

SOILBUILD CONSTRUCTION GROUP LTD.

(Company Registration No.: 201301440Z)

(Incorporated in the Republic of Singapore)

MINUTES OF THE NINTH ANNUAL GENERAL MEETING (THE “AGM” OR “MEETING) OF SOILBUILD CONSTRUCTION GROUP LTD. (THE “COMPANY” OR “SOILBUILD CONSTRUCTION”) HELD BY WAY OF ELECTRONIC MEANS ON TUESDAY, 26 APRIL 2022 AT 10.00 A.M.

PRESENT

Directors	:	Mr Lim Chap Huat (Executive Chairman) Ms Lim Cheng Hwa (Non-Executive Director and Chairman of Meeting) Mr Poon Hon Thang (Lead Independent Director) Mr Tan Jee Ming (Independent Director) Mr Teo Chee Seng (Independent Director)
Shareholders	:	As per Attendance Sheet
Proxy	:	As per Attendance Sheet
In-attendance	:	As per Attendance Sheet

CHAIRMAN

Ms Lim Cheng Hwa (“Ms Lim”), the Non-Executive Director of the Company, on behalf of the Chairman of the Board, Mr Lim Chap Huat, and the Board of Directors, welcomed all present for their attendance.

She thanked the shareholders who pre-registered with the Company, to watch or listen to the proceedings through live webcast and audio conference. As Chairman of the Meeting, Ms Lim also acknowledged their attendance in this Meeting.

QUORUM

As the requisite quorum was present, the Chairman of the Meeting, Ms Lim called the Meeting to order at 10.00 a.m.

NOTICE OF MEETING

As the notice of the AGM dated 2 April 2022 (“Notice of AGM”) had been published on SGXNet and the Company’s corporate website, the Notice of AGM was taken as read.

Ms Lim then introduced the Directors and key executives of the Company, who were presented at the AGM physically and electronically, to the shareholders. The representatives of the Company’s auditors, polling agent, scrutineer and company secretary were also present and attended the AGM electronically.

POLL VOTING

The Chairman of the Meeting informed shareholders that, as stated in the Notice of AGM, they would not be able to vote through live webcast or audio conference. The only way for shareholders to exercise their voting rights was to appoint the Chairman of the Meeting as proxy. Ms Lim informed that in her capacity as Chairman of the Meeting, she has been appointed as proxy by some shareholders and that she had voted in accordance with their instructions. All proposed resolutions tabled at this Meeting would be voted by way of poll.

The Company has appointed Tricor Singapore Pte. Ltd. as polling agent and Entrust Advisory Pte. Ltd. as scrutineers for poll voting of the Meeting. The validity of the proxy forms submitted by the shareholders had been reviewed and the votes of all such valid proxy forms had been counted by the polling agent and verified by the scrutineers.

The results of the vote counting would be announced to the Meeting after each resolution.

The Chairman of the Meeting mentioned that all resolutions tabled at this AGM would be proposed by the Chairman of the Meeting and seconded by Ms Wong Lay Hwa, a shareholder of the Company, except for Resolution 4 which would be proposed by Mr Poon Hon Thang as Acting Chairman of the Meeting and seconded by Ms Wong Lay Hwa.

QUESTION FROM THE SHAREHOLDERS

The Chairman of the Meeting informed that the Company did not receive any question from shareholders prior to the AGM.

The Chairman of the Meeting proceeded with the Meeting.

ORDINARY BUSINESS

RESOLUTION 1 - ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 AND THE DIRECTORS' STATEMENTS AND THE INDEPENDENT AUDITOR'S REPORT THEREON

The Chairman of the Meeting proposed and Ms Wong Lay Hwa seconded the following motion:

“RESOLVED that the Audited Financial Statements of the Company for the financial year ended 31 December 2021 and the Directors' Statements and Independent Auditor's Report thereon be received and adopted.”

