spread, ASX requires as a criteria for an entity to be admitted to the Official List, a minimum of 300 non-affiliated shareholders, with each shareholder's holding having a value of at least \$2,000 which is not subject to ASX-imposed or voluntary escrow under ASX Listing Rule 1.1 (Condition 8).

- Based on the spread requirements for admissions to the Official List, the Company considers that its current spread of shareholders is not sufficient to satisfy the spread requirements for ongoing listing under ASX Listing Rule 12.4.

(b) Low liquidity

- Since the expiry of the offer period under the Takeover Bid on 9 September 2024, the Company has experienced a relatively low level of liquidity in trading in the Company's shares on ASX, as evidenced by the following statistics:

Month	Days traded	Number of BWE shares traded	Value of BWE shares traded (A\$) ¹
September 2024	12	23,311,235	\$6,206,616
October 2024	3	20,750	\$5,551
November 2024	Nil	-	-
December 2024	Nil	-	-
January 2025	Nil	-	-
February 2025	2	32,509	\$7,721
March 2025	8	327,998	\$79,540
April 2025	1	20,000	\$5,650
May 2025	5	49,220	\$13,782
June 2025	2	9,397	\$2,631
July 2025	1	9,090	\$2,545

- In light of the circumstances set out in this Delisting Request, the Board believes that it is highly unlikely that there will be any meaningful improvement in the liquidity of BWE shares in the future.

¹ Approximate value based on the average BWE share price (rounded up) for the relevant month.

(c) **Listing costs**

- As at the date of this Delisting Request, the Company has cash reserves of less than \$1.5 million and the Board estimates that costs attributable to the Company's ASX listing are approximately \$110,000 per annum.
- In addition, there are indirect costs associated with the need to devote management time attending to matters relating to ASX listing. The Board believes that the funds used to maintain the Company's ASX listing, together with the management time, could be directed toward the ongoing focus and development of the Company's projects if the Company is delisted from ASX, in particular where the Company sees little tangible benefit from being a listed company at present.

2. **Consequences of the proposed Delisting for the Company and its shareholders**

In the event the proposed Delisting proceeds (that is, the Company is removed from the Official List), the key consequences for the Company and its shareholders would include:

(a) **Trading of BWE shares**

Following the Delisting, BWE shares will cease to be quoted on ASX and shareholders will no longer be able to sell their shares and realise their investment in the Company via trading on ASX.

(b) **Sales via off-market transactions**

Following the Delisting, BWE shares will only be capable of sale via off-market private transactions, which will require shareholders to identify and agree terms with potential purchasers of the shares in accordance with the BWE constitution ("**Constitution**") and the *Corporations Act 2001* (Cth) ("**Corporations Act**")

The Company does not have any present intention to list any securities of the Company on any securities exchange following the Delisting. The Company can provide no assurances or guarantees that a liquid market for the Company's securities will exist.

(c) **Raising new capital**

As an unlisted public company, the Company will no longer be able to raise capital by issuing securities to investors by means of a limited disclosure fundraising document or through the cleansing notice regime.

However notwithstanding the inability to raise capital by means of a limited disclosure fundraising document, the Company will still be permitted to raise capital by offering securities to existing shareholders and third parties who fall into one of the disclosure document exceptions listed in section 708 of the *Corporations Act* (primarily being sophisticated investors and professional investors).

In the context of existing shareholders who do not fall into one of the disclosure document exceptions listed in section 708 of the Corporations Act, following the delisting, in the event the Company seeks to raise capital by way of a securities offer, the Company's present intentions are not to extend any securities offers to these persons.

(d) **ASX Listing Rules**

The Company will no longer have to comply with ASX Listing Rules and certain obligations which apply only to ASX-listed entities, including the following:

- the requirement under ASX Listing Rule 7.1 to obtain prior approval of shareholders for an issue of equity securities if the equity securities would, when aggregated with the ordinary securities issued by the Company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12-month period;
- the requirement to seek prior shareholder approval for the issue of shares to directors and other related parties as required under ASX Listing Rule 10.11;
- the requirement to obtain shareholder approval under ASX Listing Rules 11.1 or 11.2 for changing the nature and scale of the Company's activities or disposing of its main undertaking;
- the requirement to prepare an audited Remuneration Report and have the Remuneration Report voted on by shareholders at an annual general meeting; and
- the requirement for the Company to prepare a Corporate Governance Statement comparing its own corporate governance practices to ASX Corporate Governance Principles and Recommendations.

