

**AUDITED RESULTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2009**

**1(a) An income statement (for the group) together with a comparative statement for the corresponding period of the immediately preceding financial year.**

**CONSOLIDATED PROFIT AND LOSS ACCOUNTS  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2009 (IN \$ MILLION)**

|  | The Group              |                        | The Group      |                |
|--|------------------------|------------------------|----------------|----------------|
|  | 4th Quarter<br>2008-09 | 4th Quarter<br>2007-08 | 2008-09        | 2007-08        |
| <b>REVENUE</b>   | <b>245.8</b>           | <b>225.1</b>           | <b>1,045.3</b> | <b>1,009.6</b> |
| <b>EXPENDITURE</b>   |                        |                        |                |                |
| Staff costs  | 90.0                   | 104.6                  | 429.5          | 440.0          |
| Material costs   | 57.8                   | 44.4                   | 229.9          | 235.6          |
| Depreciation   | 9.4                    | 8.7                    | 36.6           | 33.1           |
| Amortisation of intangibles                                      | 1.5                    | 1.5                    | 5.9            | 6.4            |
| Company accommodation  | 11.8                   | 10.7                   | 45.9           | 43.2           |
| Subcontract costs  | 24.2                   | 17.1                   | 108.6          | 82.3           |
| Other operating expenses   | 24.4                   | 17.6                   | 76.3           | 66.1           |
|  | <b>219.1</b>           | <b>204.6</b>           | <b>932.7</b>   | <b>906.7</b>   |
| <b>OPERATING PROFIT</b>  | <b>26.7</b>            | <b>20.5</b>            | <b>112.6</b>   | <b>102.9</b>   |
| Interest income  | 0.4                    | 1.9                    | 3.9            | 9.8            |
| Interest on external borrowings                                  | *                      | *                      | *              | *              |
| Surplus on disposal of fixed assets                              | 0.4                    | 0.4                    | 0.1            | 1.3            |
| Dividend received from long-term investment                      | 1.6                    | 4.2                    | 11.1           | 13.7           |
| Share of profits of joint venture companies                      | 19.9                   | 12.0                   | 63.9           | 50.8           |
| Share of profits of associated companies                         | 27.9                   | 24.8                   | 109.1          | 107.0          |
| <b>PROFIT BEFORE TAXATION</b>                                    | <b>76.9</b>            | <b>63.8</b>            | <b>300.7</b>   | <b>285.5</b>   |
| <b>TAXATION</b>  |                        |                        |                |                |
| Taxation expenses  | (11.5)                 | (8.1)                  | (38.4)         | (31.2)         |
| Adjustment for reduction in Singapore statutory tax rate         | 1.0                    | -                      | 1.0            | -              |
| <b>PROFIT FOR THE FINANCIAL YEAR</b>                             | <b>66.4</b>            | <b>55.7</b>            | <b>263.3</b>   | <b>254.3</b>   |
| <b>PROFIT ATTRIBUTABLE TO:<br/>EQUITY HOLDERS OF THE COMPANY</b> | <b>65.5</b>            | <b>55.2</b>            | <b>260.6</b>   | <b>253.8</b>   |
| Minority interests   | 0.9                    | 0.5                    | 2.7            | 0.5            |
|  | <b>66.4</b>            | <b>55.7</b>            | <b>263.3</b>   | <b>254.3</b>   |
| Basic earnings per share (cents)                                 | 6.09                   | 5.14                   | 24.20          | 23.71          |
| Diluted earnings per share (cents)                               | 6.08                   | 5.07                   | 24.07          | 23.34          |

\* Amount less than \$0.1M

**Notes:****Profit for the period is arrived at after charging/(crediting) the following:**

|   | The Group              |                        | The Group |         |
|---|------------------------|------------------------|-----------|---------|
|   | 4th Quarter<br>2008-09 | 4th Quarter<br>2007-08 | 2008-09   | 2007-08 |
|   | \$M                    | \$M                    | \$M       | \$M     |
| Bad debts written off   | 1.1                    | -                      | 1.1       | 0.3     |
| Provision / (Write-back of provision) for impairment<br>of trade debtors, net | 2.0                    | (0.3)                  | 3.5       | 2.9     |
| Exchange (gain) / loss, net   | (2.1)                  | 1.0                    | (5.1)     | (0.8)   |
| Adjustment for overprovision of tax in respect of<br>prior year               | (0.1)                  | (7.2)                  | (0.1)     | (7.3)   |
| Provision for obsolete stocks, net  | 0.6                    | 0.9                    | 0.8       | 0.9     |

**1(b)(i) A balance sheet (for the issuer and group), together with a comparative statement as at the end of the immediately preceding financial year.**

