



## SOILBUILD CONSTRUCTION GROUP LTD.

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

### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of Soilbuild Construction Group Ltd. (the "**Company**") will be held at SB Building, 25 Changi South Street 1, Singapore 486059 on 10 October 2014 at 10.30 a.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the following Resolutions, which will be proposed as Ordinary Resolutions:

#### Resolution 1

Ordinary Resolution:

The Proposed Participation by Mr Lim Chap Huat in the Soilbuild Construction Performance Share Plan

That, the participation by Mr Lim Chap Huat (who is regarded as a controlling shareholder in relation to the Company) in the Soilbuild Construction Performance Share Plan, be and is hereby approved.

#### Resolution 2

Ordinary Resolution:

The Grant of an Award comprising up to 2,621,000 Shares to Mr Lim Chap Huat under the Soilbuild Construction Performance Share Plan

That, subject to and contingent upon the passing of Resolution 1 above,

- (a) the grant of a contingent award (the "**Award**") comprising up to 2,621,000 Shares to Mr Lim Chap Huat (who is regarded as a controlling shareholder in relation to the Company) by the Remuneration Committee of the Company (the "**Committee**") administering the Soilbuild Construction Performance Share Plan, be and is hereby approved; and
- (b) the Directors of the Company be and are hereby authorised to allot and issue Shares, or transfer existing Shares procured by the Company, upon the release of the Award.

By Order of the Board

Ho Toon Bah  
Executive Director  
25 September 2014

#### Notes:

1. The Chairman of the Extraordinary General Meeting will be exercising his right under Article 61 of the Articles of Association of the Company to demand a poll in respect of each of the resolutions to be put to the vote of members of the Company at the Extraordinary General Meeting and at any adjournment thereof. Accordingly, each resolution at the Extraordinary General Meeting will be voted on by way of a poll.
2. A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead.
3. A proxy need not be a member of the Company.
4. If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
5. The instrument appointing a proxy must be deposited at the Company's registered office at SB Building, 25 Changi South Street 1, Singapore 486059 not less than 48 hours before the time appointed for the Extraordinary General Meeting.

#### 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 (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) 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) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) 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), 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) 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.

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.