The Chairman of the Meeting read out the poll results as follows:

	No. of Shares	Percentage (%)
Votes in favour of the Resolution	705,272,659	100%
Votes against the Resolution	Nil	0%

Based on the results, the Chairman of the Meeting declared Resolution 1 carried.

RESOLUTION 2 - DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2022

The Chairman of the Meeting proposed and Ms Wong Lay Hwa seconded the following motion:

“RESOLVED that the Directors' fees of S\$260,000.00 for the financial year ending 31 December 2022 be approved.”

The Chairman of the Meeting read out the poll results as follows:

	No. of Shares	Percentage (%)
Votes in favour of the Resolution	705,272,659	100%
Votes against the Resolution	Nil	0%

Based on the results, the Chairman of the Meeting declared Resolution 2 carried.

RESOLUTION 3 - RE-ELECTION MR TEO CHEE SENG PURSUANT TO ARTICLE 94 OF THE COMPANY'S CONSTITUTION.

Mr Teo Chee Seng retired pursuant to Regulation 94 of the Company's Constitution. Mr Teo being eligible had offered himself for re-election.

The Chairman of the Meeting informed shareholders that upon re-election, Mr Teo would remain as the Chairman of the Remuneration Committee and a Member of the Audit and Nominating Committees. Mr Teo shall be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "SGX-ST").

The Chairman of the Meeting proposed and Ms Wong Lay Hwa seconded the following motion:

"RESOLVED that Mr Teo Chee Seng be re-elected as a Director of the Company."

The Chairman of the Meeting read out the poll results as follows:

	No. of Shares	Percentage (%)
Votes in favour of the Resolution	705,272,659	100%
Votes against the Resolution	Nil	0%

Based on the results, the Chairman of the Meeting declared Resolution 3 carried.

As Ms Lim Cheng Hwa would be retiring in accordance with the next item of the agenda, she stepped down temporarily as Chairman of the Meeting and invited Mr Poon Hon Thang to chair the proceeding as Acting Chairman.

RESOLUTION 4 - RE-ELECTION OF MS LIM CHENG HWA

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

Mr Poon Hon Thang informed shareholders that upon re-election, Ms Lim would remain as the Non-Executive Director of the Company.

Mr Poon Hon Thang proposed and Ms Wong Lay Hwa seconded the following motion:

"RESOLVED that Ms Lim Cheng Hwa be re-elected as a Director of the Company."

Mr Poon Hon Thang read out the poll results as follows:

	No. of Shares	Percentage (%)
Votes in favour of the Resolution	705,022,659	100%
Votes against the Resolution	Nil	0%

Based on the results, the Acting Chairman of the Meeting, Mr Poon Hon Thang declared Resolution 4 carried.

With the conclusion of Resolution 4, Ms Lim Cheng Hwa resumed as Chairman of the Meeting.

RESOLUTION 5 - RE-APPOINTMENT OF AUDITORS

The Chairman of the Meeting informed shareholders that PricewaterhouseCoopers LLP have expressed their willingness to accept the re-appointment.

The Chairman of the Meeting proposed and Ms Wong Lay Hwa seconded the following motion:

“RESOLVED that PricewaterhouseCoopers LLP be and are hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorised to fix its remuneration.”

The Chairman of the Meeting read out the poll results as follows:

	No. of Shares	Percentage (%)
Votes in favour of the Resolution	705,272,659	100%
Votes against the Resolution	Nil	0%

Based on the results, the Chairman declared Resolution 5 carried.

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 6 - AUTHORITY TO ALLOT AND ISSUE SHARES

The Chairman of the Meeting proposed and Ms Wong Lay Hwa seconded the following motion:

“RESOLVED:

- (a) That pursuant to Section 161 of the Companies Act 1967 of Singapore and the Listing Manual (“**Listing Manual**”) of the SGX-ST, approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:
 - (i) issue shares of the Company whether by way of rights, bonus or otherwise;
 - (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares; and
 - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
- (b) (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force,

provided always that:

- (1) the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company. Unless prior shareholder approval is required under the Listing Manual, an issue of treasury shares will not require further shareholder approval, and will not be included in the aforementioned limits.