**BALANCE SHEETS AT 31 MARCH (IN \$ MILLION)**

|   | <b>The Group</b>      |                       | <b>The Company</b>  |                     |
|---|-----------------------|-----------------------|---------------------|---------------------|
|   | <b>31 Mar 2009</b>    | <b>31 Mar 2008</b>    | <b>31 Mar 2009</b>  | <b>31 Mar 2008</b>  |
| <b>SHARE CAPITAL</b>  | 255.6                 | 245.0                 | 255.6               | 245.0               |
| <b>RESERVES</b>   |                       |                       |                     |                     |
| General reserve   | 971.9                 | 937.5                 | 626.6               | 635.4               |
| Share-based compensation reserve                            | 39.6                  | 28.5                  | 39.6                | 28.5                |
| Foreign currency translation reserve                        | (36.4)                | (88.4)                | -                   | -                   |
| Fair value reserve  | (1.8)                 | 2.7                   | (1.8)               | 2.7                 |
|   | <u>973.3</u>          | <u>880.3</u>          | <u>664.4</u>        | <u>666.6</u>        |
| <b>EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY</b> | 1,228.9               | 1,125.3               | 920.0               | 911.6               |
| <b>MINORITY INTERESTS</b>                                   | 26.5                  | 14.8                  | -                   | -                   |
| <b>TOTAL EQUITY</b>   | <u>1,255.4</u>        | <u>1,140.1</u>        | <u>920.0</u>        | <u>911.6</u>        |
| <b>DEFERRED TAXATION</b>                                    | 24.9                  | 21.8                  | 20.6                | 18.6                |
| <b>LONG-TERM LIABILITY</b>                                  |                       |                       |                     |                     |
| Finance lease commitments                                   |                       |                       |                     |                     |
| - repayable after one year                                  | *                     | 0.1                   | -                   | -                   |
|   | <u>1,280.3</u>        | <u>1,162.0</u>        | <u>940.6</u>        | <u>930.2</u>        |
| Represented by :  |                       |                       |                     |                     |
| <b>FIXED ASSETS</b>   | 313.2                 | 275.7                 | 287.7               | 258.0               |
| <b>INTANGIBLES</b>  | 6.7                   | 11.6                  | 4.8                 | 10.0                |
| <b>SUBSIDIARY COMPANIES</b>                                 | -                     | -                     | 37.7                | 20.4                |
| <b>ASSOCIATED COMPANIES</b>                                 | 403.7                 | 343.6                 | 164.7               | 164.7               |
| <b>JOINT VENTURE COMPANIES</b>                              | 126.7                 | 94.4                  | 56.6                | 56.6                |
| <b>LONG-TERM INVESTMENTS</b>                                | 14.6                  | 14.6                  | 14.6                | 14.6                |
| <b>LOAN TO SUBSIDIARY COMPANY</b>                           | -                     | -                     | 1.1                 | -                   |
| <b>CURRENT ASSETS</b>                                       |                       |                       |                     |                     |
| Trade and other debtors                                     | 82.1                  | 91.2                  | 64.9                | 78.4                |
| Immediate holding company                                   | 77.9                  | 53.8                  | 76.1                | 51.2                |
| Related parties   | 20.6                  | 29.6                  | 12.6                | 25.2                |
| Stocks  | 35.7                  | 19.2                  | 28.8                | 15.6                |
| Work-in-progress  | 48.5                  | 42.5                  | 46.6                | 41.2                |
| Short-term deposits   | 324.0                 | 370.9                 | 322.5               | 363.5               |
| Cash and bank balances                                      | 48.5                  | 66.4                  | 25.0                | 62.0                |
|   | <u>637.3</u>          | <u>673.6</u>          | <u>576.5</u>        | <u>637.1</u>        |
| Less:   |                       |                       |                     |                     |
| <b>CURRENT LIABILITIES</b>                                  |                       |                       |                     |                     |
| Trade and other creditors                                   | 202.1                 | 231.1                 | 185.0               | 211.6               |
| Finance lease commitments                                   |                       |                       |                     |                     |
| - repayable within one year                                 | 0.1                   | 0.1                   | -                   | -                   |
| Bank loans  | 0.8                   | -                     | -                   | -                   |
| Current tax payable   | 18.9                  | 20.3                  | 18.1                | 19.6                |
|   | <u>221.9</u>          | <u>251.5</u>          | <u>203.1</u>        | <u>231.2</u>        |
| <b>NET CURRENT ASSETS</b>                                   | <u>415.4</u>          | <u>422.1</u>          | <u>373.4</u>        | <u>405.9</u>        |
|   | <u><u>1,280.3</u></u> | <u><u>1,162.0</u></u> | <u><u>940.6</u></u> | <u><u>930.2</u></u> |

\* Amount less than \$0.1M

**1(b)(ii) Aggregate amount of group's borrowings and debt securities.**

**Amount repayable in one year or less, or on demand**

| As at 31/03/2009 |           | As at 31/03/2008 |           |
|------------------|-----------|------------------|-----------|
| Secured          | Unsecured | Secured          | Unsecured |
| \$0.1M           | \$0.8M    | \$0.1M           | -         |

**Amount repayable after one year**

| As at 31/03/2009 |           | As at 31/03/2008 |           |
|------------------|-----------|------------------|-----------|
| Secured          | Unsecured | Secured          | Unsecured |
| *                | -         | \$0.1M           | -         |

\* Amount less than \$0.1M

**Details of any collateral**

The secured borrowings as at 31 March 2009 and 31 March 2008 pertains to finance leases of equipment and vehicles.

