

**SOILBUILD CONSTRUCTION GROUP LTD.**

(Company Registration No.: 201301440Z)

(Incorporated in the Republic of Singapore)

**MINUTES OF THE ELEVENTH 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 FRIDAY, 26 APRIL 2024 AT 2.30 P.M.**

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**PRESENT**

<b>Directors</b>	:	Mr. Lim Chap Huat (Executive Chairman) Mr. Lim Han Ren (Executive Director and Chairman of Meeting) Ms. Lim Cheng Hwa (Non-Executive Director) Mr. Chee Wee Kiong (Lead Independent Director) Mr. Teo Chee Seng (Independent Director) Mr. Chiam Tao Koon (Independent Director)
<b>Absent with Apologies</b>	:	Mr. Ng Fook Ai Victor (Independent Director)
<b>Shareholders</b>	:	As per Attendance Sheet
<b>Proxies</b>	:	As per Attendance Sheet
<b>In-attendance</b>	:	As per Attendance Sheet

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**CHAIRMAN**

Mr. Lim Han Ren, the Executive Director 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 9 April 2024 (“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 Independent Director, Mr Ng Fook Ai Victor is on business trip and unable to attend the Meeting and sent his absent with apologies. The Company’s auditor, polling agent, scrutineer and 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 2023 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 2023 and the Directors' Statements and Independent Auditor's Report thereon be received and adopted.

Mr. Goh Yufan (proxy for Mr. Chooi Yue Chiong) proposed and Ms. Evelyn Lee Ning Huan (proxy for Ms. Wong Lay Hwa) 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 – FIRST AND FINAL TAX-EXEMPT (ONE-TIER) DIVIDEND OF S\$0.001 PER SHARE FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023**

The Board had recommended the declaration of the first and final tax-exempt (one-tier) dividend of S\$0.001 per share for the financial year ended 31 December 2023 be approved. It was noted that the proposed dividend, if approved at the AGM, will be paid on 16 May 2024.

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

### **RESOLUTION 3 – ADDITIONAL DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023**

The Board had recommended the payment of the Additional Directors' fees of S\$48,000 for the financial year ended 31 December 2023 be approved.

Mr. Goh Yufan (proxy for Mr. Chooi Yue Chiong) proposed and Mr. Desmond Huang Weiqiang (proxy for Ms. Lim Hui Hua) seconded the motion.

### **RESOLUTION 4 - DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2024**

The Board had recommended the payment of the Directors' fees of S\$359,100 for the financial year ending 31 December 2024 be approved.

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

### **RESOLUTION 5 - RE-ELECTION OF MR. NG FOOK AI VICTOR**

Mr. Ng Fook Ai Victor retired pursuant to Article 94 of the Company's Constitution. Mr. Ng Fook Ai Victor being eligible had offered himself for re-election.

The Chairman of the Meeting informed the shareholders that upon re-election, Mr. Ng Fook Ai Victor would remain as the Chairman of Remuneration Committee and a Member of the Audit and Nominating Committees.

Mr. Ng Fook Ai Victor 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”).

Ms. Evelyn Lee Ning Huan (proxy for Ms. Wong Lay Hwa) proposed and Mr. Desmond Huang Weiqiang (proxy for Ms. Lim Hui Hua) seconded the motion.

#### **RESOLUTION 6 - RE-ELECTION OF MR. CHIAM TAO KOON**

Mr. Chiam Tao Koon retired pursuant to Article 94 of the Company’s Constitution. Mr. Chiam Tao Koon being eligible had offered himself for re-election.

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

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

#### **RESOLUTION 7 - RE-ELECTION OF MR. CHEE WEE KIONG**

Mr. Chee Wee Kiong retired pursuant to Article 100 of the Company’s Constitution. Mr. Chee Wee Kiong being eligible had offered himself for re-election.

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

Mr. Goh Yufan (proxy for Mr. Chooi Yue Chiong) proposed and Ms. Evelyn Lee Ning Huan (proxy for Ms. Wong Lay Hwa) seconded the motion.

#### **RESOLUTION 8 – 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.

Ms. Lee Sheau Yann (proxy for Mr. Ng Kwoon Hong) proposed and Ms. Emily Kok Chu Wen (proxy for Mr Lim Thiam Lay) 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 9 – 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 9 April 2024.

Ms. Evelyn Lee Ning Huan (proxy for Ms. Wong Lay Hwa) proposed and Mr. Desmond Huang Weiqiang (proxy for Ms. Lim Hui Hua) seconded the motion.

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

**RESOLUTION 10 – 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 9 April 2024.

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 10.

Mr. Desmond Huang Weiqiang (proxy for Ms. Lim Hui Hua) proposed and Mr. Goh Yufan (proxy for Mr. Chooi Yue Chiong) 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	%	
	<b><u>Ordinary Business</u></b>					
1.	Adoption of the Audited Financial Statements for the financial year ended 31 December 2023 and Directors’ Statement, and Independent Auditor’s Report thereon	1,256,381,452	100.0000%	0	0.0000%	1,256,381,452
2.	Approval of the first and final tax-exempt (one-tier) dividend of S\$0.001 per share for the financial year ended 31 December 2023	1,256,381,452	100.0000%	0	0.0000%	1,256,381,452
3.	Approval of the Additional Directors’ fees of S\$48,000 for the financial year ended 31 December 2023	1,256,378,452	99.9998%	3,000	0.0002%	1,256,381,452
4.	Approval of the Directors’ fees of S\$359,100 for the financial year ending 31 December 2024	1,256,378,452	99.9998%	3,000	0.0002%	1,256,381,452
5.	Re-election of Ng Fook Ai Victor as Director pursuant to Article 94 of the Company’s Constitution	1,256,381,452	100.0000%	0	0.0000%	1,256,381,452
6.	Re-election of Mr. Chiam Tao Koon as Director pursuant to Article 94 of the Company’s Constitution	1,256,381,452	100.0000%	0	0.0000%	1,256,381,452
7.	Re-election of Mr. Chee Wee Kiong as Director pursuant to Article 100 of the Company’s Constitution	1,256,381,452	100.0000%	0	0.0000%	1,256,381,452
8.	Re-appointment of PricewaterhouseCoopers LLP as auditor of the Company and to authorise the Directors of the Company to fix their remuneration	1,256,381,452	100.0000%	0	0.0000%	1,256,381,452

	<b>Special Business</b>					
<b>9.</b>	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")	1,256,378,452	99.9998%	3,000	0.0002%	1,256,381,452
<b>10.</b>	Proposed renewal of the general mandate for interested person transactions as defined in Chapter 9 of the Listing Manual of the SGX-ST	24,368,285	100.0000%	0	0.0000%	24,368,285

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 2.46 p.m.

Confirmed by,

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Lim Han Ren  
Chairman of the Meeting