



**INSTRUCTION BOOKLET
DATED 27 JUNE 2016**

**PROCEDURES FOR ACCEPTANCE OF AND
PAYMENT FOR PROVISIONAL ALLOTMENTS OF WARRANTS
UNDER THE PREFERENTIAL OFFERING**

Electronic Applications (as defined herein) through ATMs (as defined herein) may only be made through ATMs of United Overseas Bank Limited and its subsidiary, Far Eastern Bank Limited (together, the "UOB Group")

Electronic Applications made through ATMs of banks other than the UOB Group will not be accepted.

Payment for acceptance and (if applicable) application may also be made by way of Cashier's Order or Banker's Draft. Please read the sections "Important Notice" and "Procedures for Acceptance, Payment and Excess Application by Entitled Depositors" or, as the case may be, "Procedures for Acceptance, Payment and Excess Application by Entitled Scripholders" of this Instruction Booklet for further information.

IMPORTANT NOTICE

In-principle approval has been obtained from the SGX-ST for the listing of and quotation for the Warrants and the New Shares on the Main Board of the SGX-ST subject to, *inter alia*, there being a sufficient spread of holdings for the Warrants to provide for an orderly market in the Warrants. Under Rule 826 of the Listing Manual, it is provided that as a guide, the SGX-ST expects at least 100 Warrantholders for a class of company warrants. Official quotation of the Warrants and the New Shares on the Main Board of the SGX-ST is expected to commence after all conditions imposed by the SGX-ST are satisfied, all the certificates relating thereto have been issued and the notification letters from CDP have been despatched. The SGX-ST assumes no responsibility for the accuracy of any of the statements made, reports contained and/or opinions expressed in this Instruction Booklet. In-principle approval granted by the SGX-ST for the listing of and quotation for the Warrants and the New Shares on the Main Board of the SGX-ST is not to be taken as an indication of the merits of the Preferential Offering, the Warrants, the New Shares, the Shares, the Company and/or its subsidiaries. **In the event that permission is not granted by the SGX-ST for the listing of and quotation for the Warrants for any reason, Warrantholders will not be able to trade their Warrants on the SGX-ST.** However, if a holder of the Warrants were to exercise his right, subject to the terms and conditions of the Warrants, to convert his Warrants into New Shares, such New Shares will be listed and quoted on the Main Board of the SGX-ST.

The Company is not making any representation to any person regarding the legality of an investment in the Warrants, the New Shares and/or the Shares by such person under any investment or any other laws or regulations. No information in this Instruction Booklet should be considered to be business, financial, legal or tax advice. Each prospective investor should consult his own professional or other adviser for business, financial, legal or tax advice regarding an investment in the Warrants, the New Shares and/or the Shares.

This Instruction Booklet and its accompanying documents may not be used for the purpose of, and do not constitute, an offer, invitation to, or solicitation by, anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation.

The distribution of this Instruction Booklet and/or its accompanying documents may be prohibited or restricted (either absolutely or subject to various relevant securities requirements, whether legal or administrative, being complied with) in certain jurisdictions. Entitled Shareholders or any other persons having possession of this Instruction Booklet and/or its accompanying documents are advised to keep themselves informed of and observe such prohibitions and restrictions at their own expense and without liability to the Company or any other person involved in the Preferential Offering. Please refer to the Sections entitled “Eligibility of Shareholders to Participate in the Preferential Offering” of this Instruction Booklet for further information.

IMPORTANT NOTICE TO (A) INVESTORS WHO HOLD SHARES THROUGH A FINANCE COMPANY AND/OR DEPOSITORY AGENT AND (B) CPFIS MEMBERS

Investors who have subscribed for or purchased Shares through a finance company and/or Depository Agent, can only accept their provisional allotments of Warrants and (if applicable) apply for excess Warrants by instructing their respective finance companies and/or Depository Agents to do so on their behalf.

Any acceptance and/or application made directly by the above-mentioned investors through CDP, the Share Registrar or the Company, or by way of Electronic Applications, will be rejected.

The above-mentioned investors, where applicable, will receive notification letter(s) from their finance companies and/or Depository Agents, and should refer to such notification letter(s) for details of the last date and time to submit applications to their finance companies and/or Depository Agents. Such investors are advised to provide their finance companies or Depository Agents, as the case may be, with the appropriate instructions no later than the deadlines set by them in order for such intermediaries to make the relevant acceptance and (if applicable) application on their behalf by the Closing Date.

CPFIS Members can only use, subject to applicable CPF rules and regulations, monies standing to the credit of their respective CPF Investment Accounts to pay for the Exercise Price to exercise the Warrants, so long as the Warrants are allotted to them based on their shareholdings under the CPFIS. **For the avoidance of doubt, CPF Funds may not be used for the acceptance of the provisional allotments of Warrants or the application for excess Warrants.**

(A) HOLDINGS THROUGH FINANCE COMPANY AND/OR DEPOSITORY AGENT

Investors who hold Shares through a finance company and/or a Depository Agent must instruct the relevant finance company and/or Depository Agent to accept their provisional allotments of Warrants and (if applicable) apply for excess Warrants on their behalf in accordance with the terms and conditions in this Instruction Booklet.

(B) CPFIS MEMBERS

CPFIS Members can only use, subject to applicable CPF rules and regulations, monies standing to the credit of their respective CPF Investment Accounts to pay for the Exercise Price to exercise the Warrants, so long as the Warrants are allotted to them based on their shareholdings under the CPFIS. Such CPFIS Members who wish to use their CPF Funds to pay for the Exercise Price to exercise the Warrants must have sufficient funds in their CPF Investment Accounts and will need to instruct their respective CPF agent banks with whom they hold their CPF Investment Accounts, to pay for the Exercise Price to exercise the Warrants. In the case of insufficient CPF Funds or stock limit, CPFIS Members could top-up cash into their CPF Investment Accounts before instructing their respective CPF agent banks to pay for the Exercise Price to exercise the Warrants on their behalf. CPF Funds may not, however, be used to pay for the acceptance of the provisional allotments of Warrants or the application of excess Warrants.

INDICATIVE TIMETABLE OF THE PREFERENTIAL OFFERING

Shares trade ex-rights	:	20 June 2016 from 9.00 a.m.
Books Closure Date	:	22 June 2016 at 5:00 p.m.
Despatch of Instruction Booklet (together with the WEWAF or PAL, as the case may be) to the Entitled Shareholders	:	27 June 2016
Opening date and time for the Preferential Offering	:	27 June 2016 at 9.00 a.m. (9.00 a.m. for Electronic Applications through ATMs of UOB Group ⁽¹⁾)
Last date and time for acceptance and payment for provisional allotments of Warrants	:	5 July 2016 at 5.00 p.m. (9.30 p.m. for Electronic Applications through ATMs of UOB Group ⁽¹⁾)
Last date and time for application and payment for the application for excess Warrants	:	5 July 2016 at 5.00 p.m. (9.30 p.m. for Electronic Applications through ATMs of UOB Group ⁽¹⁾)
Expected date for issuance of Warrants	:	13 July 2016
Expected date for crediting of Warrants	:	14 July 2016
Expected date for refund of unsuccessful applications (if made through CDP)	:	14 July 2016
Expected date and time for commencement of trading of Warrants	:	15 July 2016 at 9.00 a.m.

Note:

⁽¹⁾ Electronic Applications through ATMs may only be made through ATMs of the Participating Bank, namely, UOB Group. Electronic Applications through ATMs of banks other than UOB Group will not be accepted.

The above timetable is indicative only and is subject to change. As at the date of this Instruction Booklet, the Company does not expect the timetable to be modified. However, the Company may, with the approval of the SGX-ST, modify the above timetable subject to any limitations under any applicable laws. In such an event, the Company will publicly announce the same through an SGXNET announcement to be posted on the website of the SGX-ST at <http://www.sgx.com>.

ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE PREFERENTIAL OFFERING

1. ENTITLED SHAREHOLDERS

Entitled Shareholders have been provisionally allotted Warrants under the Preferential Offering on the basis of their shareholdings as at the Books Closure Date, fractional entitlements (if any) being disregarded. Entitled Shareholders are entitled to participate in the Preferential Offering and to receive this Instruction Booklet, together with the WEWAF or the PAL, as the case may be, at their respective Singapore addresses. Entitled Depositors who do not receive this Instruction Booklet and the WEWAFs may obtain them from CDP for the period up to the Closing Date. Entitled Scripholders who do not receive this Instruction Booklet and the PALs may obtain them from the Share Registrar for the period up to the Closing Date.

Entitled Shareholders are at liberty to accept or decline their provisional allotments of Warrants and are eligible to apply for additional Warrants in excess of their provisional allotments under the Preferential Offering. Entitled Shareholders are prohibited from trading, transferring, assigning or otherwise dealing with (in full or in part) their (a) provisional allotments of Warrants, or (b) eligibility to apply for additional Warrants in excess of their provisional allotments under the Preferential Offering.

The procedures for, and the terms and conditions applicable to acceptances of the provisional allotments of Warrants and for the applications for excess Warrants, including the different modes of acceptance or application and payment, are contained in this Instruction Booklet, the WEWAF and the PAL.

2. FOREIGN SHAREHOLDERS

This Instruction Booklet and its accompanying documents relating to the Preferential Offering have not been and will not be lodged, registered or filed in Singapore or any jurisdiction. The distribution of this Instruction Booklet and its accompanying documents relating to the Preferential Offering may be prohibited or restricted (either absolutely or subject to various relevant securities requirements, whether legal or administrative, being complied with) in certain jurisdictions under the relevant securities laws of those jurisdictions. For practical reasons and in order to avoid any violation of the securities legislation applicable in countries other than in Singapore, the Preferential Offering is only made in Singapore and this Instruction Booklet and its accompanying documents relating to the Preferential Offering will not be despatched to Foreign Shareholders or into any jurisdiction outside Singapore.

Accordingly, Foreign Shareholders will not be entitled to participate in the Preferential Offering and no provisional allotment of Warrants will be made to Foreign Shareholders and no purported acceptance thereof or application therefor by Foreign Shareholders will be valid.

The Company reserves the right to treat as invalid any application or purported application, or decline to register such application or purported application which (a) appears to the Company or its agents to have been executed in any jurisdiction outside Singapore or which the Company believes may violate the applicable legislation of such jurisdiction, (b) provides an address outside Singapore for the receipt of the certificate(s) for the Warrants or which requires the Company to despatch the certificate(s) to an address in any jurisdiction outside Singapore, or (c) purports to exclude any deemed representation or warranty.

Notwithstanding the above, Shareholders and any other person having possession of this Instruction Booklet and/or its accompanying documents are advised to keep themselves informed of and to observe all legal requirements applicable thereto at their own expense and without liability to the Company or any other person involved in the Preferential Offering. No person in any territory outside Singapore receiving this Instruction Booklet and/or its accompanying documents may treat the same as an offer, invitation or solicitation to subscribe for any Warrants unless such offer, invitation or solicitation could lawfully be made without violating any regulation or legal requirements in such territory.

