

SOILBUILD CONSTRUCTION GROUP LTD.

(Company Registration No.: 201301440Z)

(Incorporated in the Republic of Singapore)

MINUTES OF THE TWELFTH ANNUAL GENERAL MEETING (THE “AGM” OR “MEETING”) OF SOILBUILD CONSTRUCTION GROUP LTD. (THE “COMPANY” OR “SOILBUILD CONSTRUCTION”) HELD AT 1 TAI SENG AVENUE, BLK F #02-26/28, SINGAPORE 536464 ON WEDNESDAY, 23 APRIL 2025 AT 2.30 P.M.

PRESENT

Directors	:	Mr. Lim Chap Huat (Executive Chairman) Mr. Lim Han Ren (Executive Director, Group Chief Executive Officer and Chairman of Meeting) Ms. Lim Cheng Hwa (Non-Executive Director) Mr. Chee Wee Kiong (Lead Independent Director) Mr. Ng Fook Ai Victor (Independent Director) Mr. Chiam Tao Koon (Independent Director)
Shareholders	:	As per Attendance Sheet
Proxies	:	As per Attendance Sheet
In-attendance	:	As per Attendance Sheet

CHAIRMAN

Mr. Lim Han Ren, the Executive Director and Group Chief Executive Officer of the Company, on behalf of the Chairman of the Board, Mr. Lim Chap Huat, and the Board of Directors, welcomed the shareholders to the Annual General Meeting (“AGM”) of the Company.

QUORUM

As the requisite quorum was present, the Chairman of the Meeting, Mr. Lim Han Ren called the Meeting to order at 2.30 p.m.

NOTICE OF MEETING

As the notice of the AGM dated 7 April 2025 (“Notice of AGM”) had been published on SGXNet and the Company’s website, the Notice of AGM was taken as read.

The Chairman of the Meeting then introduced the Directors and Group Financial Controller present at the Meeting to the shareholders. The Company’s auditor, polling agent, scrutineer and representative of the company secretary were also present and attended the AGM.

POLL VOTING

The Chairman of the Meeting informed that the Company has appointed Tricor Singapore Pte. Ltd. as polling agent and Entrust Advisory Pte. Ltd. as scrutineer for the poll voting of the Meeting. The proxy forms received by the Company via post and email by the cut-off time have been checked and validated.

The Chairman of the Meeting invited a representative of scrutineer to explain the procedure for conducting a poll.

Mr. Lim Han Ren informed that, in his capacity as Chairman of the Meeting, he has been appointed as a proxy by some shareholders and he would be voting in accordance with their instructions. All proposed resolutions tabled at this Meeting would be voted by way of poll.

The results of the vote counting would be announced at the end of the Meeting.

QUESTION FROM THE SHAREHOLDERS

The Chairman of the Meeting informed that the Company has not received any questions from shareholders prior to the AGM.

The Chairman of the Meeting then proceeded with the agenda of the Meeting.

ORDINARY BUSINESS

RESOLUTION 1 - ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024 AND THE DIRECTORS' STATEMENTS AND THE INDEPENDENT AUDITOR'S REPORT THEREON

The first item on the Agenda which was to receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2024 and the Directors' Statements and Independent Auditor's Report thereon be received and adopted.

Ms. Emily Kok Chu Wen (proxy for Ms. Wong Lay Hwa) proposed and Ms. Lee Sheau Yann (proxy for Mr. Lim Thiam Lay) seconded the motion.

The Chairman of the Meeting then invited the shareholders present to ask any questions they may have on the Audited Financial Statements. There being no question, the Meeting proceeded to the second item on the Agenda.

RESOLUTION 2 – FINAL TAX-EXEMPT (ONE-TIER) DIVIDEND OF S\$0.01 PER SHARE AND SPECIAL DIVIDEND OF S\$0.01 PER SHARE FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

The Board had recommended the declaration of the final tax-exempt (one-tier) dividend of S\$0.01 per share and special dividend of S\$0.01 per share for the financial year ended 31 December 2024 be approved. It was noted that the proposed dividends, if approved at the AGM, will be paid on 19 May 2025.

Mr. Goh Yufan (proxy for Ms. Chan Cheng Yin) proposed and Mr. Wong Weiqiang Desmond (proxy for Mr. Tan Chee Yong) seconded the motion.

RESOLUTION 3 – DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2025

The Board had recommended the payment of the Directors' fees of S\$340,000 for the financial year ending 31 December 2025 be approved.

Ms. Lee Sheau Yann (proxy for Mr. Lim Thiam Lay) proposed and Ms. Emily Kok Chu Wen (proxy for Ms. Wong Lay Hwa) seconded the motion.

RESOLUTION 4 - RE-ELECTION OF MR. LIM CHAP HUAT

Mr. Lim Chap Huat retired pursuant to Article 94 of the Company's Constitution. Mr. Lim Chap Huat being eligible had offered himself for re-election.

The Chairman of the Meeting informed the shareholders that upon re-election, Mr. Lim Chap Huat would remain as the Executive Chairman of the Company.

Mr. Wong Weiqiang Desmond (proxy for Mr. Tan Chee Yong) proposed and Mr. Goh Yufan (proxy for Ms. Chan Cheng Yin) seconded the motion.

