

**SOILBUILD CONSTRUCTION GROUP LTD.**  
(Company Registration No. 201301440Z)  
(Incorporated in the Republic of Singapore)

**NOTICE OF FIRST ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the First Annual General Meeting of the Company will be held at 25 Changi South Street 1, Singapore 486059 on Friday, 25 April 2014 at 10.00 a.m. to transact the following business:

**AS ORDINARY BUSINESS**

1. To receive and adopt the Audited Accounts of the Company for the financial period ended 31 December 2013 and the Directors' Report and the Auditor's Report thereon. **(Resolution 1)**
2. To declare a final (tax exempt one-tier) dividend of 0.50 cents per share and a special (tax exempt one-tier) dividend of 0.50 cents per share for the financial period ended 31 December 2013. **(Resolution 2)**
3. To approve the Directors' fees of S\$206,666.67 for the financial period ended 31 December 2013. **(Resolution 3)**
4. To approve the Directors' fees of S\$310,000.00 for the financial year ending 31 December 2014. *(See Explanatory Note 1)* **(Resolution 4)**
5. To re-elect the following Directors retiring pursuant to Articles 91 and 97 of the Company's Articles of Association:
  - (i) Mr Lim Chap Huat (Article 91)  
*(see Explanatory Note 2(a))* **(Resolution 5a)**
  - (ii) Ms Lim Cheng Hwa (Article 97)  
*(see Explanatory Note 2(b))* **(Resolution 5b)**
  - (iii) Mr Poon Hon Thang (Article 97)  
*(see Explanatory Note 2(c))* **(Resolution 5c)**
  - (iv) Mr Tan Jee Ming (Article 97)  
*(see Explanatory Note 2(d))* **(Resolution 5d)**
  - (v) Mr Teo Chee Seng (Article 97)  
*(see Explanatory Note 2(e))* **(Resolution 5e)**

Mr Poon Hon Thang will upon re-election as Director of the Company, remain as the Chairman of the Audit Committee and a Member of the Nominating and Remuneration Committees, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "SGX-ST").

Mr Tan Jee Ming will upon re-election as Director of the Company, remain as the Chairman of the Remuneration Committee and a Member of the Audit and Remuneration Committees, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

Mr Teo Chee Seng will upon re-election as Director of the Company, remain as the Chairman of the Remuneration Committee and a Member of the Audit and Remuneration Committees, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

6. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office until the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

**AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:

**7. Authority to allot and issue shares**

- (a) That pursuant to Section 161 of the Singapore Companies Act (Cap. 50), and the Listing Rules 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 in the capital 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;
  - (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
  - (i) 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 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 of the Company. Unless prior shareholder approval is required under the Listing Rules, 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 is based on the Company's total number of issued shares excluding treasury shares at the time this resolution is passed, after adjusting for:
    - (a) new shares arising from the conversion or exercise of convertible securities, or
    - (b) new shares arising from exercising share options or vesting of share awards 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 of the SGX-ST, and
    - (c) any subsequent bonus issue, consolidation or subdivision of the Company's shares, and
  - (ii) 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.  
*(See Explanatory Note 3)* **(Resolution 7)**

**8. Authority to grant options and to allot and issue shares under the Soilbuild Construction Employee Share Option Scheme**

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 in the capital 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 PSP (as defined below) shall not exceed 15% of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time, as determined in accordance with the provisions of the Scheme. *(See Explanatory Note 4)* **(Resolution 8)**

**9. Authority to grant awards and to allot and issue shares under the Soilbuild Construction Performance Share Plan**

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 in the capital 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 Scheme, shall not exceed 15% of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time, as determined in accordance with the provisions of the PSP. *(See Explanatory Note 5)* **(Resolution 9)**

**10. Proposed Renewal of the General Mandate for Interested Person Transactions**

That:

- (a) approval be and is hereby given for the purposes of Chapter 9 of the Listing Manual ("Chapter 9") of the SGX-ST, 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 Annual General Meeting (the "Appendix") which is enclosed with the Company's Annual Report, 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.  
*(See Explanatory Note 6)* **(Resolution 10)**