The Warrants which are not otherwise taken up or allotted for any reason shall be used to satisfy applications for excess Warrants (if any) or dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company. Fractional entitlements to the Warrants will be aggregated and used

with provisional allotments which are not taken up or allotted for any reason to satisfy excess applications for Warrants (if any) or disposed of or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit for the benefit of the Company. In the allotment of excess Warrants, preference will be given to Shareholders for rounding of odd lots, and Directors and Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Preferential Offering, or have representation (direct or through a nominee) on the board of the Company, including Mr Lim Chap Huat, will rank last in priority for rounding of odd lots and allotment of excess Warrants.

1. LISTING OF AND QUOTATION FOR WARRANTS

In-principle approval has been obtained from the SGX-ST for the listing of and quotation for the Warrants and the New Shares on the Main Board of the SGX-ST subject to, *inter alia*, there being a sufficient spread of holdings for the Warrants to provide for an orderly market in the Warrants. Under Rule 826 of the Listing Manual, it is provided that as a guide, the SGX-ST expects at least 100 Warrantholders for a class of company warrants. In-principle approval granted by the SGX-ST for the listing of and quotation for the Warrants and the New Shares on the Main Board of the SGX-ST is not to be taken as an indication of the merits of the Preferential Offering, the Warrants, the New Shares, the Shares, the Company and/or its subsidiaries.

In the event that permission is not granted by the SGX-ST for the listing of and quotation for the Warrants for any reason, Warrantholders will not be able to trade their Warrants on the SGX-ST. However, if a holder of the Warrants were to exercise his right, subject to the terms and conditions of the Warrants, to convert his Warrants into New Shares, such New Shares will be listed and quoted on the Main Board of the SGX-ST.

Upon listing and quotation on the Main Board of the SGX-ST, the Warrants and the New Shares will be traded under the book-entry (scripless) settlement system. All dealings in and transactions (including transfers) of the Warrants and the New Shares effected through the SGX-ST and/or CDP shall be made in accordance with CDP's "Terms and Conditions for Operation of Securities Accounts with The Central Depository (Pte) Limited", as the same may be amended from time to time. Copies of the above are available from CDP.

2. ARRANGEMENTS FOR SCRIPLESS TRADING

Entitled Scripholders who wish to accept the Warrants provisionally allotted to them and (if applicable) apply for excess Warrants and who wish to trade the Warrants issued to them on the SGX-ST under the book-entry (scripless) settlement system, should open and maintain Securities Accounts with CDP in their own names (if they do not already maintain such Securities Accounts) in order that the number of Warrants and, if applicable, the excess Warrants that may be allotted and issued to them may be credited by CDP into their Securities Accounts. Entitled Scripholders who wish to accept the Warrants and/or apply for the excess Warrants and have their Warrants credited into their Securities Accounts must fill in their Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) in the relevant forms comprised in the PAL. Entitled Scripholders who fail to fill in their Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) or whose particulars provided in the forms comprised in the PAL differ from those particulars in their Securities Accounts currently maintained with CDP will be issued physical certificates in their own names for the Warrants allotted to them and if applicable, the excess Warrants allotted to them. Such physical certificates, if issued, will be forwarded to them by ordinary post at their own risk but will not be valid for delivery pursuant to trades done on the SGX-ST under the book-entry (scripless) settlement system, although they will continue to be prima facie evidence for legal title.

If an Entitled Scripholder's address stated in the PAL is different from his address registered with CDP, he must inform CDP of his updated address promptly, failing which the notification letter on successful allotment and other correspondence will be sent to his address last registered with CDP.

A holder of physical certificate(s) or an Entitled Scripholder who has not deposited his physical certificate(s) with CDP but wishes to trade on the SGX-ST, must deposit his physical certificate(s) with CDP, together with the duly executed instrument(s) of transfer in favour of CDP (including any applicable fees), and have his Securities Account credited with the number of Warrants, New Shares or existing Shares, as the case may be, before he can effect the desired trade.

3. TRADING OF ODD LOTS

Shareholders should note that the Shares are quoted on the Main Board of the SGX-ST in board lot sizes of 100 Shares.

For the purposes of trading on the Main Board of the SGX-ST, each board lot of Shares and each board lot of Warrants will comprise 100 Shares and 100 Warrants, respectively.

Eligible Shareholders who hold odd lots of Shares or Warrants (that is, lots other than board lots of 100 Shares or 100 Warrants) and who wish to trade in odd lots are able to trade odd lots of Shares or Warrants on the SGX-ST's Unit Share Market. The Unit Share Market is a ready market for trading of odd lots of Shares or Warrants with a minimum size of one (1) Share or one (1) Warrant.

1. INTRODUCTION

- 1.1 Entitled Depositors are entitled to receive this Instruction Booklet and the WEWAF which forms part of this Instruction Booklet. For the purposes of this Instruction Booklet, any reference to an application by way of an Electronic Application without reference to such an Electronic Application being made through an ATM of the Participating Bank, namely, UOB Group, shall, where the Entitled Depositor is a Depository Agent, be taken to include an application made via the SGX-SSH Service. **Electronic Applications through ATMs may only be made through ATMs of the Participating Bank, namely, UOB Group. Electronic Applications through ATMs of banks other than the UOB Group will not be accepted.**

- 1.2 The provisional allotments of Warrants are governed by the terms and conditions of this Instruction Booklet, the enclosed WEWAF and (if applicable) the Constitution of the Company.

The number of Warrants provisionally allotted to each Entitled Depositor is indicated in the WEWAF (fractional entitlements, if any, having been disregarded). The Securities Accounts of Entitled Depositors have been credited by CDP with the provisional allotments of Warrants as indicated in the WEWAF. Entitled Depositors may accept their provisional allotments of Warrants in full or in part and are eligible to apply for additional Warrants in excess of their provisional allotments under the Preferential Offering. Full instructions for the acceptance of and payment for the provisional allotments of Warrants and the application and payment for excess Warrants are set out in this Instruction Booklet as well as the WEWAF.

- 1.3 If an Entitled Depositor wishes to accept his provisional allotment of Warrants specified in the WEWAF, in full or in part, and (if applicable) apply for excess Warrants in addition to the Warrants which have been provisionally allotted to him, he may do so by completing and signing the relevant sections of the WEWAF or by way of an Electronic Application. An Entitled Depositor should ensure that the WEWAF is accurately completed and signed, failing which his acceptance of the provisional allotment of Warrants and (if applicable) application for excess Warrants may be rejected.

For and on behalf of the Company, CDP reserves the right to refuse to accept any acceptance(s) and (if applicable) excess application(s) if the WEWAF is not accurately completed and signed, or if the "Free Balance" of the relevant Securities Account is not credited with, or is credited with less than, the relevant number of Warrants accepted as at the Closing Date, or for any other reason(s) whatsoever the acceptance and (if applicable) the excess application is in breach of the terms of the WEWAF or this Instruction Booklet, at CDP's absolute discretion, and to return or refund all monies received to the person(s) entitled thereto **BY CREDITING HIS/THEIR BANK ACCOUNT(S) WITH THE PARTICIPATING BANK** (if he/they accept and (if applicable) apply by way of an Electronic Application through an ATM of the Participating Bank) or **BY MEANS OF A CROSSED CHEQUE** in Singapore currency **SENT BY ORDINARY POST** to his/their mailing addresses as maintained in the records of CDP or in such other manner as he/they may have agreed with CDP for the payment of any cash distribution (if he/they accept and (if applicable) apply through CDP), as the case may be, in each case **AT HIS/THEIR OWN RISK** without interest or any share of revenue or other benefit arising therefrom.

AN ENTITLED DEPOSITOR MAY ACCEPT HIS PROVISIONAL ALLOTMENT OF WARRANTS SPECIFIED IN HIS WEWAF AND (IF APPLICABLE) APPLY FOR EXCESS WARRANTS EITHER THROUGH CDP OR BY WAY OF AN ELECTRONIC APPLICATION THROUGH AN ATM OF THE PARTICIPATING BANK AS DESCRIBED BELOW. WHERE AN ENTITLED DEPOSITOR IS A DEPOSITORY AGENT, IT MAY MAKE ITS ACCEPTANCE AND EXCESS APPLICATION (IF APPLICABLE) VIA THE SGX-SSH SERVICE.

With regard to any acceptance, application and/or payment which does not conform strictly to the instructions set out under this Instruction Booklet, the WEWAF, the PAL and/or any other application form for the Warrants and/or excess Warrants in relation to the Preferential Offering, or where the "Free Balance" of the Entitled Depositor's Securities Account is not credited with, or is credited with less than, the relevant number of Warrants subscribed for as at the Closing Date, or which does not comply with the instructions for an Electronic Application or with the terms and conditions of this Instruction Booklet, or in the case of an acceptance and/or application by the WEWAF, the PAL and/or any other application form for the Warrants and/or excess Warrants in relation to the Preferential Offering which is illegible, incomplete, incorrectly completed, unsigned, signed but not in its

originality or which is accompanied by an improperly or insufficiently drawn remittance, the Company and/or CDP may, at their/its absolute discretion, reject or treat as invalid any such acceptance, application, payment and/or other process of remittance at any time after receipt in such manner as they/it may deem fit.

The Company and/or CDP shall be entitled to process each application submitted for the acceptance of the provisional allotment of Warrants, and where applicable, each application for excess Warrants in relation to the Preferential Offering and the payment received in relation thereto, pursuant to such application, by an Entitled Depositor, on its own, without regard to any other application and payment that may be submitted by the same Entitled Depositor. For the avoidance of doubt, insufficient payment for an application may render the application invalid and evidence of payment (or overpayment) in other applications shall not constitute, or be construed as, an affirmation of such invalid application and (if applicable) application for excess Warrants.

- 1.4 **For investors who hold Shares through finance companies or Depository Agents, acceptance of the Warrants and (if applicable) application for excess Warrants must be done through the respective finance companies or Depository Agents. Any acceptance and/or application made directly through CDP, Electronic Applications, the Share Registrar and/or the Company will be rejected.**

CPFIS Members can only use, subject to applicable CPF rules and regulations, monies standing to the credit of their respective CPF Investment Accounts to pay for the Exercise Price to exercise the Warrants, so long as the Warrants are allotted to them based on their shareholdings under the CPFIS. Such CPFIS Members who wish to use their CPF Funds to pay for the Exercise Price to exercise the Warrants must have sufficient funds in their CPF Investment Accounts and will need to instruct their respective CPF agent banks with whom they hold their CPF Investment Accounts, to pay for the Exercise Price to exercise the Warrants. In the case of insufficient CPF Funds or stock limit, CPFIS Members could top-up cash into their CPF Investment Accounts before instructing their respective CPF agent banks to pay for the Exercise Price to exercise the Warrants on their behalf. CPF Funds may not, however, be used to pay for the acceptance of the provisional allotments of Warrants or the application of excess Warrants.

