



SOILBUILD CONSTRUCTION GROUP LTD.

(Company Registration No. 201301440Z)

(Incorporated in the Republic of Singapore)

PROPOSED PRO RATA AND NON-RENOUNCEABLE NON-UNDERWRITTEN PREFERENTIAL OFFERING OF WARRANTS

Unless otherwise defined, all terms used herein shall bear the same meaning as in the Announcement (as defined below).

1. RECEIPT OF IN-PRINCIPLE APPROVAL FROM THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

Further to the Company's announcement on 30 May 2016 (the "**Announcement**") relating to the Preferential Offering of Warrants, the Directors wish to announce that the Company has today received the in-principle approval from the Singapore Exchange Securities Trading Limited ("**SGX-ST**") for the listing of and quotation for up to 167,369,000 Warrants on the Main Board of the SGX-ST, subject to the following conditions:

- (a) compliance with the SGX-ST's listing requirements;
- (b) a written undertaking from the Company that it will comply with Rules 704(30), 815 and 1207(20) of the SGX-ST Listing Manual in relation to the use of proceeds from the Preferential Offering and exercise of Warrants and where proceeds are to be used for working capital purposes, the Company will disclose a breakdown with specific details on the use of proceeds for working capital in the Company's announcements on use of proceeds and in the annual report;
- (c) a written confirmation from a financial institution as required under Rule 877(9) of the SGX-ST Listing Manual that Mr Lim Chap Huat (who has given the Irrevocable Undertaking) has sufficient financial resources to fulfil his obligations under his undertaking;
- (d) a written confirmation from the Company that there is a satisfactory spread of Warrantholders (at least 100) to provide an orderly market for the Warrants in compliance with Rule 826 of the SGX-ST Listing Manual;
- (e) a written confirmation from the Company that the terms and conditions of the Warrants do not permit revision of the exercise price/ratio in any form, other than in compliance with Rule 829(1) of the SGX-ST Listing Manual;
- (f) a written undertaking from the Company that it will comply with the confirmation given in Rule 877(10) of the SGX-ST Listing Manual with regards to the allotment of any excess Warrants;
- (g) a written undertaking from the Company that Rules 820, 830 and 831 of the SGX-ST Listing Manual will be complied with; and

- (h) announcement(s) via SGXNET on the amount and intended use of proceeds from the exercise of the Warrants.

The SGX-ST's approval in-principal is not to be taken as an indication of the merits of the Preferential Offering, the Warrants, the New Shares, the Shares, the Company and/or its subsidiaries.

2. NOTICE OF BOOKS CLOSURE DATE

NOTICE IS HEREBY GIVEN that the Register of Members and the Share Transfer Books of the Company will be closed at 5.00 p.m. on 22 June 2016 (the "**Books Closure Date**") for the purpose of determining the provisional allotments of Warrants of entitled shareholders of the Company ("**Entitled Shareholders**") under the Preferential Offering, comprising:

- (a) "**Entitled Depositors**", being Shareholders with ordinary shares in the capital of the Company ("**Shares**") standing to the credit of their Securities Accounts and whose registered address with The Central Depository (Pte) Limited ("**CDP**") are in Singapore as at the Books Closure Date or who have, at least three (3) Market Days prior to the Books Closure Date, provided CDP with addresses in Singapore for the service of notices and documents; and
- (b) "**Entitled Scripholders**", being Shareholders whose share certificates have not been deposited with CDP or who have tendered to Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) (the "**Share Registrar**") valid transfers of their Shares and the certificates relating thereto for registration up to the Books Closure Date and whose registered addresses with the Company are in Singapore as at the Books Closure date or who have, at least three (3) Markets Days prior to the Books Closure Date, provided the Share Registrar with addresses in Singapore for the service of notices and documents.

Subject to the terms and conditions of the Instruction Booklet and the accompanying documents, Entitled Shareholders will be at liberty to accept or decline their provisional allotments of Warrants and will be eligible to apply for Warrants in excess of their provisional allotments under the Preferential Offering.

An indicative timetable for the Preferential Offering will be announced in due course.

BY ORDER OF THE BOARD
SOILBUILD CONSTRUCTION GROUP LTD.

Ho Toon Bah
Executive Director

6 June 2016

Important Notice

This announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Warrants and/or the New Shares.

The value of the Warrants, New Shares and/or Shares and the income derived from them, if any, may fall as well as rise. An investment in Warrants, New Shares and/or Shares is subject to investment risks, including the possible loss of the principal amount invested.

Investors should note that they will have no right to request the Company to redeem or purchase their Warrants, New Shares and/or Shares for so long as the Warrants, New Shares and/or Shares are listed on the SGX-ST. It is intended that the Warrantholders may only deal in their Warrants, New Shares and/or Shares through trading on the SGX-ST. Listing of the Warrants, New Shares and/or on the SGX-ST does not guarantee a liquid market for the Warrants, New Shares and/or Shares.

The past performance of the Company is not necessarily indicative of the future performance of the Company.

All figures in this announcement unless expressed differently or otherwise stated are rounded off to one decimal place.