(e) **Corporations Act**

Although ASX Listing Rules will cease to apply to the Company if the Delisting proceeds, the Company will still be subject to the requirements of the Corporations Act and the Constitution, including the following:

Unlisted disclosing entity

For so long as the Company has 100 or more shareholders, it will be an "unlisted disclosing entity" under the Corporations Act. This means that it will still be required to make continuous disclosure of matters that a reasonable person would expect to have a material effect on the price or value of the Company's shares, by filing notices with ASIC under section 675 of the Corporations Act.

As an unlisted disclosing entity, the Company will also still be required to lodge audited annual and half-yearly financial reports in accordance with the requirements of the Corporations Act. The Company would continue to make its continuous disclosure notices and financial reports available to shareholders on its website.

If the Company ceases to be an unlisted disclosing entity (by ceasing to have at least 100 shareholders), there will be no ongoing requirement to make continuous disclosure of matters under section 675 of the Corporations Act or to lodge half-yearly statements reviewed by an auditor. The Company would still however be required to prepare and lodge annual audited financial statements with ASIC (if, at the applicable time, it is still a public company or a large proprietary company).

Chapter 6

For as long as the Company has more than 50 shareholders, it will continue to be subject to the "takeover" provisions in Chapter 6 of the Corporations Act and, as such, increases in voting power in the Company would continue to be regulated by Chapter 6 for shareholders who hold between 20% and 90% of the voting power in the Company.

Related party benefits

The restrictions on the giving of a financial benefit by the Company to a related party under Chapter 2E of the Corporations Act would continue to apply.

Constitution

The Constitution will remain unchanged immediately following the Delisting.

As such, BWE shareholders would continue to have the right to:

- exercise the voting rights attached to their shares;
- receive notices of meetings and other notices issued by the Company; and
- receive dividends (if any) declared and payable by the Company from time to time, in accordance with the Constitution.

3. Arrangements for BWE securityholders to sell their securities

Following the Takeover Bid and in accordance with the compulsory buy-out requirements in Chapter 6 of the Corporations Act, AFS issued:

- a notice on 8 October 2024 to all other shareholders in BWE with an offer to buy out the remaining shares in BWE on the same terms as the offer under the Takeover Bid in accordance with section 662A of the Corporations Act; and
- a notice on 5 February 2025 to all holders of convertible securities in BWE with an offer to buy out the remaining convertible securities in BWE in accordance with section 663A of the Corporations Act.

Further, on 27 May 2025, the Board has resolved to approve the implementation of a sale facility of unmarketable parcels of shares (**Unmarketable Parcel**) pursuant to article 2.6 and Schedule 4 of the Company's constitution and ASX Listing Rule 19.12. The Company will be entitled to sell any Unmarketable Parcels of BWE shareholders (being a holding of 1,786 BWE shares or less) by way of an on-market sale if the relevant shareholder does not opt-out of the sale before the specified closing time. The key dates and terms of the sale of Unmarketable Parcels is set out in detail in the Company's ASX announcement dated 28 May 2025.

BWE will remain listed on the ASX for at least one month after the general meeting to allow shareholders to sell their shares on the ASX should they wish to do so. If the resolution is passed and BWE is to be removed from the Official List, shareholders must sell their shares before 20 October 2025 after which trading of the shares will be suspended prior to the Delisting.

Following the Delisting, BWE shares will only be capable of sale through an off-market private transaction and there will be no formal securities market or exchange in place to allow investors to dispose of their holdings following the Delisting. Shareholders wishing to accept AFS' buy-out offer or otherwise trade their BWE shares will be entitled to transfer their shares off-market to a willing third-party purchaser in accordance with the requirements of the Constitution and the Corporations Act.