- 1.5 Unless expressly provided to the contrary in this Instruction Booklet and/or the WEWAF with respect to enforcement against Entitled Depositors, a person who is not a party to any contracts made pursuant to this Instruction Booklet and/or the WEWAF has no rights under the Contracts (Rights of Third Parties) Act, Chapter 53B of Singapore, to enforce any term of such contracts. Notwithstanding any term contained herein, the consent of any third party is not required for any subsequent agreement by the parties thereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.

2. MODE OF ACCEPTANCE AND APPLICATION

2.1 Acceptance/Application through CDP

If the Entitled Depositor wishes to accept the provisional allotment of Warrants and (if applicable) apply for excess Warrants through CDP, he must:

- (a) complete and sign the WEWAF. In particular, he must state in Part (C)(i) of the WEWAF the total number of Warrants provisionally allotted to him which he wishes to accept and the number of excess Warrants applied for and in Part (C)(ii) of the WEWAF the 6 digits of the Cashier's Order/Banker's Draft; and
- (b) deliver the duly completed and original signed WEWAF accompanied by **A SINGLE REMITTANCE** for payment in full for the relevant number of Warrants accepted and (if applicable) excess Warrants applied for:
 - (i) by hand to **SOILBUILD CONSTRUCTION GROUP LTD. C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, 9 NORTH BUONA VISTA DRIVE, #1-19/20 THE METROPOLIS, SINGAPORE 138588**; or

- (ii) by post in the self-addressed envelope provided, **AT THE SENDER'S OWN RISK, to SOILBUILD CONSTRUCTION GROUP LTD. C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, ROBINSON ROAD POST OFFICE, P.O. BOX 1597, SINGAPORE 903147,**

in each case, so as to arrive not later than **5.00 p.m. on 5 July 2016** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

The payment for the relevant number of Warrants accepted and (if applicable) excess Warrants applied for at the Issue Price must be made in Singapore currency in the form of a Cashier's Order or Banker's Draft drawn on a bank in Singapore and made payable to **"CDP — SOILBUILD CONST PREF OFFER ACCOUNT" and crossed "NOT NEGOTIABLE, A/C PAYEE ONLY"** with the name and Securities Account number of the Entitled Depositor clearly written in block letters on the reverse side of the Cashier's Order or Banker's Draft.

NO COMBINED CASHIER'S ORDER OR BANKER'S DRAFT FOR DIFFERENT SECURITIES ACCOUNTS OR OTHER FORMS OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE ACCEPTED.

For investors who hold Shares through finance companies or Depository Agents, acceptances of the Warrants and (if applicable) applications for excess Warrants must be done through their respective finance companies or Depository Agents. Such investors are advised to provide their finance companies or Depository Agents, as the case may be, with the appropriate instructions no later than the deadlines set by them in order for such intermediaries to make the relevant acceptance and (if applicable) application on their behalf by the Closing Date. Any acceptance and/or application made directly through CDP, Electronic Applications, the Share Registrar and/or the Company will be rejected.

Where an Entitled Depositor is a Depository Agent, it may make its acceptance and excess application (if applicable) via the SGX-SSH Service.

2.2 Acceptance through the SGX-SSH Service (for Depository Agents only)

Depository Agents may accept the provisional allotment of Warrants and (if applicable) apply for excess Warrants through the SGX-SSH Service provided by CDP as listed in Schedule 3 of the "Terms and Conditions for User Services for Depository Agents". CDP has been authorised by the Company to receive acceptances on its behalf. Such acceptances and (if applicable) applications will be deemed irrevocable and are subject to each of the terms and conditions contained in the WEWAF and this Instruction Booklet as if the WEWAF had been completed and submitted to CDP.

2.3 Insufficient Payment

If no remittance is attached or the remittance attached is less than the full amount payable for the provisional allotment of Warrants accepted by the Entitled Depositor and (if applicable) the excess Warrants applied for by the Entitled Depositor, the attention of the Entitled Depositor is drawn to paragraphs 1.3 and 5.2 of this section, which sets out the circumstances and manner in which the Company and/or CDP shall be authorised and entitled to determine and appropriate all amounts received by CDP on the Company's behalf whether under the WEWAF or any other application form for Warrants and/or excess Warrants in relation to the Preferential Offering.

2.4 Acceptance/Application by way of an Electronic Application through an ATM of the Participating Bank

Instructions for Electronic Applications through ATMs to accept the Warrants provisionally allotted or (if applicable) to apply for excess Warrants will appear on the ATM screens of the Participating Bank. Please refer to the section entitled "Additional Terms and Conditions for Electronic Applications through an ATM of a Participating Bank" of this Instruction Booklet for the additional terms and conditions for Electronic Applications through an ATM of the Participating Bank.

Electronic Applications through ATMs may only be made through ATMs of the Participating Bank, namely, UOB Group. Electronic Applications through ATMs of banks other than the UOB Group will not be accepted.

IF AN ENTITLED DEPOSITOR MAKES AN ELECTRONIC APPLICATION THROUGH AN ATM OF THE PARTICIPATING BANK, HE WOULD HAVE IRREVOCABLY AUTHORISED THE PARTICIPATING BANK TO DEDUCT THE FULL AMOUNT PAYABLE FROM HIS BANK ACCOUNT WITH SUCH PARTICIPATING BANK IN RESPECT OF SUCH APPLICATION. IN THE CASE OF AN ENTITLED DEPOSITOR WHO HAS ACCEPTED THE WARRANTS PROVISIONALLY ALLOTTED TO HIM BY WAY OF THE WEWAF AND/OR HAS APPLIED FOR EXCESS WARRANTS BY WAY OF THE WEWAF AND ALSO BY WAY OF AN ELECTRONIC APPLICATION THROUGH AN ATM OF THE PARTICIPATING BANK, THE COMPANY AND/OR CDP SHALL BE AUTHORISED AND ENTITLED TO ACCEPT HIS INSTRUCTIONS IN WHICHEVER MODE OR COMBINATION AS THE COMPANY AND/OR CDP MAY, IN THEIR/ITS ABSOLUTE DISCRETION, DEEM FIT.

2.5 Acceptance of Part of Provisional Allotments of Warrants

An Entitled Depositor may choose to accept his provisional allotment of Warrants specified in the WEWAF in full or in part.

3. COMBINATION APPLICATION

In the event that the Entitled Depositor accepts his provisional allotments of Warrants by way of the WEWAF and also by way of Electronic Application(s) and/or has applied for excess Warrants by way of the WEWAF and also by way of Electronic Application(s), the Company and/or CDP shall be authorised and entitled to accept his instructions in whichever mode or combination as the Company and/or CDP may, in their/its absolute discretion, deem fit. Without prejudice to the generality of the foregoing, in such a case, the Entitled Depositor shall be regarded as having irrevocably authorised the Company and/or CDP to apply all amounts received whether under the WEWAF and (if applicable) any other acceptance of Warrants provisionally allotted to him and/or application for excess Warrants (including an Electronic Application(s)) in whichever mode or combination as the Company and/or CDP may, in their/its absolute discretion, deem fit.

4. ILLUSTRATIVE EXAMPLES (ASSUMPTION: ON THE BASIS OF ONE (1) WARRANT FOR EVERY FOUR (4) SHARES AT AN ISSUE PRICE OF S\$0.05)

As an illustration, if an Entitled Depositor has 1,000 Shares standing to the credit of his Securities Account as at the Books Closure Date, the Entitled Depositor will be provisionally allotted 250 Warrants as set out in his WEWAF. The Entitled Depositor's alternative courses of action, and the necessary procedures to be taken under each course of action, are summarised below:

Alternatives	Procedures to be taken
(a) Accept his entire provisional allotment of 250 Warrants and (if applicable) apply for excess Warrants	(1) Accept his entire provisional allotment of 250 Warrants and (if applicable) apply for excess Warrants by way of an Electronic Application through an ATM of the Participating Bank as described herein not later than 9.30 p.m. on 5 July 2016 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or (2) Complete and sign the WEWAF in accordance with the instructions contained therein for the acceptance in full of his provisional allotment of 250 Warrants and (if applicable) the number of excess Warrants applied for and forward the original signed WEWAF together with a single remittance for S\$12.50 (or, if applicable, such amount

in respect of the total number of Warrants accepted and excess Warrants applied for) by way of a Cashier's Order or Banker's Draft drawn in Singapore currency on a bank in Singapore, and made payable to **"CDP — SOILBUILD CONST PREF OFFER ACCOUNT"** and crossed **"NOT NEGOTIABLE, A/C PAYEE ONLY"** for the full amount due on acceptance and (if applicable) application, by hand to **SOILBUILD CONSTRUCTION GROUP LTD. C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, at 9 NORTH BUONA VISTA DRIVE, #1-19/20 THE METROPOLIS, SINGAPORE 138588** or by post, at his own risk, in the self-addressed envelope provided to **SOILBUILD CONSTRUCTION GROUP LTD. C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, ROBINSON ROAD POST OFFICE P.O. BOX 1597, SINGAPORE 903147** so as to arrive not later than **5.00 p.m. on 5 July 2016** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) and with the name and Securities Account number of the Entitled Depositor clearly written in block letters on the reverse side of the Cashier's Order or Banker's Draft.

NO COMBINED CASHIER'S ORDER OR BANKER'S DRAFT FOR DIFFERENT SECURITIES ACCOUNTS OR OTHER FORMS OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE ACCEPTED.