For the purpose of this resolution, the total number of issued shares excluding treasury shares and subsidiary holdings is based on the Company's total number of issued shares excluding treasury shares and subsidiary holdings at the time this resolution is passed, after adjusting for:

- (a) new shares arising from the conversion or exercise of convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time this resolution is passed, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual; and
- (b) any subsequent bonus issue, consolidation or subdivision of the Company's shares;
- and
- (2) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."

The Chairman of the Meeting read out the poll results as follows:

	No. of Shares	Percentage (%)
Votes in favour of the Resolution	705,272,659	100%
Votes against the Resolution	Nil	0%

Based on the results, the Chairman of the Meeting declared Resolution 6 carried.

RESOLUTION 7 - AUTHORITY TO GRANT OPTIONS AND TO ALLOT AND ISSUE SHARES UNDER THE SOILBUILD CONSTRUCTION EMPLOYEE SHARE OPTION SCHEME

It was noted that all directors and employees who are participants to the Soilbuild Construction Employee Share Option Scheme and who are also shareholders had abstained from voting in respect of Resolution 7.

The Chairman of the Meeting proposed and Ms Wong Lay Hwa seconded the following motion:

"RESOLVED that authority be and is hereby given to the Directors of the Company to:

- (a) offer and grant options in accordance with the provisions of the Soilbuild Construction Employee Share Option Scheme (the "**Scheme**"); and

- (b) allot and issue from time to time such number of fully-paid ordinary shares of the Company as may be required to be issued pursuant to the exercise of options granted or to be granted under the Scheme,

provided always that the aggregate number of (i) new ordinary shares allotted and issued and/or to be allotted and issued, and (ii) existing ordinary shares (including shares held in treasury) delivered and/or to be delivered, pursuant to the Scheme and the Soilbuild Construction Performance Share Plan shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company from time to time, as determined in accordance with the provisions of the Scheme.”

The Chairman of the Meeting read out the poll results as follows:

	No. of Shares	Percentage (%)
Votes in favour of the Resolution	39,927,600	100%
Votes against the Resolution	Nil	0%

Based on the results, the Chairman of the Meeting declared Resolution 7 carried.

RESOLUTION 8 - AUTHORITY TO GRANT AWARDS AND TO ALLOT AND ISSUE SHARES UNDER THE SOILBUILD CONSTRUCTION PERFORMANCE SHARE PLAN

It was noted that all directors and employees who are participants to the Soilbuild Construction Performance Share Plan and who are also shareholders had abstained from voting in respect of Resolution 8.

The Chairman of the Meeting proposed and Ms Wong Lay Hwa seconded the following motion:

“RESOLVED that authority be and is hereby given to the Directors of the Company to:

- (a) grant awards in accordance with the provisions of the Soilbuild Construction Performance Share Plan (the “PSP”); and
- (b) allot and issue from time to time such number of fully-paid ordinary shares of the Company as may be required to be issued pursuant to the vesting of awards granted under the PSP,

provided always that the aggregate number of (i) new ordinary shares allotted and issued and/or to be allotted and issued, and (ii) existing ordinary shares (including shares held in treasury) delivered and/or to be delivered, pursuant to the PSP and the Soilbuild Construction Employee Share Option Scheme shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company from time to time, as determined in accordance with the provisions of the PSP.”

The Chairman of the Meeting read out the poll results as follows:

	No. of Shares	Percentage (%)
Votes in favour of the Resolution	39,927,600	100%
Votes against the Resolution	Nil	0%

Based on the results, the Chairman of the Meeting declared Resolution 8 carried.

RESOLUTION 9 - PROPOSED RENEWAL OF THE GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS

It was noted that Soilbuild Group Holdings Ltd. and its respective associates, including Mr Lim Chap Huat and Ms Lim Cheng Hwa will abstain from voting on Resolution 9.