**1(c) A cash flow statement (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year.**

**CONSOLIDATED CASH FLOW STATEMENTS  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2009 (IN \$ MILLION)**

|  | The Group      |                |
|--|----------------|----------------|
|  | 2008-09        | 2007-08        |
| <b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>   | <b>86.9</b>    | <b>91.7</b>    |
| <b>CASH FLOW FROM INVESTING ACTIVITIES</b>   |                |                |
| Capital expenditure  | (74.0)         | (58.5)         |
| Purchase of intangible assets  | (1.0)          | (1.4)          |
| Acquisition of subsidiary, net of cash acquired  | -              | (1.5)          |
| Dividends received from associated and joint venture companies                           | 115.4          | 89.0           |
| Dividend received from long-term investment  | 11.1           | 13.7           |
| Proceeds from disposal of fixed assets   | *              | 1.1            |
| Interest received from deposits  | 5.1            | 10.3           |
| <b>NET CASH PROVIDED BY INVESTING ACTIVITIES</b>   | <b>56.6</b>    | <b>52.7</b>    |
| <b>CASH FLOW FROM FINANCING ACTIVITIES</b>   |                |                |
| Proceeds from exercise of share options  | 8.2            | 25.1           |
| Proceeds from issuance of share capital by a subsidiary company to minority shareholders | 8.3            | 1.2            |
| Net proceeds from/ (repayment of) bank loan  | 0.8            | (0.8)          |
| Interest paid  | *              | *              |
| Repayment of finance lease obligations   | (0.1)          | (2.0)          |
| Dividends paid   | (226.3)        | (128.5)        |
| Dividends paid by subsidiary companies to minority interests                             | (0.3)          | (0.3)          |
| <b>NET CASH USED IN FINANCING ACTIVITIES</b>   | <b>(209.4)</b> | <b>(105.3)</b> |
| <b>NET CASH (OUTFLOW) / INFLOW</b>   | <b>(65.9)</b>  | <b>39.1</b>    |
| <b>CASH AND CASH EQUIVALENTS AT BEGINNING OF FINANCIAL YEAR</b>                          | <b>437.3</b>   | <b>400.3</b>   |
| Effect of exchange rate changes  | 1.1            | (2.1)          |
| <b>CASH AND CASH EQUIVALENTS AT END OF FINANCIAL YEAR</b>                                | <b>372.5</b>   | <b>437.3</b>   |
| <b>ANALYSIS OF CASH AND CASH EQUIVALENTS</b>   |                |                |
| Short-term deposits  | 324.0          | 370.9          |
| Cash and bank balances   | 48.5           | 66.4           |
| <b>CASH AND CASH EQUIVALENTS AT END OF FINANCIAL YEAR</b>                                | <b>372.5</b>   | <b>437.3</b>   |

\* Amount less than \$0.1M

**CASH FLOW FROM OPERATING ACTIVITIES (IN \$ MILLION)**

|   | <b>The Group</b> |                |
|---|------------------|----------------|
|   | <b>2008-09</b>   | <b>2007-08</b> |
| Profit before taxation                                      | 300.7            | 285.5          |
| Adjustments for:  |                  |                |
| Depreciation of fixed assets                                | 36.6             | 33.1           |
| Amortisation of intangibles                                 | 5.9              | 6.4            |
| Share-based payment expense                                 | 13.6             | 16.4           |
| Surplus on disposal of fixed assets                         | (0.1)            | (1.3)          |
| Interest income   | (3.9)            | (9.8)          |
| Interest on external borrowings                             | *                | *              |
| Share of profits of joint venture and associated companies  | (173.0)          | (157.8)        |
| Exchange differences  | (5.1)            | (0.8)          |
| Dividend received from long-term investment                 | (11.1)           | (13.7)         |
| <b>Operating profit before working capital changes</b>      | <b>163.6</b>     | <b>158.0</b>   |
| Decrease / (Increase) in debtors                            | 9.8              | (19.5)         |
| (Increase) in stocks/ work-in-progress                      | (22.4)           | (14.3)         |
| (Decrease) in creditors                                     | (27.6)           | (11.9)         |
| (Increase) / Decrease in amounts owing by related companies | (16.3)           | 17.6           |
| <b>Cash generated from operations</b>                       | <b>107.1</b>     | <b>129.9</b>   |
| Income taxes paid   | (20.2)           | (38.2)         |
| <b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>            | <b>86.9</b>      | <b>91.7</b>    |