(b) Accept a portion of his provisional allotment of Warrants, for example his entitlement to 100 provisionally allotted Warrants, and reject the balance

(1) Accept his provisional allotment of 100 Warrants by way of an Electronic Application through an ATM of the Participating Bank as described herein not later than **9.30 p.m. on 5 July 2016** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or

(2) Complete and sign the WEWAF in accordance with the instructions contained therein for the acceptance of his provisional allotment of 100 Warrants and forward the original signed WEWAF, together with a single remittance for S\$5.00, in the prescribed manner described in alternative (a)(2) above to CDP so as to arrive not later than **5.00 p.m. on 5 July 2016** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

The balance of the provisional allotment of 150 Warrants which is not accepted by the Entitled Depositor will automatically lapse and cease to be available for acceptance by that Entitled Depositor if an acceptance is not made through an ATM of the Participating Bank by **9.30 p.m. on 5 July 2016** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) or if an acceptance is not made through CDP by **5.00 p.m. on 5 July 2016** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

5. TIMING AND OTHER IMPORTANT INFORMATION

5.1 Timing

THE LAST TIME AND DATE FOR ACCEPTANCES OF AND (IF APPLICABLE) EXCESS APPLICATIONS AND PAYMENT FOR THE WARRANTS IN RELATION TO THE PREFERENTIAL OFFERING IS:

- (A) 9.30 P.M. ON 5 JULY 2016 (OR SUCH OTHER TIME(S) AND/OR DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE COMPANY) IF ACCEPTANCE AND (IF APPLICABLE) EXCESS APPLICATION AND PAYMENT FOR THE WARRANTS IS MADE THROUGH AN ATM OF THE PARTICIPATING BANK; AND**
- (B) 5.00 P.M. ON 5 JULY 2016 (OR SUCH OTHER TIME(S) AND/OR DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE COMPANY) IF ACCEPTANCE AND (IF APPLICABLE) EXCESS APPLICATION AND PAYMENT FOR THE WARRANTS IS MADE THROUGH CDP OR SGX-SSH SERVICE.**

If acceptance of and (if applicable) excess application and payment for the Warrants in the prescribed manner as set out in the WEWAF and this Instruction Booklet is not received through an ATM of the Participating Bank by **9.30 p.m. on 5 July 2016** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) or through CDP by **5.00 p.m. on 5 July 2016** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) from any Entitled Depositor, the provisional allotments of Warrants shall be deemed to have been declined and shall forthwith lapse and become void and cease to be capable of acceptance, and such provisional allotments not so accepted will be used to satisfy excess applications, if any, or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit. All monies received in connection therewith will be returned or refunded by CDP for and on behalf of the Company to the Entitled Depositors without interest or any share of revenue or other benefit arising therefrom, by means of a crossed cheque in Singapore currency drawn on a bank in Singapore and sent **BY ORDINARY POST** to their mailing addresses as maintained in the records of CDP or in such other manner as they may have agreed with CDP for the payment of any cash distribution (where acceptance and/or application has been made through CDP), or by crediting their accounts with the Participating Bank (where acceptance and/or application has been made through Electronic Application at the ATMs) and **AT THE ENTITLED DEPOSITORS' OWN RISK.**

IF ANY ENTITLED DEPOSITOR IS IN ANY DOUBT AS TO THE ACTION HE SHOULD TAKE, HE SHOULD CONSULT HIS STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

5.2 Appropriation

Without prejudice to paragraph 1.3 of this section, an Entitled Depositor should note that:

- (a) by accepting his provisional allotment of Warrants and/or applying for excess Warrants, he acknowledges that, in the case where the amount of remittance payable to the Company in respect of his acceptance

of the Warrants provisionally allotted to him and (if applicable) in respect of his application for excess Warrants as per the instructions received by CDP whether under the WEWAF and/or in any other application form for Warrants and/or excess Warrants in relation to the Preferential Offering, differs from the amount actually received by CDP, the Company and/or CDP shall be authorised and entitled to determine and appropriate all amounts received by CDP on the Company's behalf for each application on its own whether under the WEWAF and/or any other application form for Warrants and/or excess Warrants in relation to the Preferential Offering as follows: firstly, towards payment of all amounts payable in respect of his acceptance of the Warrants provisionally allotted to him; and secondly, (if applicable) towards payment of all amounts payable in respect of his application for excess Warrants. The determination and appropriation by the Company and/or CDP shall be conclusive and binding;

- (b) if the Entitled Depositor has attached a remittance to the WEWAF and/or any other application form for Warrants and/or excess Warrants in relation to the Preferential Offering made through CDP, he would have irrevocably authorised the Company and/or CDP, in applying the amounts payable for his acceptance of the Warrants and (if applicable) his application for excess Warrants, to apply the amount of the remittance which is attached to the WEWAF and/or any other application form for Warrants and/or excess Warrants in relation to the Preferential Offering made through CDP; and
- (c) in the event that the Entitled Depositor accepts the Warrants provisionally allotted to him by way of the WEWAF and/or has applied for excess Warrants by way of the WEWAF and also by way of an Electronic Application, the Company and/or CDP shall be authorised and entitled to accept his instructions in whichever mode or combination as the Company and/or CDP may, in their/its absolute discretion, deem fit. Without prejudice to the generality of the foregoing, in such a case, the Entitled Depositor shall be regarded as having irrevocably authorised the Company and/or CDP to apply all amounts received whether under the WEWAF and/or any other acceptance and/or excess application for Warrants (including an Electronic Application) in whichever mode or combination as the Company and/or CDP may, in their/its absolute discretion, deem fit.

5.3 Availability of Excess Warrants

The excess Warrants available for application are subject to the terms and conditions contained in the WEWAF, this Instruction Booklet and (if applicable) the Constitution of the Company. Applications for excess Warrants will, at the Directors' absolute discretion, be satisfied from such Warrants as are not validly taken up by the Entitled Shareholders or the original allottee(s) of the provisional allotments of Warrants together with the aggregated fractional entitlements to the Warrants and any Warrants that are otherwise not allotted for whatever reason in accordance with the terms and conditions contained in the WEWAF, this Instruction Booklet and (if applicable) the Constitution of the Company. In the event that applications are received by the Company for more excess Warrants than are available, the excess Warrants available will be allotted in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company. In the allotment of excess Warrants, preference will be given to Shareholders for the rounding of odd lots, and Directors and Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Preferential Offering, or have representation (direct or through a nominee) on the board of the Company, including Mr Lim Chap Huat, will rank last in priority for rounding of odd lots and allotment of excess Warrants. The Company reserves the right to refuse any application for excess Warrants, in full or in part, without assigning any reason whatsoever therefor. **CDP TAKES NO RESPONSIBILITY FOR ANY DECISION THAT THE DIRECTORS MAY MAKE.** In the event that the number of excess Warrants allotted to an Entitled Depositor is less than the number of excess Warrants applied for, the Entitled Depositor shall be deemed to have accepted the number of excess Warrants actually allotted to him.

If no excess Warrants are allotted or if the number of excess Warrants allotted is less than that applied for, the amount paid on application or the surplus application monies, as the case may be, will be returned or refunded to such Entitled Depositors, without interest or any share of revenue or other benefit arising therefrom, within three (3) business days after the date of commencement of crediting of the Warrants, by crediting their bank accounts with the Participating Bank **AT THEIR OWN RISK** (if they had applied for excess Warrants by way of an Electronic Application through an ATM of the Participating Bank), the receipt by such banks being a good discharge to the Company and CDP of their obligations, if any, thereunder, or by means of a crossed cheque in Singapore currency drawn on a bank in Singapore and sent **BY ORDINARY POST** to their mailing addresses as maintained in the records of CDP or in such other manner as they may have agreed with CDP for the payment of any cash distribution **AT THEIR OWN RISK** (if they had applied for excess Warrants through CDP).

5.4 Deadlines

It should be particularly noted that unless:

- (a) acceptance of the provisional allotments of Warrants is made by the Entitled Depositors by way of an Electronic Application through an ATM of the Participating Bank and payment of the full amount payable for such Warrants is effected by **9.30 p.m. on 5 July 2016** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company);
- (b) the duly completed and original signed WEWAF accompanied by a single remittance for the full amount payable for the relevant number of Warrants accepted and (if applicable) excess Warrants applied for at the Issue Price, made in Singapore currency in the form of a Cashier's Order or Banker's Draft drawn on a bank in Singapore and made payable to "**CDP — SOILBUILD CONST PREF OFFER ACCOUNT**" and crossed "**NOT NEGOTIABLE, A/C PAYEE ONLY**" with the names and Securities Account numbers of the Entitled Depositors clearly written in block letters on the reverse side of the Cashier's Order or Banker's Draft is submitted by hand to **SOILBUILD CONSTRUCTION GROUP LTD. C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, at 9 NORTH BUONA VISTA DRIVE, #1-19/20 THE METROPOLIS, SINGAPORE 138588** or by post in the self-addressed envelope provided, **AT THE SENDER'S OWN RISK**, to **SOILBUILD CONSTRUCTION GROUP LTD. C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, ROBINSON ROAD POST OFFICE P.O. BOX 1597, SINGAPORE 903147** by **5.00 p.m. on 5 July 2016** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or
- (c) acceptance is made by a Depository Agent via the SGX-SSH Service and payment in Singapore currency by way of telegraphic transfer by the Depository Agent for the Warrants is effected by **5.00 p.m. on 5 July 2016** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company),

the provisional allotments of Warrants will be deemed to have been declined and shall forthwith lapse and become void and cease to be capable of acceptance.

All monies received in connection therewith will be returned or refunded to the Entitled Depositors without interest or any share of revenue or other benefit arising therefrom by means of a crossed cheque in Singapore currency drawn on a bank in Singapore and sent **BY ORDINARY POST** to their mailing addresses as maintained in the records of CDP or in such other manner as they may have agreed with CDP for the payment of any cash distribution (where acceptance and/or application has been made through CDP), or by crediting their accounts with the Participating Bank (where acceptance and/or application has been made by way of an Electronic Application through an ATM of the Participating Bank), and **AT THE ENTITLED DEPOSITORS' OWN RISK**.

ACCEPTANCES AND/OR APPLICATIONS ACCOMPANIED BY ANY OTHER FORMS OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL NOT BE ACCEPTED.

5.5 Certificates

The certificates for the Warrants and excess Warrants will be registered in the name of CDP or its nominee. Upon the crediting of the Warrants and excess Warrants, CDP will send to the mailing address of each of the Entitled Depositors as maintained in the records of CDP, **BY ORDINARY POST AND AT THE ENTITLED DEPOSITOR'S OWN RISK**, a notification letter showing the number of Warrants and excess Warrants credited to the Securities Account of the Entitled Depositor.

5.6 General

For reasons of confidentiality, CDP will not entertain telephone enquiries relating to the number of Warrants provisionally allotted and credited to the Securities Account of the Entitled Depositors. The Entitled Depositors can verify the number of Warrants provisionally allotted and credited to their respective Securities Accounts online if they have registered for CDP Internet Access or through the CDP Automated Phone Services Hotline number (65) 6535-7511 using their telephone pin (T-Pin). Alternatively, they may proceed personally to CDP

with their identity card or passport to verify the number of Warrants provisionally allotted and credited to their Securities Account.

It is the responsibility of the Entitled Depositors to ensure that the WEWAF is accurately completed in all respects and signed. The Company and/or CDP will be authorised and entitled to reject any acceptance and/or application which does not comply with the terms and instructions contained herein and in the WEWAF, or which is otherwise incomplete, incorrect, unsigned, signed but not in its originality or invalid in any respect. Any decision to reject the WEWAF on the grounds that it has been signed but not in its originality, incompletely, incorrectly or invalidly signed, completed or submitted will be final and binding, and neither CDP nor the Company accepts any responsibility or liability for the consequences of such a decision.

EXCEPT AS SPECIFICALLY PROVIDED FOR IN THIS INSTRUCTION BOOKLET, ACCEPTANCE OF THE PROVISIONAL ALLOTMENT OF WARRANTS AND (IF APPLICABLE) APPLICATION FOR EXCESS WARRANTS IS IRREVOCABLE.

No receipt or acknowledgement will be given for any submissions sent by post, deposited into boxes located at CDP's premises or submitted by hand at CDP's counters. The Entitled Depositors can check the status of their acceptance of the provisional allotment of Warrants and (if applicable) their application for excess Warrants through the CDP Automated Phone Services Hotline number (65) 6535-7511 using their T-Pin.