The Chairman of the Meeting proposed and Wong Lay Hwa seconded the following motion:

“RESOLVED that:

- (a) approval be and is hereby given for the purposes of Chapter 9 of the Listing Manual of the SGX-ST (“**Chapter 9**”), for the Company, its subsidiaries and associated companies that are considered to be “**entities at risk**” (as that term is used in Chapter 9), or any of them, to enter into any of the transactions falling within the types of Mandated Interested Person Transactions described in the Appendix to the Notice of Ninth Annual General Meeting (the “**Appendix**”) which is enclosed with the Company’s Annual Report 2021, with any party who is of the class of Mandated Interested Persons described in the Appendix, provided that such transactions are made on normal commercial terms, are not prejudicial to the interests of the Company and its minority shareholders, and are in accordance with the review procedures for Mandated Interested Person Transactions (the “**IPT Mandate**”) as set out in the Appendix;
- (b) the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and
- (c) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the IPT Mandate and/or this Resolution.”

The Chairman of the Meeting read out the poll results as follows:

	No. of Shares	Percentage (%)
Votes in favour of the Resolution	12,071,800	100%
Votes against the Resolution	Nil	0%

Based on the results, the Chairman of the Meeting declared Resolution 9 carried.

The Chairman of the Meeting informed shareholders that the next items of the agenda are to seek approval from the shareholders for the continued appointment of directors as independent directors of the Company pursuant to Rule 210(5)(d)(iii) of the Listing Manual of SGX-ST.

RESOLUTION 10 - APPROVAL FOR THE CONTINUED APPOINTMENT OF MR POON HON THANG, AS AN INDEPENDENT DIRECTOR, FOR THE PURPOSES OF RULE 210(5)(D)(III)(A) OF THE LISTING MANUAL OF THE SGX-ST BY ALL SHAREHOLDERS

It was noted that the next item on the agenda (Ordinary Resolution 10) is subject to and contingent upon the passing of Ordinary Resolution 11.

The Chairman of the Meeting proposed and Ms Wong Lay Hwa seconded the following motion:

“RESOLVED that for the purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST, and subject to and contingent upon the passing of Ordinary Resolution 11 by shareholders (excluding the Directors and Chief Executive Officer (“CEO”) of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST):

- (a) the continued appointment of Mr Poon Hon Thang as an Independent Director be and is hereby approved; and
- (b) such approval shall continue in force until the earlier of: (i) the retirement or resignation of Mr Poon Hon Thang as a Director; or (ii) the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution.”

The Chairman of the Meeting read out the poll results as follows:

	No. of Shares	Percentage (%)
Votes in favour of the Resolution	705,272,659	100%
Votes against the Resolution	Nil	0%

Based on the results, the Chairman declared Resolution 10 carried.

RESOLUTION 11 - APPROVAL FOR THE CONTINUED APPOINTMENT OF MR POON HON THANG, AS AN INDEPENDENT DIRECTOR, FOR THE PURPOSES OF RULE 210(5)(D)(III)(B) OF THE LISTING MANUAL OF THE SGX-ST BY SHAREHOLDERS EXCLUDING THE DIRECTORS AND CEO OF THE COMPANY, AND THEIR RESPECTIVE ASSOCIATES

The Chairman of the Meeting informed shareholders that upon the passing of Ordinary Resolution 10, the next item on agenda (Ordinary Resolution 11) is, pursuant to Rule 210(5)(d)(iii)(B) of the Listing Manual of SGX-ST, to seek approval from shareholders (excluding the Directors and CEO of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST) for Mr Poon Hon Thang’s continued appointment as an Independent Director, until the earlier of (i) his retirement or resignation, or (ii) the conclusion of the third AGM following the passing of this resolution.

It was noted that the Directors and CEO of the Company and associates of such Directors and CEO had abstained from voting in respect of Ordinary Resolution 11.