\* Amount less than \$0.1M

**1(d)(i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.**

**STATEMENTS OF CHANGES IN EQUITY  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2009 (IN \$ MILLION)**

| The Group  | Attributable to Equity Holders of the Company |                    |                                  |                                      |                 |         | Minority interest | Total equity |
|--|---|--------------------|----------------------------------|--------------------------------------|-----------------|---------|-------------------|--------------|
|  | Share capital                                 | Fair value reserve | Share-based compensation reserve | Foreign currency translation reserve | General reserve | Total   |                   |              |
| Balance at 1 April 2008  | 245.0   | 2.7                | 28.5                             | (88.4)                               | 937.5           | 1,125.3 | 14.8              | 1,140.1      |
| Currency translation differences                                     | -   | -                  | -                                | 52.0                                 | -               | 52.0    | 1.0               | 53.0         |
| Net fair value changes on cash flow hedges                           | -   | (4.5)              | -                                | -                                    | -               | (4.5)   | -                 | (4.5)        |
| Net income and expense not recognised in the profit and loss account | -   | (4.5)              | -                                | 52.0                                 | -               | 47.5    | 1.0               | 48.5         |
| Profit for the financial year  | -   | -                  | -                                | -                                    | 260.6           | 260.6   | 2.7               | 263.3        |
| Net income and expense recognised for the financial year             | -   | (4.5)              | -                                | 52.0                                 | 260.6           | 308.1   | 3.7               | 311.8        |
| Capital contribution   | -   | -                  | -                                | -                                    | -               | -       | 8.3               | 8.3          |
| Share-based payment  | -   | -                  | 13.6                             | -                                    | -               | 13.6    | -                 | 13.6         |
| Share awards released  | 0.4   | -                  | (0.4)                            | -                                    | -               | -       | -                 | -            |
| Share options exercised  | 10.2  | -                  | (2.0)                            | -                                    | -               | 8.2     | -                 | 8.2          |
| Share options lapsed   | -   | -                  | (0.1)                            | -                                    | 0.1             | -       | -                 | -            |
| Dividends  | -   | -                  | -                                | -                                    | (226.3)         | (226.3) | (0.3)             | (226.6)      |
| Balance at 31 March 2009   | 255.6   | (1.8)              | 39.6                             | (36.4)                               | 971.9           | 1,228.9 | 26.5              | 1,255.4      |

\* Amount less than \$0.1M

**STATEMENTS OF CHANGES IN EQUITY  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2008 (IN \$ MILLION)**

| The Group  | Attributable to Equity Holders of the Company |                    |                                  |                                      |                 |         | Minority interest | Total equity |
|--|---|--------------------|----------------------------------|--------------------------------------|-----------------|---------|-------------------|--------------|
|  | Share capital                                 | Fair value reserve | Share-based compensation reserve | Foreign currency translation reserve | General reserve | Total   |                   |              |
| Balance at 1 April 2007  | 214.5   | -                  | 18.0                             | (47.1)                               | 811.7           | 997.1   | 13.2              | 1,010.3      |
| Currency translation differences                                     | -   | -                  | -                                | (41.3)                               | -               | (41.3)  | 0.2               | (41.1)       |
| Net fair value changes on cash flow hedges                           | -   | 2.7                | -                                | -                                    | -               | 2.7     | -                 | 2.7          |
| Net income and expense not recognised in the profit and loss account | -   | 2.7                | -                                | (41.3)                               | -               | (38.6)  | 0.2               | (38.4)       |
| Profit for the financial year  | -   | -                  | -                                | -                                    | 253.8           | 253.8   | 0.5               | 254.3        |
| Net income and expense recognised for the financial year             | -   | 2.7                | -                                | (41.3)                               | 253.8           | 215.2   | 0.7               | 215.9        |
| Capital contribution   | -   | -                  | -                                | -                                    | -               | -       | 1.2               | 1.2          |
| Share-based payment  | -   | -                  | 16.4                             | -                                    | -               | 16.4    | -                 | 16.4         |
| Share options exercised  | 30.5  | -                  | (5.4)                            | -                                    | -               | 25.1    | -                 | 25.1         |
| Share options lapsed   | -   | -                  | (0.5)                            | -                                    | 0.5             | -       | -                 | -            |
| Dividends  | -   | -                  | -                                | -                                    | (128.5)         | (128.5) | (0.3)             | (128.8)      |
| Balance at 31 March 2008   | 245.0   | 2.7                | 28.5                             | (88.4)                               | 937.5           | 1,125.3 | 14.8              | 1,140.1      |

\* Amount less than \$0.1M

**STATEMENT OF CHANGES IN EQUITY  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2009 (IN \$ MILLION)**

| <b>The Company</b>   | Share capital | Fair value reserve | Share-based compensation reserve | General reserve | Total   |
|--|---------------|--------------------|----------------------------------|-----------------|---------|
| Balance at 1 April 2007  | 214.5         | -                  | 18.0                             | 560.4           | 792.9   |
| Net fair value changes on cash flow hedges                           | -             | 2.7                | -                                | -               | 2.7     |
| Net income not recognised in the profit and loss account             | -             | 2.7                | -                                | -               | 2.7     |
| Profit for the financial year  | -             | -                  | -                                | 203.0           | 203.0   |
| Net income recognised for the financial year                         | -             | 2.7                | -                                | 203.0           | 205.7   |
| Share-based payment  | -             | -                  | 16.4                             | -               | 16.4    |
| Share options exercised  | 30.5          | -                  | (5.4)                            | -               | 25.1    |
| Share options lapsed   | -             | -                  | (0.5)                            | 0.5             | -       |
| Dividends  | -             | -                  | -                                | (128.5)         | (128.5) |
| Balance at 31 March 2008   | 245.0         | 2.7                | 28.5                             | 635.4           | 911.6   |
| Net fair value changes on cash flow hedges                           | -             | (4.5)              | -                                | -               | (4.5)   |
| Net income and expense not recognised in the profit and loss account | -             | (4.5)              | -                                | -               | (4.5)   |
| Profit for the financial year  | -             | -                  | -                                | 217.4           | 217.4   |
| Net income and expense recognised for the financial year             | -             | (4.5)              | -                                | 217.4           | 212.9   |
| Share-based payment  | -             | -                  | 13.6                             | -               | 13.6    |
| Share awards released  | 0.4           | -                  | (0.4)                            | -               | -       |
| Share options exercised  | 10.2          | -                  | (2.0)                            | -               | 8.2     |
| Share options lapsed   | -             | -                  | (0.1)                            | 0.1             | -       |
| Dividends  | -             | -                  | -                                | (226.3)         | (226.3) |
| Balance at 31 March 2009   | 255.6         | (1.8)              | 39.6                             | 626.6           | 920.0   |

\* Amount less than \$0.1M

1(d)(ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State also the number of shares that may be issued on conversion of all the outstanding convertibles as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.