CDP Phone User Guide

1. Dial (65) 6535-7511
2. Press '1' for English; Press '2' for Mandarin
3. Press '3' for 'Corporate Actions Announcement and Transactions'
4. Press '2' for your rights application status
5. Enter your 12 digit CDP securities account number
6. Enter your six (6) digit telephone pin

All communications, notices, documents and remittances to be delivered or sent to the Entitled Depositors will be sent **BY ORDINARY POST** to their respective mailing addresses in Singapore as maintained in the records of CDP, and **AT THEIR OWN RISK**.

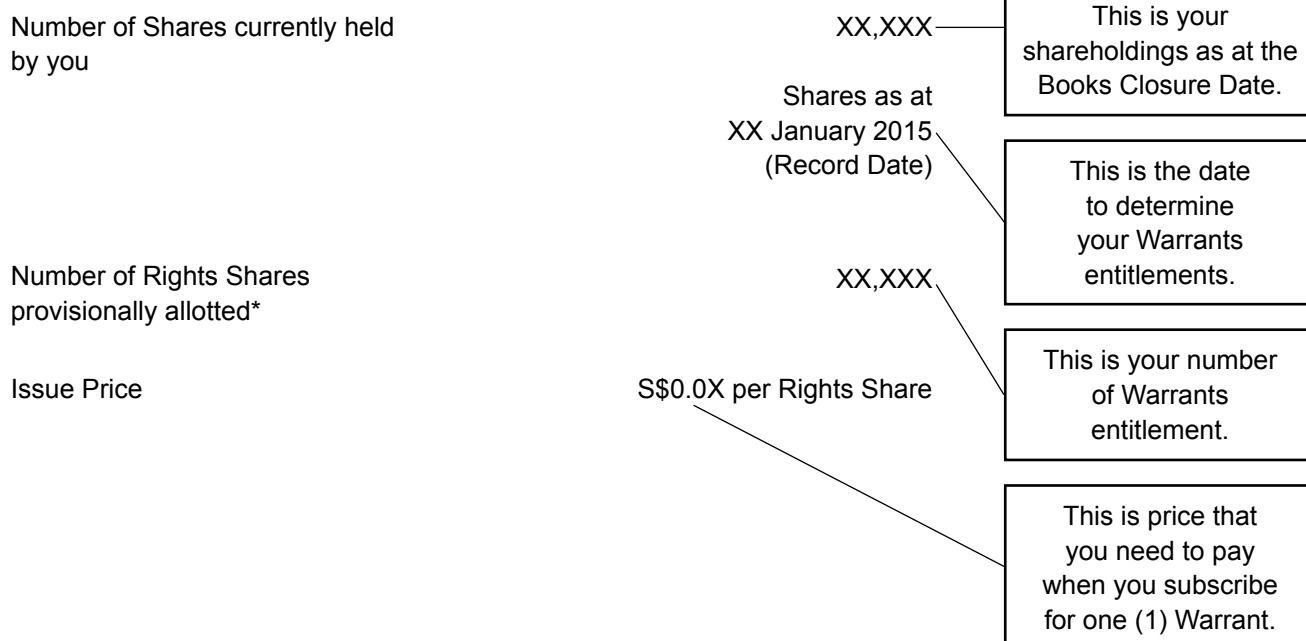
5.7 Personal Data Privacy

By completing and delivering an WEWAF and in the case of an Electronic Application, by pressing the "Enter" or "OK" or "Confirm" or "Yes" key, an Entitled Depositor (i) consents to the collection, use and disclosure of his personal data by the Participating Bank, the Share Registrar, Securities Clearing and Computer Services (Pte) Limited, CDP, CPF Board, the SGX-ST and the Company (the "**Relevant Persons**") for the purpose of facilitating his application for the Warrants, and in order for the Relevant Persons to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where he discloses the personal data of another person, such disclosure is in compliance with applicable law, and (iii) agrees that he will indemnify the Relevant Persons in respect of any penalties, liabilities, claims, demands, losses and damages as a result of his breach of warranty.

6. PROCEDURE TO COMPLETE THE WEWAF

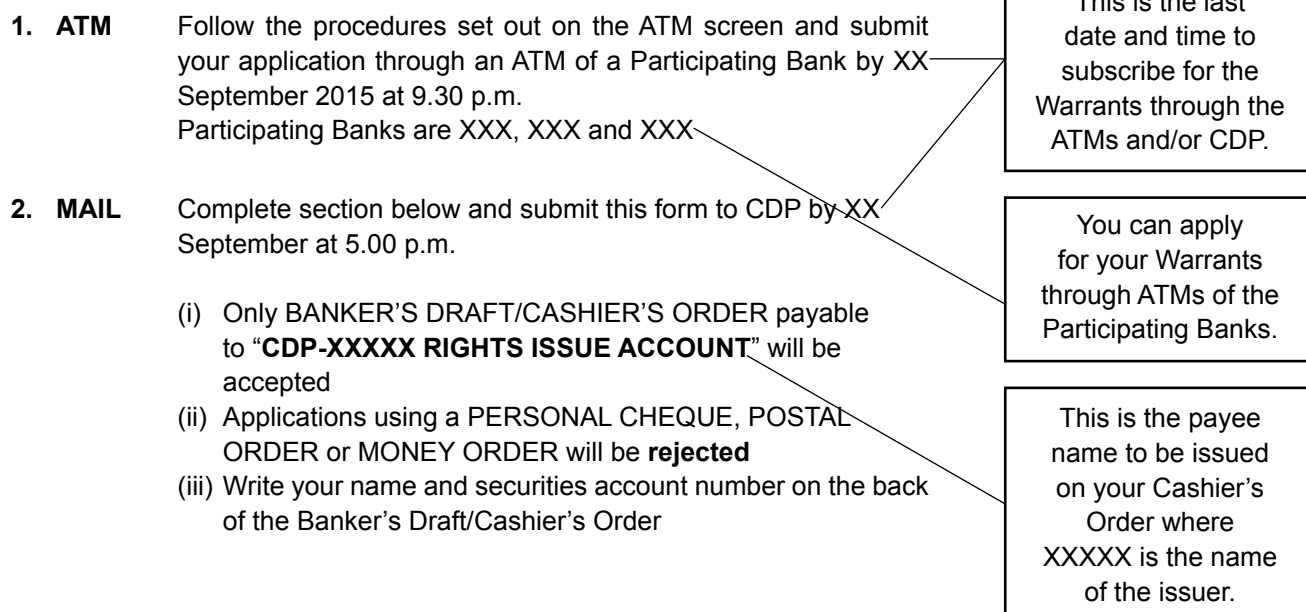
6.1 Know your holdings and entitlement

A. KNOW YOUR HOLDINGS & ENTITLEMENT



6.2 Select your application options

B. SELECT YOUR APPLICATION OPTIONS



Note: Please refer to the WEWAF for the actual holdings, entitlements, Books Closure Date, Issue Price, Closing Date for subscription, list of participating ATM banks and payee name on the Cashier's Order.

Declaration

C. DECLARATION

Please read the instructions overleaf and fill in the blanks below accordingly.

i. Total Number of Rights Shares Applied:
(Provisionally Allotted + Excess Rights Shares)

[illegible]

Fill in the total number of the Warrants and excess Warrants that you wish to subscribe for within the boxes.

ii. Cashier's Order/Banker's Draft Details:
(Input last 6 digits of CO/BD)

--	--	--	--	--	--

Fill in the 6 digits of
the CO / BD number
(eg.001764) within
the boxes.

--	--

Sign within the box.

Signature of Shareholder(s)

Date _____

Notes:

- (i) If the total number of Warrants applied exceeds the provisional allotted holdings in your CDP Securities Account as at Closing Date, the remaining application will be put under excess and subjected to the excess allocation basis.
- (ii) The total number of Warrants applied for will be based on cash amount stated in your Cashier's Order/Banker's Draft. The total number of Warrants will be appropriated accordingly if the applied quantity exceeds this amount.
- (iii) Please note to submit one Cashier's Order per application form.

6.4 Sample of a Cashier's Order

CASHIER'S ORDER

DATE

PAY CDP - RIGHTS ISSUE ACCOUNT

SINGAPORE DOLLARS **SEVEN THOUSAND SIX HUNDRED ONLY**

OR ORDER

\$S 7,600.00

BANK REF. : 0105085000052 \$1

VALID FOR SIX MONTHS ONLY FROM DATE OF ISSUE

⑆⑆001764⑈777105⑆1050999997⑈

ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATIONS THROUGH AN ATM OF THE PARTICIPATING BANK

The procedures for Electronic Applications through ATMs of the Participating Bank are set out on the ATM screens of the Participating Bank (“**Steps**”). Please read carefully the terms and conditions of this Instruction Booklet, the Steps and the terms and conditions for Electronic Applications through an ATM of the Participating Bank set out below before making an Electronic Application through an ATM of the Participating Bank. Any Electronic Application through an ATM of the Participating Bank which does not strictly conform to the instructions set out on the screens of the ATM of the Participating Bank through which the Electronic Application is made will be rejected.

Electronic Applications through ATMs may only be made through ATMs of the Participating Bank, namely, UOB Group. Electronic Applications through ATMs of banks other than the UOB Group will not be accepted.

Any reference to the “**Applicant**” in the terms and conditions for Electronic Applications through an ATM of the Participating Bank and the Steps shall mean the Entitled Depositor who accepts the provisional allotments of Warrants or who applies for the Warrants through an ATM of the Participating Bank. An Applicant must have an existing bank account with, and be an ATM cardholder of, the Participating Bank before he can make an Electronic Application through an ATM of the Participating Bank. The actions that the Applicant must take at ATMs of the Participating Bank are set out on the ATM screens of the Participating Bank. Upon the completion of his Electronic Application transaction through an ATM of the Participating Bank, the Applicant will receive an ATM transaction slip (“**Transaction Record**”), confirming the details of his Electronic Application. The Transaction Record is for retention by the Applicant and should not be submitted with any WEWAF.

An Applicant, including one who has a joint bank account with the Participating Bank, must ensure that he enters his own Securities Account number when using the ATM card issued to him by the Participating Bank in his own name. Using his own Securities Account number with an ATM card which is not issued to him by the Participating Bank in his own name will render his acceptance or (as the case may be) excess application liable to be rejected.

For investors who hold Shares through finance companies or Depository Agents, acceptances of the provisional allotment of Warrants and (if applicable) applications for excess Warrants must be done through their respective finance companies or Depository Agents respectively. Such investors are advised to provide their finance companies or Depository Agents, as the case may be, with the appropriate instructions no later than the deadlines set by them in order for such intermediaries to make the relevant acceptance and (if applicable) application on their behalf by the Closing Date. Any acceptance and/or application made directly through CDP, Electronic Applications, the Share Registrar and/or the Company will be rejected.