4. Proposed timetable for Delisting

Event	Date*
Notice of Meeting dispatched to shareholders	Thursday, 28 August 2025
General Meeting	Monday, 22 September 2025
Results of General Meeting	Monday, 22 September 2025
Suspension from quotation	Close of trading on Monday, 20 October 2025
Removal of the Company from the Official List	Wednesday, 22 October 2025

*The dates above are indicative only and subject to change by the Company or ASX. The Company will inform shareholders of any changes to the indicative timetable referred to above by announcement made via the ASX market announcements platform.

As noted above, shareholders are advised that the Delisting not take place any earlier than one month after shareholder approval has been obtained is so that shareholders have a period of time to sell their shares on ASX should they wish to do so.

5. Remedies available to shareholders

(a) Part 2F.1 of the Corporations Act

In circumstances where a shareholder considers the Delisting to be contrary to the interests of shareholders as a whole, or oppressive to, unfairly prejudicial to, or unfairly discriminatory against a shareholder or shareholders, that shareholder may apply to the court for an order under Part 2F.1 of the Corporations Act.

The court can make any order under section 233 of the Corporations Act that it considers appropriate in relation to the Company. This may include an order that the Company be wound up or an order regulating the conduct of the Company's affairs in the future.

(b) Part 6.10 Division 2 Subdivision B of the Corporations Act

In circumstances where a shareholder considers the Delisting involves "unacceptable circumstances", that shareholder may apply to the Takeovers Panel to make a declaration of unacceptable circumstances or orders under Part 6.10 Division 2 Subdivision B of the Corporations Act (see also *Guidance Note 1: Unacceptable Circumstances* issued by the Takeovers Panel).

Pursuant to section 657D of the Corporations Act, if the Takeovers Panel has declared circumstances to be unacceptable under section 657A of the Corporations Act, it may make any order (except for an order directing a person to comply with a requirement of Chapter 6, 6A, 6B or 6C of the Corporations Act) that it thinks appropriate to (among others) to protect the rights or interests of any person or group of persons where it is satisfied that those rights or interests have been or are being affected, or will be or are likely to be affected, by the circumstances.

This announcement has been authorised for release to ASX by the Board of Directors.

ENDS

Chairman
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About BWE Drilling Limited

BWE Drilling Limited (the "Company") is a supplier of various specialised drilling services as well as blasting services to clients in the mining and construction sectors in Western Australia. The Company operates under three entities, BWE Drill & Blast Pty Ltd (formerly Dynamic Drill & Blast Pty Ltd), BWE Exploration Pty Ltd (formerly Orlando Drilling Pty Ltd) and Delmoss Nominees Pty Ltd (formerly BWE WaterWell Pty Ltd).

The Company's significant project pipeline is based around medium to long term contracts and has a highly experienced executive management team focused on quality service provision, employee safety and providing solutions.

The Company is committed to business and quality management systems that provide the framework for its personnel to achieve its customer's measurable objectives, while using continual improvement initiatives to strive for best practice performance.

Since incorporation, the Company has developed comprehensive policies, procedures and processes that aid the safe, effective and efficient provision of services.

BWE Drill & Blast Pty Ltd is a supplier of drilling and blasting services to clients in the mining and construction sectors in Western Australia. BWE Drill & Blast focuses on mining and construction projects within a range of commodity sectors, including iron ore, lithium and gold. BWE Drill & Blast also undertakes short term specialised drilling and blasting projects.

BWE Exploration Pty Ltd is a wholly owned subsidiary of the Company. BWE Exploration is a Western Australian based company providing grade control, exploration and resource definition drilling services to the mining industry since 2007, utilising its fleet of AC, RC and diamond drill rigs and experienced personnel.

Delmoss Nominees Pty Ltd is a wholly owned subsidiary of the Company, providing water related drilling and services.

Airwell Flow Testing is a division of the Company and provides water bore flow testing services utilising proprietary intellectual property and bespoke assets.

Forward-Looking Statements

This document may include forward-looking statements. Forward-looking statements include, but are not limited to, statements concerning BWE Drilling Limited's planned work and other statements that are not historical facts. When used in this document, the words such as "could," "plan," "estimate," "expect," "intend," "may," "potential," "should," and similar expressions are forward-looking statements. Although BWE Drilling Limited believes that its expectations reflected in these forward-looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that actual work will be consistent with these forward-looking statements.