## SHARE CAPITAL AND SHARE PLANS IN THE COMPANY

### (A) Share Capital

- (i) The number of ordinary shares in issue, excluding treasury shares as at the end of the current financial period and as at the end of immediately preceding year was as follows:

| As at 31 March 2009 | As at 31 March 2008 |
|---------------------|---------------------|
| 1,078,016,583       | 1,074,315,737       |

- (ii) A statement showing all sales, transfer, transfer, disposal, cancellation and/or use of treasury shares as at the end of current financial period reported on.

Not applicable

### (B) Employee Share Option Plan

- (i) During the period from 1 April 2008 to 31 March 2009, 3,588,125 shares were exercised under the SIA Engineering Company Limited Employee Share Option Plan, which comprises the Senior Executive Share Option Scheme for senior executives and the Employee Share Option Scheme for all other employees.
- (ii) On 1 July 2008, the Company made a tenth grant of share options to employees. 13,592,000 share options were accepted by eligible employees to subscribe for ordinary shares at the price of \$3.74 per share for the exercise period from 1 July 2010 to 30 June 2018.

- (iii) The movement of share options of the Company during the financial year ended 31 March 2009 is as follows:

| No. | Date of grant | Balance at 01.04.2008 / date of grant | Cancelled | Exercised   | Balance at 31.03.2009 | Exercise Price * | Exercisable period    |
|-----|---------------|---------------------------------------|-----------|-------------|-----------------------|------------------|-----------------------|
| 1.  | 28.03.2000    | 1,469,500                             | (90,400)  | (262,100)   | 1,117,000             | \$1.65           | 28.03.2001-27.03.2010 |
| 2.  | 03.07.2000    | 1,487,013                             | (63,200)  | (218,600)   | 1,205,213             | \$1.55           | 03.07.2001-02.07.2010 |
| 3.  | 02.07.2001    | 719,600                               | (50,800)  | (152,700)   | 516,100               | \$1.01           | 02.07.2002-01.07.2011 |
| 4.  | 01.07.2002    | 4,194,350                             | (90,400)  | (407,150)   | 3,696,800             | \$1.98           | 01.07.2003-30.06.2012 |
| 5.  | 01.07.2003    | 1,192,275                             | (11,600)  | (231,525)   | 949,150               | \$1.35           | 01.07.2004-30.06.2013 |
| 6.  | 01.07.2004    | 4,289,225                             | (17,200)  | (474,550)   | 3,797,475             | \$1.69           | 01.07.2005-30.06.2014 |
| 7.  | 01.07.2005    | 8,550,875                             | (17,200)  | (876,150)   | 7,657,525             | \$2.25           | 01.07.2006-30.06.2015 |
| 8.  | 03.07.2006    | 14,782,550                            | (112,000) | (964,100)   | 13,706,450            | \$3.44           | 03.07.2007-02.07.2016 |
| 9.  | 02.07.2007    | 15,319,400                            | (220,800) | (1,250)     | 15,097,350            | \$4.67           | 02.07.2008-01.07.2017 |
| 10. | 01.07.2008    | 13,592,000                            | (74,400)  | -           | 13,517,600            | \$3.74           | 01.07.2010-30.06.2018 |
|     | Total         | 65,596,788                            | (748,000) | (3,588,125) | 61,260,663            |                  |                       |

\* At the extraordinary general meeting of the Company held on 26 July 2004, the Company's shareholders approved an amendment to the Plan to allow for adjustment to the exercise prices of the existing options by the Committee administering the Plan, in the event of the declaration of a special dividend. Following approval by the Company's shareholders of the declaration of a special dividend of \$0.20 on 26 July 2004, the said Committee approved a reduction of \$0.20 in the exercise prices of the share options outstanding on 28 July 2004. The said Committee approved another \$0.20 reduction in the exercise prices of the share options outstanding on 25 July 2006 following approval by the Company's shareholders of the declaration of a special dividend of \$0.20 on 21 July 2006. The exercise prices reflected here are the exercise prices after such adjustments.

- (iv) As at 31 March 2009, the number of share options of the Company outstanding was 61,260,663 (31 March 2008: 52,004,788).

### (C) Restricted Share Plan and Performance Share Plan

- (i) At the extraordinary general meeting of the Company held on 25 July 2005, the Company's shareholders approved the adoption of two new share plans, namely the Restricted Share Plan ("RSP") and Performance Share Plan ("PSP"), in addition to the Employee Share Option Plan.
- (ii) Depending on the achievement of pre-determined targets over a two-year period for the RSP and a three-year period for the PSP, the final number of restricted shares and performance shares awarded could range between 0% to 150% of the initial grant of the restricted shares and between 0% to 200% of the initial grant of the performance shares.