The Electronic Application through an ATM of the Participating Bank shall be made on, and subject to, the terms and conditions of this Instruction Booklet including, but not limited to, the terms and conditions appearing below:

1. In connection with his Electronic Application through an ATM of the Participating Bank for the Warrants, the Applicant is required to confirm statements to the following effect in the course of activating the ATM of the Participating Bank for his Electronic Application:
 - (a) **that he has received a copy of this Instruction Booklet and has read, understood and agreed to all the terms and conditions of acceptance of and (as the case may be) application for the Warrants under the Preferential Offering and this Instruction Booklet prior to effecting the Electronic Application and agrees to be bound by the same; and**
 - (b) **that he consents to the disclosure of his name, NRIC/passport number, address, nationality, Securities Account number and application details (the “Relevant Particulars”) from his account with that Participating Bank to the Share Registrar, CDP, warrant agent, Securities Clearing and Computer Services (Pte) Limited, CPF Board, the SGX-ST and the Company (the “Relevant Parties”).**

His application will not be successfully completed and cannot be recorded as a completed transaction in the ATM of the Participating Bank unless he presses the “Enter” or “OK” or “Confirm” or “Yes” key, as the case may be.

By doing so, the Applicant shall be treated as signifying his confirmation of each of the two statements above. In respect of statement 1(b) above, his confirmation, by pressing the “Enter” or “OK” or “Confirm” or “Yes” key, as the case may be, shall signify and shall be treated as his written permission, given in accordance with the relevant laws of Singapore including Section 47(2) and the Third Schedule of the Banking Act, Chapter 19 of Singapore, to the disclosure by the Participating Bank of the Relevant Particulars to the Relevant Parties.

2. An Applicant may make an Electronic Application through an ATM of the Participating Bank for the Warrants using cash only by authorising the Participating Bank to deduct the full amount payable from his bank account with such Participating Bank.
3. The Applicant irrevocably agrees and undertakes to subscribe for and to accept up to the aggregate of the number of Warrants provisionally allotted and excess Warrants applied for as stated on the Transaction Record or the number of Warrants standing to the credit of the “Free Balance” of his Securities Account as at the Closing Date (whichever is the lesser number). In the event that the Company decides to allot any lesser number of excess Warrants or not to allot any number of excess Warrants to the Applicant, the Applicant agrees to accept the Company’s decision as final and binding.
4. If the Applicant’s Electronic Application through an ATM of the Participating Bank is successful, his confirmation (by his action of pressing the “Enter” or “OK” or “Confirm” or “Yes” key, as the case may be, on the ATM screen of the Participating Bank) of the number of Warrants accepted and/or excess Warrants applied for shall signify and shall be treated as his acceptance of the number of Warrants accepted and/or excess Warrants applied for that may be allotted to him.
5. In the event that the Applicant accepts the Warrants both by way of the WEWAF and also by Electronic Application through an ATM of the Participating Bank, the Company and/or CDP shall be authorised and entitled to accept the Applicant’s instructions in whichever mode or a combination thereof as the Company and/or CDP may, in their/its absolute discretion, deem fit. In determining the number of Warrants which the Applicant has validly given instructions to accept, the Applicant shall be deemed to have irrevocably given instructions to accept the lesser of the number of provisionally allotted Warrants which are standing to the credit of the “Free Balance” of his Securities Account as at the Closing Date and the aggregate number of Warrants which have been accepted by the Applicant by way of the WEWAF and by Electronic Application through an ATM of the Participating Bank. The Company and/or CDP, in determining the number of Warrants which the Applicant has validly given instructions to accept, shall be authorised and entitled to have regard to the aggregate amount of payment received for the acceptance of Warrants, whether by way of Cashier’s Order or Banker’s Draft drawn on a bank in Singapore accompanying the WEWAF, or by way of the acceptance through Electronic Application through an ATM of the Participating Bank, which he has authorised or deemed to have authorised to be applied towards the payment in respect of his acceptance.
6. If applicable, in the event that the Applicant applies for excess Warrants both by way of the WEWAF and also by Electronic Application through an ATM of the Participating Bank, the Company and/or CDP shall be authorised and entitled to accept the Applicant’s instructions in whichever mode or a combination thereof as the Company and/or CDP may, in their/its absolute discretion, deem fit. In determining the number of excess Warrants which the Applicant has validly given instructions for the application of, the Applicant shall be deemed to have irrevocably given instructions to apply for and agreed to accept such number of excess Warrants not exceeding the aggregate number of excess Warrants for which he has applied by way of the WEWAF and by way of application through Electronic Application through an ATM of the Participating Bank. The Company and/or CDP, in determining the number of excess Warrants which the Applicant has given valid instructions for the application of, shall be authorised and entitled to have regard to the aggregate amount of payment received for the application for the excess Warrants, whether by way of Cashier’s Order or Banker’s Draft drawn on a bank in Singapore accompanying the WEWAF, or by way of application through Electronic Application through an ATM of the Participating Bank, which he has authorised or deemed to have authorised to be applied towards the payment in respect of his application.
7. The Applicant irrevocably requests and authorises the Company to:
 - (a) register or to procure the registration of the Warrants allotted to the Applicant in the name of CDP for deposit into his Securities Account;
 - (b) return or refund (without interest or any share of revenue or other benefit arising therefrom) the

acceptance/application monies, should his Electronic Application through an ATM of the Participating Bank in respect of the Warrants not be accepted and/or excess Warrants applied for not be accepted by the Company for any reason, by automatically crediting the Applicant's bank account with his Participating Bank with the relevant amount within fourteen (14) days after the Closing Date; and

- (c) return or refund (without interest or any share of revenue or other benefit arising therefrom) the balance of the application monies, should his Electronic Application through an ATM of the Participating Bank for excess Warrants be accepted in part only, by automatically crediting the Applicant's bank account with his Participating Bank with the relevant amount within fourteen (14) days after the Closing Date.

8. **BY MAKING AN ELECTRONIC APPLICATION THROUGH AN ATM OF THE PARTICIPATING BANK, THE APPLICANT CONFIRMS THAT HE IS NOT ACCEPTING/APPLYING FOR THE WARRANTS AS A NOMINEE OF ANY OTHER PERSON.**
9. The Applicant irrevocably agrees and acknowledges that his Electronic Application through an ATM of the Participating Bank is subject to risks of electrical, electronic, technical and computer-related faults and breakdowns, fires, acts of God, mistakes, losses and theft (in each case whether or not within the control of CDP, the Participating Bank, the Company and/or the Share Registrar) and any events whatsoever beyond the control of CDP, the Participating Bank, the Company and/or the Share Registrar, and if, in any such event, CDP, the Participating Bank, the Company and/or the Share Registrar do not record or receive the Applicant's Electronic Application through an ATM of the Participating Bank by **9.30 p.m. on 5 July 2016** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), or such data or the tape containing such data is lost, corrupted, destroyed or not otherwise accessible, whether wholly or partially for whatever reason, the Applicant shall be deemed not to have made an Electronic Application through an ATM of the Participating Bank and the Applicant shall have no claim whatsoever against CDP, the Participating Bank, the Company, the Directors and/or the Share Registrar and their respective officers for any purported acceptance thereof and (if applicable) excess application therefor, or for any compensation, loss or damage in connection therewith or in relation thereto.
10. **Electronic Applications may only be made through ATMs of the Participating Bank, namely, UOB Group, from Mondays to Saturdays between 7.00 a.m. to 9.30 p.m., excluding public holidays.**
11. Electronic Applications through ATMs of the Participating Bank shall close at **9.30 p.m. on 5 July 2016** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).
12. All particulars of the Applicant in the records of his Participating Bank at the time he makes his Electronic Application through an ATM of his Participating Bank shall be deemed to be true and correct and the Participating Bank and the Relevant Parties shall be entitled to rely on the accuracy thereof. If there has been any change in the particulars of the Applicant after the time of the making of his Electronic Application through an ATM of his Participating Bank, the Applicant shall promptly notify his Participating Bank.
13. The Applicant must have sufficient funds in his bank account(s) with his Participating Bank at the time he makes his Electronic Application through an ATM of his Participating Bank, failing which his Electronic Application will not be completed. Any Electronic Application made through ATMs of the Participating Bank which does not strictly conform to the instructions set out on the ATM screens of such Participating Banks will be rejected.
14. Where an Electronic Application through an ATM of the Participating Bank is not accepted, it is expected that the full amount of the acceptance/application monies will be returned or refunded in Singapore currency (without interest or any share of revenue or other benefit arising therefrom) to the Applicant by being automatically credited to the Applicant's bank account with the Participating Bank within three (3) business days after the date of commencement of crediting of the Warrants. An Electronic Application through an ATM of the Participating Bank may also be accepted in part, in which case the balance amount of acceptance/application monies will be refunded on the same terms.

15. In consideration of the Company arranging for the Electronic Application facility through the ATMs of the Participating Bank and agreeing to close the Preferential Offering at **9.30 p.m. on 5 July 2016** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), and by making and completing an Electronic Application through an ATM of the Participating Bank, the Applicant agrees that:
- (a) his Electronic Application is irrevocable (whether or not, to the extent permitted by law, any supplementary document or replacement document is lodged with the Authority);
 - (b) his Electronic Application, the acceptance by the Company and the contract resulting therefrom shall be governed by and construed in accordance with the laws of Singapore and he irrevocably submits to the exclusive jurisdiction of the Singapore courts;
 - (c) none of the Company, CDP, the Participating Bank nor the Share Registrar shall be liable for any delays, failures or inaccuracies in the recording, storage or in the transmission or delivery of data relating to his Electronic Application to the Company or CDP due to a breakdown or failure of transmission, delivery or communication facilities or any risks referred to in paragraph 9 above or to any cause beyond their respective control;
 - (d) he will not be entitled to exercise any remedy of rescission for misrepresentation at any time after his acceptance of the provisionally allotted Warrants and (if applicable) his application for excess Warrants;
 - (e) in respect of the Warrants for which his Electronic Application has been successfully completed and not rejected, acceptance of the Applicant's Electronic Application shall be constituted by written notification by or on behalf of the Company and not otherwise, notwithstanding any payment received by or on behalf of the Company; and
 - (f) unless expressly provided to the contrary in this Instruction Booklet and/or the Electronic Application, a person who is not a party to any contracts made pursuant to this Instruction Booklet and/or the Electronic Application has no rights under the Contracts (Rights of Third Parties) Act, Chapter 53B of Singapore, to enforce any term of such contracts. Notwithstanding any term contained herein, the consent of any third party is not required for any subsequent agreement by the parties thereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.
16. The Applicant should ensure that his personal particulars as recorded by both CDP and the Participating Bank are correct and identical; otherwise, his Electronic Application through an ATM of the Participating Bank may be liable to be rejected. The Applicant should promptly inform CDP of any change in his address, failing which the notification letter on successful allotment and other correspondence will be sent to his address last registered with CDP.
17. The existence of a trust will not be recognised. Any Electronic Application through an ATM of the Participating Bank by an Applicant must be made in his own name and without qualification. The Company will reject any application by any person acting as nominee.
18. In the event that the Applicant accepts or subscribes for the provisionally allotted Warrants or (if applicable) applies for excess Warrants, as the case may be, by way of the WEWAF and/or by way of Electronic Application through any ATM of the Participating Bank, the provisionally allotted Warrants and/or excess Warrants will be allotted in such manner as the Company and/or CDP may, in their/its absolute discretion, deem fit and the surplus acceptance and (if applicable) application monies, as the case may be, will be returned or refunded, without interest or any share of revenue or other benefit arising therefrom, within fourteen (14) days after the Closing Date by any one or a combination of the following:
- (a) by means of a crossed cheque in Singapore currency sent **BY ORDINARY POST** to his mailing address as maintained in the records of CDP or in such other manner as he may have agreed with CDP for the payment of any cash distribution **AT HIS OWN RISK** if he accepts and (if applicable) applies through CDP; and

- (b) by crediting the Applicant's bank account with the Participating Bank **AT HIS OWN RISK** if he accepts and (if applicable) applies through an ATM of that Participating Bank, the receipt by such bank being a good discharge of the Company's and CDP's obligations.

