SOILBUILD CONSTRUCTION GROUP LTD.

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

WAIVER FROM THE APPLICATION OF RULE 1311 OF THE LISTING MANUAL OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED ("SGX-ST")

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1. INTRODUCTION

1.1 The Board of Directors (the "**Board**") of Soilbuild Construction Group Ltd. (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to announce that the SGX-ST has, on 19 April 2023, granted the Company's application for a waiver (the "**Waiver**") from the application of Rule 1311 of the Listing Manual of the SGX-ST (the "**Listing Manual**") for the period from 1 December 2022 to 31 May 2023 (the "**Waiver Application**").

1.2 The Waiver is granted subject to the following conditions:

(a) submission of a written confirmation from the Company that it is not aware of any information that will have a material bearing on investors' decision which has yet to be announced by the Company; and

(b) the Company announcing the Waiver granted for the deferment of the applicability of Rule 1311 of the Listing Manual, the reasons for seeking the Waiver, the conditions as required under Rule 107 of the Listing Manual and if the conditions of the Waiver (the "**Waiver Conditions**") have been satisfied. If the Waiver Conditions have not been met on the date of the announcement, the Company must make an update announcement when the Waiver Conditions have all been met.

1.3 The Company confirms that all the Waiver Conditions set out in paragraph 1.2 above have been satisfied.

2. INFORMATION ON THE WAIVER APPLICATION

2.1 The Company had sought the Waiver from the SGX-ST on the following basis:

(a) Rule 1311 of the Listing Manual provides that the SGX-ST will place an issuer on the watch-list, if it records pre-tax losses for the three most recently completed consecutive financial years (based on audited full year consolidated accounts) and an average daily market capitalisation of less than S$40 million over the last six months. Practice Note 13.2 of the Listing Manual provides that the SGX-ST will conduct half-yearly reviews to identify issuers to be placed on the watch-list.

(b) The next half-yearly review to be conducted by the SGX-ST to identify issuers to be placed on the watch-list will take place on the first market day of June 2023, and take into account the average daily market capitalisation of an issuer from 1 December 2022 to 31 May 2023 (the "**Relevant Review Period**").

(c) As at the date of the Waiver Application, the Company has recorded audited pre-tax losses for its financial years ended 31 December 2020 and 2021, and the Company had on 28 February 2023 announced its unaudited pre-tax losses for its financial year ended 31 December 2022 and expected the audited results for its financial year ended 31 December 2022 to remain a pre-tax loss. Further, as at the date of the Waiver Application, the Company's average daily market capitalisation for the period commencing on 26 September 2022 and ending on 24 March 2023 is S$35.4 million. The Company is concerned that its average daily market capitalisation for the Relevant Review Period would fall under S$40 million, and that as a result, the Company would be placed on the watch-list pursuant to Rule 1311 of the Listing Manual.

(d) The Company believes that if it is placed on the watch-list, there will potentially be a significant impact on the Company's efforts and initiatives to turn around its financial results. Ultimately, this would have a detrimental impact on the Company's shareholders.

(e) As at the date of the Waiver Application, the Company intended to undertake a further preferential offering pursuant to the general mandate for issuance of shares (the "**General Mandate**") to be obtained at the Company's Annual General Meeting (the "**Further Preferential Offering**"). The Company expects the Further Preferential Offering to increase the Company's market capitalisation to be above S$40 million through the increase in the number of issued shares of the Company.

2.2 Since the date of the Waiver Application:

(a) the Company has, on 6 April 2023, released the audited results for its financial year ended 31 December 2022 which record a pre-tax loss; and

(b) the Company has obtained shareholders' approval for the General Mandate at the Company's Annual General Meeting held on 26 April 2023, and on 28 April

2023, announced that the Company will be undertaking the Further Preferential Offering. Shareholders may refer to the Company's announcement on 28 April 2023 in respect of the Further Preferential Offering for further information on the Further Preferential Offering.

BY ORDER OF THE BOARD
SOILBUILD CONSTRUCTION GROUP LTD.

Lim Han Ren
Executive Director

28 April 2023
Singapore