- (iii) As at 31 March 2009, the number of outstanding shares granted under the Company's RSP and PSP were 1,294,528 (31 March 2008: 533,200) and 220,800 (31 March 2008: 92,300) respectively. The movement of these share awards during the year 2008-09 is as follows:

#### **RSP**

| No. | Date of grant | Balance at 01.04.08 / Date of grant | Adjustment * | Cancelled | Released  | Balance as at 31.03.09 |
|-----|---------------|-------------------------------------|--------------|-----------|-----------|------------------------|
| 1.  | 03.07.2006    | 194,900                             | 31,184       | (6,235)   | (112,721) | 107,128                |
| 2.  | 02.07.2007    | 338,300                             | -            | (10,700)  | -         | 327,600                |
| 3.  | 01.07.2008    | 877,300                             | -            | (17,500)  | -         | 859,800                |
|     | Total         | 1,410,500                           | 31,184       | (34,435)  | (112,721) | 1,294,528              |

\* Adjustment at the end of two-year performance period upon meeting stated performance targets.

#### **PSP**

| No. | Date of grant | Balance at 01.04.08/ Date of grant | Cancelled | Balance as at 31.03.09 |
|-----|---------------|------------------------------------|-----------|------------------------|
| 1.  | 03.07.2006    | 31,100                             | -         | 31,100                 |
| 2.  | 02.07.2007    | 61,200                             | -         | 61,200                 |
| 3.  | 01.07.2008    | 128,500                            | -         | 128,500                |
|     | Total         | 220,800                            | -         | 220,800                |

- 2. Whether the figures have been audited or reviewed and in accordance with which standard (e.g. the Singapore Standard on Auditing 910 (Engagements to Review Financial Statements), or an equivalent standard).**

The figures have been audited in accordance with Singapore Standards on Auditing.

- 3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a matter).**

See attached auditor's report.

- 4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied.**

The Group has applied the same accounting policies and methods of computation in the financial statements for the current financial period compared to the audited financial statements as at 31 March 2008 except for the adoption of the Financial Reporting Standards (FRS) and Interpretations of FRS (INT FRS) that are mandatory for financial year beginning on or after 1 April 2008. The adoption of these FRS and INT FRS has no significant impact to the Group.

5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change.

Please refer to paragraph 4.

6. Earnings per ordinary share of the group for the current financial period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends.

|                            | Group              |                    |         |         |
|----------------------------|--------------------|--------------------|---------|---------|
|                            | 4th Qtr<br>2008-09 | 4th Qtr<br>2007-08 | 2008-09 | 2007-08 |
| Earnings per share (cents) |                    |                    |         |         |
| - Basic *                  | 6.09               | 5.14               | 24.20   | 23.71   |
| - Diluted #                | 6.08               | 5.07               | 24.07   | 23.34   |

\* Based on the weighted average number of ordinary shares in issue.

# Based on the weighted average number of ordinary shares in issue, after adjusting for the effects of dilutive options.

7. Net asset value (for the issuer and group) per ordinary share based on issued share capital of the issuer at the end of the:-  
 (a) current financial period reported on; and  
 (b) immediately preceding financial year.

|                                   | Group              |                    | Company            |                    |
|-----------------------------------|--------------------|--------------------|--------------------|--------------------|
|                                   | As at<br>31 Mar 09 | As at<br>31 Mar 08 | As at<br>31 Mar 09 | As at<br>31 Mar 08 |
| Net asset value per share (cents) | 114.0              | 104.7              | 85.4               | 84.9               |

8. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. The review must discuss any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors. It must also discuss any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.

### **GROUP EARNINGS**

#### Financial Year 2008-09

In a year impacted by the global financial crisis and economic downturn, the Group managed to achieve a profit attributable to equity holders of \$260.6 million, an increase of 2.7% or \$6.8 million over last year. Associated and joint venture companies turned in a good performance, with profits increasing by 9.6% or \$15.2 million to \$173.0 million. This represents a contribution of 57.5% to the Group's pre-tax profits.

Revenue rose by 3.5% or \$35.7 million to \$1,045.3 million due mainly to the increase in flights handled and work in Line Maintenance, increase in fleet size of Fleet Management Programme, and a turnkey project to redesign, retrofit and overhaul a B747-400. These increases were partially offset by lower material usage and component overhaul work.

Expenditure grew by 2.9% or \$26.0 million to \$932.7 million, mainly due to an increase in subcontract costs as a result of specialised services required for the turnkey project. The expenditure increase was partially offset by lower staff costs.

The resulting operating profit of \$112.6 million was 9.4% or \$9.7 million higher than last year.

Basic earnings per share increased by 2.1% to 24.20 cents for the financial year ended 31 March 2009.

#### Fourth Quarter FY2008-09 (January – March 2009)

Revenue increased 9.2% or \$20.7 million to \$245.8 million due mainly to higher Line maintenance revenue, with more flights handled and work performed, increase in fleet size of Fleet Management Programme, and higher material usage. The increase was partially offset by lower airframe and component overhaul work.