19. The Applicant hereby acknowledges that, in determining the total number of Warrants represented by the provisional allotment of Warrants which he can validly accept, the Company and/or CDP are entitled, and the Applicant hereby authorises the Company and/or CDP, to take into consideration:

- (a) the total number of Warrants represented by the provisional allotment of Warrants which the Applicant has validly accepted, whether under the WEWAF or any other form of application (including an Electronic Application through an ATM of the Participating Bank) for the Warrants;
- (b) the total number of Warrants represented by the provisional allotment of Warrants standing to the credit of the "Free Balance" of the Applicant's Securities Account which is available for acceptance; and
- (c) the total number of Warrants represented by the provisional allotment of Warrants which has been disposed of by the Applicant.

The Applicant hereby acknowledges that the Company's and/or CDP's determination shall be conclusive and binding on him.

20. The Applicant irrevocably requests and authorises CDP to accept instructions from the Participating Bank through whom the Electronic Application through an ATM of that Participating Bank is made in respect of the provisional allotment of Warrants accepted by the Applicant and (if applicable) the excess Warrants which the Applicant has applied for.

21. With regard to any acceptance, application and/or payment which does not conform strictly to the instructions set out under this Instruction Booklet, the WEWAF, the PAL and/or any other application form for the Warrants and/or excess Warrants in relation to the Preferential Offering, or where the "Free Balance" of the Applicant's Securities Account is not credited with, or is credited with less than, the relevant number of Warrants subscribed as at the Closing Date, or which does not comply with the instructions for Electronic Application or with the terms and conditions of this Instruction Booklet, or in the case of an acceptance and/or application by the WEWAF, the PAL and/or any other application form for the Warrants and/or excess Warrants in relation to the Preferential Offering which is illegible, incomplete, incorrectly completed, unsigned, signed but not in its originality or which is accompanied by an improperly or insufficiently drawn remittance, the Company and/or CDP may, at their/its absolute discretion, reject or treat as invalid any such acceptance, application, payment and/or other process of remittance at any time after receipt in such manner as they/it may deem fit.

22. The Company and/or CDP shall be entitled to process each application submitted for the acceptance of the provisional allotment of Warrants, and where applicable, each application for excess Warrants in relation to the Preferential Offering and the payment received in relation thereto, pursuant to such application, by an Applicant, on its own, without regard to any other application and payment that may be submitted by the same Applicant. For the avoidance of doubt, insufficient payment for an application may render the application invalid and evidence of payment (or overpayment) in other applications shall not constitute, or be construed as, an affirmation of such invalid application and (if applicable) application for excess Warrants.

1. INTRODUCTION

- 1.1 Entitled Scripholders are entitled to receive this Instruction Booklet with the following documents which are enclosed with, and are deemed to constitute a part of, this Instruction Booklet:

PAL incorporating:

Form of Acceptance	Form A
Excess Warrants Application Form	Form B

- 1.2 The provisional allotment of the Warrants is governed by the terms and conditions of this Instruction Booklet, the PAL and (if applicable) the Constitution of the Company. The number of Warrants provisionally allotted to Entitled Scripholders is indicated in the PAL (fractional entitlements, if any, having been disregarded). Entitled Scripholders may accept their provisional allotments of Warrants, in full or in part, and are eligible to apply for Warrants in excess of their provisional allotments under the Preferential Offering.
- 1.3 Full instructions for the acceptance of and payment for the Warrants provisionally allotted to Entitled Scripholders are set out in this Instruction Booklet as well as the PAL.
- 1.4 With regard to any acceptance, application and/or payment which does not conform strictly to the instructions set out under this Instruction Booklet, the WEWAF, the PAL and/or any other application form for the Warrants and/or excess Warrants in relation to the Preferential Offering or which does not comply with the terms and conditions of this Instruction Booklet, or in the case of an acceptance and/or application by the WEWAF, the PAL and/or any other application form for the Warrants and/or excess Warrants in relation to the Preferential Offering which is illegible, incomplete, incorrectly completed, unsigned, signed but not in its originality or which is accompanied by an improperly or insufficiently drawn remittance, the Company and/or the Share Registrar may, at their/its absolute discretion, reject or treat as invalid any such acceptance, application, payment and/or other process of remittance at any time after receipt in such manner as they/it may deem fit.
- 1.5 The Company and/or the Share Registrar shall be entitled to process each application submitted for the acceptance of the provisional allotment of Warrants, and where applicable, application for excess Warrants in relation to the Preferential Offering and the payment received in relation thereto, pursuant to such application, by an Entitled Scripholder, on its own, without regard to any other application and payment that may be submitted by the same Entitled Scripholder. For the avoidance of doubt, insufficient payment for an application may render the application invalid and evidence of payment (or overpayment) in other applications shall not constitute, or be construed as, an affirmation of such invalid application and (if applicable) application for excess Warrants.
- 1.6 Unless expressly provided to the contrary in this Instruction Booklet and/or the PAL, a person who is not a party to any contracts made pursuant to this Instruction Booklet and/or the PAL has no rights under the Contracts (Rights of Third Parties) Act, Chapter 53B of Singapore, to enforce any term of such contracts. Notwithstanding any term contained herein, the consent of any third party is not required for any subsequent agreement by the parties thereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.

2. FORM OF ACCEPTANCE (FORM A)

2.1 Acceptance

An Entitled Scripholder who wishes to accept his entire provisional allotment of Warrants or to accept any part of it and decline the balance, should:

- (a) complete and sign the Form of Acceptance (Form A) for the number of Warrants which he wishes to accept; and

- (b) forward **AT THE SENDER'S OWN RISK**, by post in the self-addressed envelope provided, the PAL in its entirety, duly completed and signed, together with a single remittance for the full amount due and payable on acceptance in the manner hereinafter prescribed to **SOILBUILD CONSTRUCTION GROUP LTD. C/O THE SHARE REGISTRAR, TRICOR BARBINDER SHARE REGISTRATION SERVICES (A DIVISION OF TRICOR SINGAPORE PTE. LTD.), 80 ROBINSON ROAD #11-02, SINGAPORE 068898** so as to arrive not later than **5.00 p.m. on 5 July 2016** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

2.2 Insufficient Payment

The attention of the Entitled Scripholder is also drawn to paragraph 2.3 of this section entitled "Appropriation" which sets out the circumstances and manner in which the Company and/or the Share Registrar shall be authorised and entitled to determine the number of Warrants which the Entitled Scripholder has given instructions to accept.

2.3 Appropriation

An Entitled Scripholder should note that by accepting his provisional allotment of Warrants, he acknowledges that, the Company and/or the Share Registrar, in determining the number of Warrants which the Entitled Scripholder has given instructions to accept, shall be authorised and entitled to have regard to the aggregate amount of payment received for the acceptance of Warrants, whether by way of Cashier's Order or Banker's Draft in Singapore currency drawn on a bank in Singapore.

3. PAYMENT

- 3.1 Payment in relation to the PALs must be made in Singapore currency in the form of a Cashier's Order or Banker's Draft drawn on a bank in Singapore and made payable to "**SBCG – PREFERENTIAL OFFERING**" and crossed "**NOT NEGOTIABLE, A/C PAYEE ONLY**" with the name and address of the Entitled Scripholder clearly written in block letters on the reverse side of the Cashier's Order or Banker's Draft. The completed PAL and remittance should be addressed and forwarded, by post in the self-addressed envelope provided and **AT THE SENDER'S OWN RISK**, to **SOILBUILD CONSTRUCTION GROUP LTD. C/O THE SHARE REGISTRAR, TRICOR BARBINDER SHARE REGISTRATION SERVICES (A DIVISION OF TRICOR SINGAPORE PTE. LTD.), 80 ROBINSON ROAD #11-02, SINGAPORE 068898** so as to arrive not later than **5.00 p.m. on 5 July 2016** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company). **NO OTHER FORMS OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE ACCEPTED.**
- 3.2 If acceptance and (if applicable) excess application and payment in the prescribed manner as set out in this Instruction Booklet and the PAL is not received by **5.00 p.m. on 5 July 2016** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), the provisional allotments of Warrants will be deemed to have been declined and will forthwith lapse and become void and cease to be capable of acceptance and such provisional allotments not so accepted will be used to satisfy excess applications, if any, or disposed of or dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company. The Company will return or refund all unsuccessful application monies received in connection therewith **BY ORDINARY POST AND AT THE RISK OF THE ENTITLED SCRIPHOLDERS, AS THE CASE MAY BE**, without interest or any share of revenue or other benefit arising therefrom, within fourteen (14) days after the Closing Date.
- ## 4. EXCESS WARRANTS APPLICATION FORM (FORM B)
- 4.1 Entitled Scripholders who wish to apply for excess Warrants in addition to those which have been provisionally allotted to them may do so by completing the Excess Warrants Application Form (Form B) and forwarding it together with the PAL in its entirety with a **separate single remittance** for the full amount payable in respect of the excess Warrants applied for in the form and manner set out in paragraph 5 above, by post in the self-addressed envelope provided **AT THEIR OWN RISK**, to **SOILBUILD CONSTRUCTION GROUP LTD. C/O THE SHARE REGISTRAR, TRICOR BARBINDER SHARE REGISTRATION SERVICES (A DIVISION OF TRICOR SINGAPORE PTE. LTD.), 80 ROBINSON ROAD #11-02, SINGAPORE 068898** so as to arrive not later than **5.00 p.m. on 5 July 2016** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company). **NO OTHER FORMS OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE)**

WILL BE ACCEPTED.