**11. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.**

BY ORDER OF THE BOARD

**Lee Bee Fong (Ms)**  
Company Secretary  
Singapore, 10 April 2014

**Explanatory Notes:**

1. The ordinary resolution proposed in item 4 above is to seek approval for the payment of Directors' fees for the financial year ending 31 December 2014. The amount of the Directors' fees is computed based on the current fees structure reported in the Corporate Governance Report section of the Company's Annual Report 2013.
- 2(a). In relation to the ordinary resolution proposed in item 5(i) above, Mr Lim Chap Huat is the Executive Director and sole shareholder of Soilbuild Group Holdings Ltd., a substantial shareholder of the Company. Apart from that, there is no relationship (including immediate family relationships) between Mr Lim Chap Huat and the other Directors and the Company and the detailed information on Mr Lim Chap Huat is set out in the section entitled "Board of Directors" and in the Corporate Governance Report of the Company's 2013 Annual Report.
- 2(b). In relation to the ordinary resolution proposed in item 5(ii) above, Ms Lim Cheng Hwa is the Executive Director of Soilbuild Group Holdings Ltd., a substantial shareholder of the Company. Apart from that, there is no relationship (including immediate family relationships) between Ms Lim Cheng Hwa and the other Directors and the Company and the detailed information on Ms Lim Cheng Hwa is set out in the section entitled "Board of Directors" and in the Corporate Governance Report of the Company's 2013 Annual Report.
- 2(c). In relation to the ordinary resolution proposed in item 5(iii) above, there is no relationship (including immediate family relationships) between Mr Poon Hon Thang and the other Directors and the Company or its 10% shareholder and the detailed information on Mr Poon Hon Thang is set out in the section entitled "Board of Directors" and in the Corporate Governance Report of the Company's 2013 Annual Report.
- 2(d). In relation to the ordinary resolution proposed in item 5(iv) above, there is no relationship (including immediate family relationships) between Mr Tan Jee Ming and the other Directors and the Company or its 10% shareholder and the detailed information on Mr Tan Jee Ming is set out in the section entitled "Board of Directors" and in the Corporate Governance Report of the Company's 2013 Annual Report.
- 2(e). In relation to the ordinary resolution proposed in item 5(v) above, there is no relationship (including immediate family relationships) between Mr Teo Chee Seng and the other Directors and the Company or its 10% shareholder and the detailed information on Mr Teo Chee Seng is set out in the section entitled "Board of Directors" and in the Corporate Governance Report of the Company's 2013 Annual Report.
3. The ordinary resolution in item 7 above is to authorise the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50% of the total number of issued shares excluding treasury shares of the Company of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20% of the total number of issued shares excluding treasury shares of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. Rule 806(3) of the Listing Manual of SGX-ST currently provides that the total number of issued shares excluding treasury shares of the Company for this purpose shall be the total number of issued shares excluding treasury shares at the time this resolution is passed (after adjusting for new shares arising from the conversion of convertible securities or share options on issue at the time this resolution is passed and any subsequent bonus issue, consolidation or subdivision of the Company's shares). This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.
4. The ordinary resolution proposed in item 8 above, if passed, will empower the Directors of the Company to offer and grant options under the Scheme in accordance with the provisions of the Scheme and to allot and issue from time to time such number of fully-paid shares as may be required to be allotted and issued pursuant to the exercise of such options under the Scheme, provided always that the aggregate number of (i) new ordinary shares allotted and issued and/or to be delivered, pursuant to options granted or to be granted under the Scheme and awards granted under the PSP shall not exceed 15% of the total number of issued shares excluding treasury shares from time to time.
5. The ordinary resolution proposed in item 9 above, if passed, will empower the Directors of the Company to grant awards under the PSP in accordance with the provisions of the PSP and to allot and issue from time to time such number of fully-paid shares as may be required to be allotted and issued pursuant to the vesting of such awards 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 treasury shares) delivered and/or to be delivered, pursuant to awards granted under the PSP and options granted or to be granted under the Scheme shall not exceed 15% of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time.
6. The ordinary resolution proposed in item 10 above, if passed, will renew, effective until the conclusion of the next Annual General Meeting, the IPT Mandate to enable the Company, its subsidiaries and associated companies which are considered "entities at risk" to enter in the ordinary course of business into certain types of interested person transactions with specific classes of the Company's interested persons. Particulars of the IPT Mandate are set out in the Appendix to this Notice of Annual General Meeting which is enclosed with the Company's Annual Report 2013.

**Notes:**

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and vote in his stead.
2. A proxy need not be a member of the Company.
3. If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
4. The instrument appointing a proxy must be deposited at the registered office of the Company at 25 Changi South Street 1, Singapore 486059 not less than 48 hours before the time appointed for the Meeting.

**Notice Of Books Closure And Dividend Payment Dates**

NOTICE IS HEREBY GIVEN that the Transfer Book and the Register of Members of the Company will be closed at 5.00 p.m. on 7 May 2014, for the purpose of determining members' entitlements to the final (tax exempt one-tier) dividend of 0.50 cents per share and the special (tax exempt one-tier) dividend of 0.50 cents per share for the financial period ended 31 December 2013 (the "Proposed Dividends").

Duly completed registrable transfers in respect of Ordinary Shares in the Capital of the Company ("Shares") received by the Company's Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) of 80 Robinson Road #02-00 Singapore 068898, up to 5.00 p.m. on 7 May 2014 will be registered to determine members' entitlements to the Proposed Dividends. The Proposed Dividends, if approved at the Annual General Meeting to be held on 25 April 2014, will be paid on 27 May 2014.

Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with Shares at 5.00 p.m. on 7 May 2014 will be entitled to the Proposed Dividends.

BY ORDER OF THE BOARD

**Lee Bee Fong (Ms)**  
Company Secretary  
Singapore, 10 April 2014

*The initial public offering of the Company was sponsored by United Overseas Bank Limited (the "Issue Manager"). The Issue Manager assumes no responsibility for the contents of this notice.*