RESOLUTION 5 - RE-ELECTION OF MS. LIM CHENG HWA

Ms. Lim Cheng Hwa retired pursuant to Article 94 of the Company's Constitution. Ms. Lim Cheng Hwa being eligible had offered herself for re-election.

The Chairman of the Meeting informed the shareholders that upon re-election, Ms. Lim Cheng Hwa would remain as the Non-Executive Director of the Company.

Ms. Emily Kok Chu Wen (proxy for Ms. Wong Lay Hwa) proposed and Ms. Lee Sheau Yann (proxy for Mr. Lim Thiam Lay) seconded the motion.

RESOLUTION 6 – RE-APPOINTMENT OF AUDITORS

The Chairman of the Meeting proceeded to the next item on the Agenda which was to re-appoint Messrs Pricewaterhousecoopers LLP (“PWC”) as the Company’s Auditors and to authorise the Directors to fix their remuneration.

The Chairman of the Meeting informed shareholders that PWC have expressed their willingness to accept the re-appointment as auditors.

Mr. Goh Yufan (proxy for Ms. Chan Cheng Yin) proposed and Mr. Wong Weiqiang Desmond (proxy for Mr. Tan Chee Yong) seconded the motion.

There being no any other ordinary business has been received by the Secretary, the Chairman of the Meeting moved on to the special business of the Meeting.

SPECIAL BUSINESS

RESOLUTION 7 – AUTHORITY TO ALLOT AND ISSUE SHARES

This resolution was to seek shareholders’ approval for granting authority to the Directors to allot and issue shares in the capital of the Company pursuant to Section 161 of the Companies Act 1967 and the Listing Manual of the SGX-ST.

The full text of the resolution was set out in the Notice of AGM dated 7 April 2025.

Ms. Lee Sheau Yann (proxy for Mr. Lim Thiam Lay) proposed and Ms. Emily Kok Chu Wen (proxy for Ms. Wong Lay Hwa) seconded the motion.

The Chairman of the Meeting proceeded to the last item on the Agenda.

RESOLUTION 8 – PROPOSED RENEWAL OF THE GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS

This resolution was to seek shareholders’ approval for the proposed renewal of the general mandate for Interested Person Transactions.

The full text of the resolution was set out in the Notice of AGM dated 7 April 2025.

It was noted that Soilbuild Group Holdings Ltd. and its respective associates, including Mr. Lim Chap Huat, Mr. Lim Han Ren and Ms. Lim Cheng Hwa will abstain from voting on Resolution 8.

Mr. Wong Weiqiang Desmond (proxy for Mr. Tan Chee Yong) proposed and Mr. Goh Yufan (proxy for Ms. Chan Cheng Yin) seconded the motion.

There being no further business, the Chairman requested for the shareholders to complete and sign all the poll slips and hand them to the scrutineer.

(The Meeting paused for 5 minutes while the scrutineer collected, verified and counted the votes).

RESULTS OF THE POLL

Upon the completion of the verification and counting of the votes, the results of the poll were handed to the Chairman of the Meeting. Thereafter, the Chairman of the Meeting announced the results of the poll as follows:

No.	Resolutions Relating To:	FOR		AGAINST		Total No. of Valid Votes Cast
		No. of Shares	%	No. of Shares	%	
	<u>Ordinary Business</u>					
1.	Adoption of the Audited Financial Statements for the financial year ended 31 December 2024 and Directors' Statement, and Independent Auditor's Report thereon	144,441,051	100.0000%	0	0.0000%	144,441,051
2.	Approval of the final tax-exempt (one-tier) dividend of S\$0.01 per share and a special dividend of S\$0.01 per share for the financial year ended 31 December 2024	144,441,051	100.0000%	0	0.0000%	144,441,051
3.	Approval of the Directors' fees of S\$340,000 for the financial year ending 31 December 2025	144,440,751	99.9998%	300	0.0002%	144,441,051
4.	Re-election of Mr. Lim Chap Huat as Director pursuant to Article 94 of the Company's Constitution	14,841,016	99.9980%	300	0.0020%	14,841,316
5.	Re-election of Ms. Lim Cheng Hwa as Director pursuant to Article 94 of the Company's Constitution	144,397,001	99.9998%	300	0.0002%	144,397,301
6.	Re-appointment of PricewaterhouseCoopers LLP as auditor of the Company and to authorise the Directors of the Company to fix their remuneration	144,441,051	100.0000%	0	0.0000%	144,441,051
	<u>Special Business</u>					
7.	Authority to allot and issue shares pursuant to Section 161 of the Companies Act 1967 of Singapore and the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST")	144,440,751	99.9998%	300	0.0002%	144,441,051
8.	Proposed renewal of the general mandate for interested person transactions as defined in Chapter 9 of the Listing Manual of the SGX-ST	2,481,450	99.9879%	300	0.0121%	2,481,750

Based on the result, the Chairman of the Meeting declared all the Resolutions carried.

CONCLUSION

There being no other business to be transacted, the Chairman of the Meeting thanked shareholders for their attendance at the AGM and declared the meeting closed at 3.00 p.m.

Confirmed by,

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Lim Han Ren
Chairman of the Meeting