The Chairman of the Meeting proposed and Ms Wong Lay Hwa seconded the following motion:

“RESOLVED that upon the passing of Ordinary Resolution 10, for the purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST:

- (a) the continued appointment of Mr Poon Hon Thang as an Independent Director be and is hereby approved; and
- (b) such approval shall continue in force until the earlier of: (i) the retirement or resignation of Mr Poon Hon Thang as a Director; or (ii) the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution.”

The Chairman of the Meeting read out the poll results as follows:

	No. of Shares	Percentage (%)
Votes in favour of the Resolution	11,905,800	100%
Votes against the Resolution	Nil	0%

Based on the results, the Chairman declared Resolution 11 carried.

RESOLUTION 12 - APPROVAL FOR THE CONTINUED APPOINTMENT OF MR TEO CHEE SENG, AS AN INDEPENDENT DIRECTOR, FOR THE PURPOSES OF RULE 210(5)(D)(III)(A) OF THE LISTING MANUAL OF THE SGX-ST BY ALL SHAREHOLDERS

The Chairman of the Meeting informed shareholders that upon the passing of Ordinary Resolution 3 on the re-election of Mr Teo Chee Sing as a Director of the Company pursuant to Article 94 of the Company's Constitution, the next item on the agenda (Resolution 12) is subject to and contingent upon the passing of Resolution 13.

The Chairman of the Meeting proposed and Ms Wong Lay Hwa seconded the following motion:

“RESOLVED that for the purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST, and subject to and contingent upon the passing of Ordinary Resolution 13 by shareholders (excluding the Directors and CEO of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST):

- (a) the continued appointment of Mr Teo Chee Seng as an Independent Director be and is hereby approved; and
- (b) such approval shall continue in force until the earlier of: (i) the retirement or resignation of Mr Teo Chee Seng as a Director; or (ii) the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution.”

The Chairman of the Meeting read out the poll results as follows:

	No. of Shares	Percentage (%)
Votes in favour of the Resolution	705,272,659	100%
Votes against the Resolution	Nil	0%

Based on the results, the Chairman declared Resolution 12 carried.

RESOLUTION 13 - APPROVAL FOR THE CONTINUED APPOINTMENT OF MR TEO CHEE SENG, AS AN INDEPENDENT DIRECTOR, FOR THE PURPOSES OF RULE 210(5)(D)(III)(B) OF THE LISTING MANUAL OF THE SGX-ST BY SHAREHOLDERS EXCLUDING THE DIRECTORS AND CEO OF THE COMPANY, AND THEIR RESPECTIVE ASSOCIATES

The Chairman of the Meeting informed shareholders that upon the passing of Ordinary Resolution 3 and Ordinary Resolution 12, the next item on agenda (Ordinary Resolution 13) is, pursuant to Rule 210(5)(d)(iii)(B) of the Listing Manual of SGX-ST, to seek approval from shareholders (excluding the Directors and CEO of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST) for Mr Teo Chee Seng's continued appointment as an Independent Director, until the earlier of (i) his retirement or resignation, or (ii) the conclusion of the third AGM following the passing of this resolution.

It was noted that the Directors and CEO of the Company and associates of such Directors and CEO had abstained from voting in respect of Ordinary Resolution 13.

The Chairman of the Meeting proposed and Ms Wong Lay Hwa seconded the following motion:

“RESOLVED that upon the passing of Ordinary Resolution 3 and Ordinary Resolution 12, for the purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST:

- (a) the continued appointment of Mr Teo Chee Seng as an Independent Director be and is hereby approved; and
- (b) such approval shall continue in force until the earlier of: (i) the retirement or resignation of Mr Teo Chee Seng as a Director; or (ii) the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution.”

The Chairman of the Meeting read out the poll results as follows:

	No. of Shares	Percentage (%)
Votes in favour of the Resolution	11,905,800	100%
Votes against the Resolution	Nil	0%

Based on the results, the Chairman declared Resolution 13 carried.

CONCLUSION

There being no other business, the meeting concluded at 10.20 a.m. with a vote of thanks to the Chair.

Confirmed by,

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Lim Cheng Hwa
Chairman of the Meeting