

SOILBUILD CONSTRUCTION GROUP LTD.

(Incorporated in the Republic of Singapore)
Company Registration No. 201301440Z

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular to the shareholders of the Company dated 16 October 2023 (the “Circular”).

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Soilbuild Construction Group Ltd. (the “**Company**”) will be held at 23 Defu South Street 1, Singapore 533847 on Tuesday, 31 October 2023 at 2.30 p.m. (Singapore time) for the purpose of considering, and if thought fit, passing, with or without modification, the following resolution, which will be proposed as an ordinary resolution:

ORDINARY RESOLUTION 1 – THE PROPOSED ADOPTION OF THE SOILBUILD CONSTRUCTION PERFORMANCE SHARE PLAN 2023

THAT:

- (a) a new performance share plan to be known as the “Soilbuild Construction Performance Share Plan 2023” (the “**PSP 2023**”), the rules of which, for the purpose of identification, have been subscribed to by the Chairman of the Meeting, under which awards (the “**Awards**”) in the form of fully paid ordinary shares in the capital of the Company (“**Shares**”), their equivalent cash value or combinations thereof will be granted, free of payment, pursuant to the PSP 2023, to eligible participants comprising Group Executives, Non-executive Directors, and Controlling Shareholders and their Associates (other than Group Executives or Non-executive Directors), details of which are set out in the Company’s Letter to Shareholders dated 16 October 2023, be and is hereby approved;
- (b) the Directors of the Company be and are hereby authorised:
 - (i) to establish and administer the PSP 2023;
 - (ii) to modify and/or alter the PSP 2023 from time to time and at any time, provided that such modification and/or alteration is effected in accordance with the provisions of the PSP 2023; and
 - (iii) to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the PSP 2023; and
- (c) the Directors of the Company be and are hereby authorised to:
 - (i) grant Awards in accordance with the provisions of the PSP 2023; and
 - (ii) allot and issue from time to time such number of Shares as may be required to be issued pursuant to such number of fully paid Shares as may be required to be issued pursuant to the vesting of Awards under the PSP 2023,

provided that the aggregate number of (i) new 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 2023 (including Shares over which options or awards are granted under any other share option schemes or share schemes of the Company which may be adopted from time to time), 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 2023.

BY ORDER OF THE BOARD

Lim Han Ren
Executive Director
16 October 2023

Notes:

1. The EGM is being convened and will be held, in a wholly physical format, at 23 Defu South Street 1, Singapore 533847 on Tuesday, 31 October 2023 at 2.30 p.m. (Singapore time). There will be no option for shareholders to participate virtually. The Circular, together with the Notice of EGM, and the accompanying Proxy Form, has been made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and the website of the Company at the URL <https://www.soilbuildconstruction.com/home>. **A hard copy of the Circular will not be sent to shareholders.** However, the Notice of EGM and the accompanying Proxy Form, will be mailed to all Shareholders.
2. Each of the resolutions to be put to the vote of members at the EGM (and at any adjournment thereof) will be voted on by way of a poll.
3. A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM. Where such member's proxy form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form. A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote on his/her/its behalf at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form. "Relevant Intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.
4. A member can appoint the Chairman of the EGM as his/her/its proxy, but this is not mandatory.
5. A proxy need not be a member of the Company. The Chairman of the EGM, as proxy, need not be a member of the Company.
6. A corporation which is a member may appoint an authorised representative or representatives by resolution of its directors or other governing body in accordance with Section 179 of the Companies Act 1967 to attend, speak and vote for and on behalf of such corporation.
7. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or signed on its behalf by an officer or attorney duly authorised in writing.
8. Where an instrument appointing a proxy is signed on behalf of the appointor by the attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
9. Completion and return of the instrument appointing a proxy(ies) by a member will not prevent him/her from attending, speaking and voting at the EGM if he/she so wishes. The appointment of the proxy(ies) for the EGM will be deemed to be revoked if the member attends the EGM in person and in such event, the Company reserves the right to refuse to admit any person(s) appointed under the relevant instrument appointing a proxy(ies) to the EGM.
10. The instrument appointing a proxy(ies), together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:
 - (a) if sent personally or by post, be lodged at the Share Registrar's office at 80 Robinson Road, #11-02, Singapore 068898; or
 - (b) if submitted by email, be received by the Company at sg.is.proxy@sg.tricorglobal.com,

in either case, by 2.30 p.m. (Singapore time) on 28 October 2023 being not less than seventy-two (72) hours before the time appointed for holding the EGM (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid. Members of the Company are strongly encouraged to submit completed proxy forms electronically via email.

11. CPFIS/SRS investors who hold shares through CPF Agent Banks/SRS Operators:
 - (a) may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the EGM, in which case they should contact their CPF Agent Banks/SRS Operators to submit their votes not less than seven (7) working days before the EGM (i.e. by 19 October 2023).
12. A member of the Company who wish to ask questions in advance of the EGM related to the resolutions to be tabled for approval at the EGM, must submit their questions by 5.00 p.m. (Singapore time) on 24 October 2023 via email to sbcg_ir@soilbuild.com. When sending in questions, a member of the Company must provide his/her/its full name, address, contact details and the manner in which they hold shares in the Company (e.g. via CDP, CPF or SRS) for verification purposes, failing which the submission will be treated as invalid. The Company shall only address substantial and relevant questions (as may be determined by the Company in its sole discretion) received in advance of the EGM by publishing the responses to such questions on the Company's website and on SGX's Website by 26 October 2023. The Company will publish the minutes of the EGM on the SGX's website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website within one (1) month after the date of the EGM.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a member of the Company (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**"), (b) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.