Expenditure grew by 7.1% or \$14.5 million to \$219.1 million, reflecting higher material usage and subcontract costs as a result of increase in revenue, partially mitigated by lower staff costs. The lower staff costs were due to jobs credit and lower profit-sharing bonus.

Operating profit for the quarter was \$26.7 million, an increase of 30.2% or \$6.2 million over the same quarter last year. However, compared to the third quarter FY2008-09, the Group's operating profit was 9.2% or \$2.7 million lower due to a decrease in revenue.

The Group achieved a profit attributable to equity holders of \$65.5 million in the fourth quarter of FY2008-09, 18.7% or \$10.3 million higher than the corresponding period last year. Profits from joint venture and associated companies rose 29.9% or \$11.0 million to \$47.8 million.

Basic earnings per share increased by 18.5% to 6.09 cents.

#### **GROUP FINANCIAL POSITION (as at 31 March 2009)**

As at 31 March 2009, equity attributable to equity holders of the Company amounted to \$1,228.9 million, 9.2% or \$103.6 million higher than at 31 March 2008.

Total assets increased 6.3% or \$88.7 million to \$1,502.2 million. Net asset value per share increased to 114.0 cents, 8.9% or 9.3 cents higher than at 31 March 2008. The total number of shares issued was 1,078.0 million as at 31 March 2009.

The Company has no borrowings and the cash balance of the Group as at 31 March 2009 amounted to \$372.5 million.

#### **9. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results.**

Not applicable.

**10. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.**

**OUTLOOK**

Since the third quarter of FY2008-09, the Company's operating profit, excluding the savings from the Singapore Government Budget 2009 initiatives, has seen a quarter-on-quarter decline as a result of the sharp downturn in the aviation business. The overall performance was aided by contributions from our joint ventures. However, with the outlook for FY2009-10 remaining weak and likely to deteriorate further, the Group's performance will be impacted.

As the Company intensifies its marketing efforts, it is taking steps to strengthen its competitiveness without compromising the quality and timeliness of its services. Manning levels in the business units are being rationalised to match peaks and troughs in work demands, thereby improving efficiencies and lowering operating costs. Overall, a tight rein on costs will continue to be maintained.

Our cluster of 23 subsidiary, joint venture and associated companies are similarly impacted and are taking appropriate measures to manage their costs and enhance efficiencies.

**11. Dividend**

***(a) Current Financial Period Reported On***

Any dividend recommended for the current financial period reported on? Yes

| Name of dividend | Interim                      | Final                         |
|------------------|------------------------------|-------------------------------|
| Dividend Type    | Cash                         | Cash                          |
| Dividend Rate    | 5.0 cents per ordinary share | 11.0 cents per ordinary share |
| Tax rate         | Tax exempt one-tier          | Tax exempt one-tier           |

***(b) Corresponding Period of the Immediately Preceding Financial Year***

Any dividend declared for the corresponding period of the immediately preceding financial year?  
Yes

| Name of dividend | Interim                      | Final                         |
|------------------|------------------------------|-------------------------------|
| Dividend Type    | Cash                         | Cash                          |
| Dividend Rate    | 4.0 cents per ordinary share | 16.0 cents per ordinary share |
| Tax rate         | Tax exempt one-tier          | Tax exempt one-tier           |

***(c) Date payable***

The Board is proposing a final dividend of 11 cents per share (tax exempt one-tier), which together with the interim dividend of 5 cents (tax exempt one-tier) paid earlier, make a dividend payment of 16 cents per share for financial year 2008-09. Payment of the final dividend, which amounts to approximately \$118.6 million, is subject to shareholders' approval at the Annual General Meeting on 24 July 2009. The dividend will be paid on 13 August 2009.

**(d) Books closure date**

Subject to the approval being obtained at the 27th Annual General Meeting of the Company for the payment of the final dividend, notice is hereby given that duly completed transfers received by the Share Registrars, M & C Services Private Limited, at 138 Robinson Road, #17-00, The Corporate Office, Singapore 068906 up to 5 p.m. on 31 July 2009 will be registered to determine shareholders' entitlements to the final dividend. Thereafter the Share Transfer Books and the Register of Members of the Company will be closed on 3 August 2009 for the preparation of dividend warrants. The final dividend, if so approved by shareholders, will be paid on 13 August 2009 to members on the Register as at 31 July 2009.

**12. If no dividend has been declared/recommended, a statement to that effect.**

Not applicable.

**PART II - ADDITIONAL INFORMATION REQUIRED FOR FULL YEAR ANNOUNCEMENT**  
**(This part is not applicable to Q1, Q2, Q3 or Half Year Results)**

**13. Segmented revenue and results for business or geographical segments (of the group) in the form presented in the issuer's most recently audited annual financial statements, with comparative information for the immediately preceding year.**

The Group operates in Singapore in one business segment, that of maintenance, repair and overhaul of aircraft and aircraft engines. A breakdown of revenues by airframe and component overhaul, line maintenance and technical ground handling activities and fleet management programmes is as follows:

|  | GROUP   |         |
|--|---------|---------|
|  | 2008-09 | 2007-08 |
|  | S\$M    | S\$M    |
| <b>Business Activities</b>                     |         |         |
| Airframe and component overhaul services       | 562.0   | 603.1   |
| Line maintenance and technical ground handling | 369.9   | 335.4   |
| Fleet management programmes                    | 113.4   | 71.1    |
|  | 1,045.3 | 1,009.6 |

**14. In the review of performance, the factors leading to any material changes in contributions to turnover and earnings by the business or geographical segments.**

Not applicable.