- 4.2 The excess Warrants available for application are subject to the terms and conditions contained in the PAL, the Excess Warrants Application Form (Form B), this Instruction Booklet and (if applicable) the Constitution of the Company. Applications for excess Warrants will, at the Directors' absolute discretion, be satisfied from such Warrants as are not validly taken up by the Entitled Shareholders or the original allottee(s) of the provisional allotments of Warrants, the aggregated fractional entitlements to the Warrants and any Warrants that are otherwise not allotted for whatever reason in accordance with the terms and conditions contained in the PAL, the Excess Warrants Application Form (Form B), this Instruction Booklet and (if applicable) the Constitution of the Company. In the event that applications are received by the Company for more excess Warrants than are available, the excess Warrants available will be allotted in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company. In the allotment of excess Warrants, preference will be given to Shareholders for the rounding of odd lots, and Directors and Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Preferential Offering, or have representation (direct or through a nominee) on the board of the Company, including Mr Lim Chap Huat, will rank last in priority for rounding of odd lots and allotment of excess Warrants. The Company reserves the right to reject, in whole or in part, any application for excess Warrants without assigning any reason whatsoever.
- 4.3 If no excess Warrants are allotted to Entitled Scripholders or if the number of excess Warrants allotted to them is less than that applied for, the amount paid on application or the surplus application monies, as the case may be, will be returned or refunded to them by the Company without interest or any share of revenue or other benefit arising therefrom within fourteen (14) days of the Closing Date, **BY ORDINARY POST** to their mailing addresses as maintained with the Company **AT THEIR OWN RISK**.

5. GENERAL

- 5.1 No acknowledgements or receipts will be issued in respect of any acceptances, remittances, applications or payments received.
- 5.2 **Entitled Scripholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.**
- 5.3 Upon listing and quotation on the Main Board of the SGX-ST, the Warrants and the New Shares will be traded under the book-entry (scripless) settlement system. All dealings in and transactions (including transfers) of the Warrants and/or the New Shares effected through the SGX-ST and/or CDP shall be made in accordance with CDP's "Terms and Conditions for Operation of Securities Accounts with The Central Depository (Pte) Limited" and "Terms and Conditions for the Central Depository (Pte) Limited to act as Depository for the Warrants", as the same may be amended from time to time. Copies of the above are available from CDP.
- 5.4 **To facilitate scripless trading, Entitled Scripholders who wish to accept the Warrants provisionally allotted to them and (if applicable) apply for excess Warrants, and who wish to trade the Warrants issued to them on the SGX-ST under the book entry (scripless) settlement system, should open and maintain Securities Accounts with CDP in their own names if they do not already maintain such Securities Accounts in order that the number of Warrants and, if applicable, the excess Warrants that may be allotted to them can be credited by CDP into their Securities Accounts. Entitled Scripholders who wish to accept and/or apply for the excess Warrants and have their Warrants credited into their Securities Accounts must fill in their Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) in the relevant forms comprised in the PAL. Entitled Scripholders who fail to fill in their Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) or who provide incorrect or invalid Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) or whose particulars provided in the forms comprised in the PAL differ from those particulars in their Securities Accounts currently maintained with CDP will be issued physical certificates in their own names for the Warrants allotted to them and if applicable, the excess Warrants allotted to them. Such physical certificates, if issued, will not be valid for delivery pursuant to trades done on the SGX-ST under the book entry (scripless) settlement system, although they will continue to be prima facie evidence of legal title. These physical certificates will be sent BY ORDINARY POST to person(s) entitled thereto AT HIS/THEIR OWN RISK.**

- 5.5 If the Entitled Scripholders' addresses stated in the PAL are different from their addresses maintained in the records of CDP, they must inform CDP of their updated addresses promptly, failing which the notification letter on successful allotments and other correspondences will be sent to their addresses last registered with CDP.
- 5.6 A holder of physical share certificate(s), or an Entitled Scripholder who has not deposited his share certificate(s) with CDP but who wishes to trade on the SGX-ST, must deposit with CDP his existing share certificate(s), together with the duly executed instrument(s) of transfer (including any applicable fee) in favour of CDP, and have his Securities Account credited with the number of Warrants or existing Shares, as the case may be, before he can effect the desired trade.
- 5.7 **THE LAST TIME AND DATE FOR ACCEPTANCES OF AND/OR (IF APPLICABLE) EXCESS APPLICATIONS AND PAYMENT FOR THE WARRANTS IS 5.00 P.M. ON 5 JULY 2016 (OR SUCH OTHER TIME(S) AND/OR DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE COMPANY).**

5.8 **Personal Data Privacy**

By completing and delivering the PAL, an Entitled Scripholder (i) consents to the collection, use and disclosure of his personal data by the Relevant Persons for the Purposes, (ii) warrants that where he discloses the personal data of another person, such disclosure is in compliance with applicable law, and (iii) agrees that he will indemnify the Relevant Persons in respect of any penalties, liabilities, claims, demands, losses and damages as a result of his breach of warranty.

GLOSSARY

Announcement	: Announcement of the Preferential Offering on the SGX-ST dated 30 May 2016
ATM	: Automated teller machine
Books Closure Date	: 5.00 p.m. on 22 June 2016, being the time and date at and on which the Register of Members and the Share Transfer Books of the Company were closed to determine the provisional allotments of Entitled Scripholders under the Preferential Offering, and in the case of Entitled Depositors, at or on which their provisional allotments of Warrants under the Preferential Offering were determined
CDP	: The Central Depository (Pte) Limited
Closing Date	: (a) 5.00 p.m. on 5 July 2016 (or such other time(s) and/or dates as may be announced from time to time by or on behalf of the Company) being the last time and date for acceptance and/or excess application and payment of the Warrants under the Preferential Offering through CDP or the Share Registrar; or (b) 9.30 p.m. on 5 July 2016 (or such other time(s) and/or dates as may be announced from time to time by or on behalf of the Company) being the last time and date for acceptance and/or excess application and payment of the Warrants under the Preferential Offering through an ATM of the Participating Bank
Companies Act	: The Companies Act, Chapter 50 of Singapore, as amended or modified from time to time
Company	: Soilbuild Construction Group Ltd.
CPF	: Central Provident Fund
CPF Funds	: The CPF savings account of CPFIS Members
CPFIS	: The Central Provident Fund Investment Scheme — Ordinary Account
CPFIS Members	: Members under the CPFIS
Directors	: The Directors of the Company
Electronic Applications	: Acceptance of the Warrants and (if applicable) application for excess Warrants under the Preferential Offering made through an ATM of the Participating Bank in accordance with the terms and conditions of this Instruction Booklet
Entitled Depositors	: Shareholders with Shares standing to the credit of their Securities Accounts and whose registered addresses with CDP are in Singapore as at the Books Closure Date or who have, at least three (3) Market Days prior to the Books Closure Date, provided CDP with addresses in Singapore for the service of notices and documents

Entitled Scripholders	: Shareholders whose share certificates have not been deposited with CDP and who have tendered to the Share Registrar valid transfers of their Shares and the certificates relating thereto for registration up to the Books Closure Date and whose registered addresses with the Company are in Singapore as at the Books Closure Date or who have, at least three (3) Market Days prior to the Books Closure Date, provided the Share Registrar with addresses in Singapore for the service of notices and documents
Entitled Shareholders	: Entitled Depositors and Entitled Scripholders
excess Warrants	: Warrants represented by the provisional allotments of (i) Entitled Shareholders who decline or do not accept, whether in full or in part, their provisional allotment of Warrants under the Preferential Offering and (ii) Shareholders who are not Entitled Shareholders
Foreign Shareholder	: Shareholders whose registered addresses are outside Singapore (as set out in the Company's Register of Members and/or the Share Transfer Books or the records of CDP, as the case may be) as at the Books Closure Date and who had not, at least three (3) Market Days prior to the Books Closure Date, provided to CDP or the Company, as the case may be, addresses in Singapore for the service of notices and documents
Instruction Booklet	: This document together with (where the context requires) the WEWAF and the PAL and all other accompanying documents (where applicable)
Listing Date	: The date on which the Warrants to be allotted and issued pursuant to the Preferential Offering are listed on the Main Board of the SGX-ST, currently expected to be on 15 July 2016
Listing Manual	: The Listing Manual of the SGX-ST, as amended, modified or supplemented from time to time
Market Day	: A day on which the SGX-ST is open for trading in securities
New Shares	: Up to 167,369,000 new Shares to be allotted and issued by the Company, upon the exercise of the Warrants subject to and in accordance with the terms and conditions of the Warrants set out in the Announcement
NRIC	: National Registration Identity Card
PAL	: The provisional allotment letter to be issued to an Entitled Scripholder, setting out the provisional allotments of Warrants of such Entitled Scripholders under the Preferential Offering
Participating Bank	: UOB Group
Preferential Offering	: The <i>pro rata</i> and non-renounceable non-underwritten preferential offering of up to 167,369,000 Warrants at the Issue Price on the basis of one (1) Warrant for every four (4) existing Shares held on the Books Closure Date by Entitled Shareholders, fractional entitlements being disregarded
Issue Price	: The issue price of S\$0.05 per Warrant
S\$	: Singapore dollars

Securities Account	: Securities account maintained by a depositor with CDP but does not include a securities sub-account maintained with a depository agent
SGX-ST	: Singapore Exchange Securities Trading Limited
Share(s)	: Ordinary share(s) in the share capital of the Company
Share Registrar	: Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.)
Shareholders	: Registered holders of Shares in the Register of Members of the Company except that where the registered holder is CDP, the term “shareholders” shall in relation to such Shares, and where the context admits mean the persons named as Depositors in the Depository Register maintained by CDP and whose Securities Accounts (not including a securities sub-account) are credited with Shares
Substantial Shareholders	: Persons who have an interest of interests in one (1) or more voting shares in the Company representing, in aggregate, not less than five (5) per cent. of the total votes attached to all the voting shares in the Company
UOB Group	: United Overseas Bank Limited and its subsidiary, Far Eastern Bank Limited
Warrantholders	: Registered holders of the Warrants, except that where the registered holder is CDP, the term “Warrantholders” shall, in relation to such Warrants and where the context so admits, means the persons named as Depositors in the Depository Register maintained by CDP and into whose Securities Accounts those Warrants are credited. Any reference to the Warrants held by Warrantholders shall include Warrants standing to the credit of their respective Securities Accounts
Warrants	: Up to 167,369,000 warrants to be issued by the Company pursuant to the Preferential Offering
WEWAF	: Acceptance form for Warrants and application for excess Warrants issued to an Entitled Depositor setting out the provisional allotment of Warrants of such Entitled Depositor under the Preferential Offering

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the same meanings ascribed to them in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore.

Words importing the singular shall, where applicable, include the plural and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Instruction Booklet to any enactment is a reference to that enactment for the time being amended or re-acted.

Any reference to a time of day in this Instruction Booklet, the PAL and the WEWAF is a reference to Singapore time unless otherwise stated.

Any reference in this Instruction Booklet to shares being allotted to a person includes allotment to CDP for the account of that person.