**15. A breakdown of sales.**

|  | GROUP   |         |         |
|--|---------|---------|---------|
|  | 2008-09 | 2007-08 | Change  |
|  | S\$M    | S\$M    | %       |
| Turnover reported for first half year              | 529.5   | 535.9   | - 1.2%  |
| Profit after tax reported for the first half year  | 132.1   | 145.0   | - 8.9%  |
| Turnover reported for second half year             | 515.8   | 473.7   | + 8.9%  |
| Profit after tax reported for the second half year | 128.5   | 109.3   | + 17.6% |

**16. A breakdown of the total annual dividend (in dollar value) for the issuer's latest full year and its previous full year.**

| Annual Dividend (in \$ 000) | 2008-09 | 2007-08 |
|-----------------------------|---------|---------|
| Ordinary dividend           |         |         |
| - Interim                   | 53,900  | 42,925  |
| - Final <sup>#</sup>        | 118,582 | 172,427 |
| Total:                      | 172,482 | 215,352 |

<sup>#</sup> 2008-09 Final dividend is estimated based on number of shares outstanding as at the end of the financial year.

## 17. Additional Information

### Interested Persons Transactions

(In thousands of S\$)

FY2008/09

| Name of interested person   | Aggregate value of all IPTs during the financial period under review (excluding transactions less than \$100,000 and transactions pursuant to the IPT Mandate (or a shareholders' mandate for IPTs under Rule 920 of the New Listing Manual)) | Aggregate value of all IPTs under the IPT Mandate (or a shareholders' mandate for IPTs under Rule 920 of the New Listing Manual) during the financial period under review (excluding transactions less than \$100,000) |
|---|---|--|
| Singapore Airlines Ltd  | –   | 11,259   |
| Singapore Airlines Cargo Pte Ltd<br>(100% owned by Singapore Airlines Ltd)  | –   | 3,579  |
| Tiger Airways Pte Ltd<br>(49% owned by Singapore Airlines Ltd,<br>11% by Dahlia Investments Pte Ltd which<br>is a wholly-owned subsidiary of Temasek<br>Holdings Pte Ltd)           | –   | 10,250   |
| Senoko Energy Supply Pte Ltd<br>(100% owned by Senoko Power Limited<br>and ultimately by Temasek Holdings Pte<br>Ltd)   | –   | 3,235  |
| SATS Security Services Pte Ltd<br>(100% owned by Singapore Airport<br>Terminal Services Ltd which is a<br>subsidiary of Singapore Airlines Ltd)                                     | –   | 9,000  |
| ST Aerospace Supplies Pte Ltd<br>(100% owned by ST Aerospace Ltd which<br>is 100% owned by Singapore<br>Technologies Engineering Ltd)   | –   | 237  |
| Great Wall Airlines Limited<br>(25% owned by SIA Cargo Pte Ltd and<br>24% owned by Dahlia Investments Pte Ltd<br>which is a wholly-owned subsidiary of<br>Temasek Holdings Pte Ltd) | –   | 59,000   |
| Virgin Atlantic Airways Ltd<br>(49% owned by Singapore Airlines Ltd)  | –   | 1,804  |
| <b>Total</b>  | <b>–</b>  | <b>98,364</b>  |

### BY ORDER OF THE BOARD

Devika Rani Davar  
Company Secretary  
11 May 2009

Singapore Co. Regn. No.: 198201025C

## Auditor's Report to the Members of SIA Engineering Company Limited

We have audited the accompanying financial statements of SIA Engineering Company Limited (the "Company") and its subsidiary companies (collectively, the Group) set out on pages \* to \*, which comprise the balance sheets of the Group and the Company as at 31 March 2009, the statements of changes in equity of the Group and the Company, and the profit and loss account and cash flow statement of the Group for the year then ended, and a summary of significant accounting policies and other explanatory notes.

### *Management's responsibility for the financial statements*

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the provisions of the Singapore Companies Act, Cap. 50 (the "Act") and Singapore Financial Reporting Standards. This responsibility includes devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair profit and loss account and balance sheets and to maintain accountability of assets; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

### *Auditors' responsibility*

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Singapore Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### *Opinion*

In our opinion,

- (i) the consolidated financial statements of the Group, and the balance sheet and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards so as to give a true and fair view of the state of affairs of the Group and of the Company as at 31 March 2009 and the results, changes in equity and cash flows of the Group and the changes in equity of the Company for the year ended on that date; and
- (ii) the accounting and other records required by the Act to be kept by the Company and by those subsidiary companies incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.



Ernst & Young LLP  
Public Accountants and Certified Public Accountants  
Singapore  
Dated this 11<sup>th</sup> day of May 2009

\* The page numbers are stated in the auditors' report dated 11<sup>th</sup> May 2009 included in the SIA Engineering Company Annual Report for the financial year ended 31 March 2009.