



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 26th Annual General Meeting of SIA Engineering Company Limited ("**the Company**") will be held at Olivia Room, Level 4, Raffles City Convention Centre, 2 Stamford Road, Singapore 178882 on Friday, 18 July 2008 at 10.00 a.m. to transact the following business:

### ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Audited Financial Statements for the year ended 31 March 2008 and the Auditors' Report thereon.
2. To declare a final tax exempt (one tier) dividend of 16 cents per ordinary share for the year ended 31 March 2008.
3. To re-elect the following Directors who are retiring by rotation pursuant to Article 83 of the Company's Articles of Association and who, being eligible, offer themselves for re-election pursuant to Article 84 of the Company's Articles of Association:
  - 3.1 Mr Chew Choon Seng
  - 3.2 Mr Koh Kheng Siong
4. To re-elect the following Directors who are retiring pursuant to Article 90 of the Company's Articles of Association and who, being eligible, offer themselves for re-election as Directors:
  - 4.1 Mr Ron Foo Siang Guan
  - 4.2 Mr Lim Joo Boon
  - 4.3 Mr Oo Soon Hee
5. To appoint Mr Ng Chin Hwee as Director pursuant to Article 89 of the Company's Articles of Association.
6. To approve the Directors' Fees of \$769,477 (FY2006/07: \$741,068) for the year ended 31 March 2008.
7. To re-appoint Messrs Ernst & Young as Auditors of the Company to hold office until the next Annual General Meeting and to authorise the Directors to fix their remuneration.

### SPECIAL BUSINESS

8. To consider and, if thought fit, approve, with or without modification, the following resolutions as Ordinary Resolutions:
  - 8.1 That pursuant to Section 161 of the Companies Act, Cap 50, authority be and is hereby given to the Directors of the Company to:
    - (a) (i) issue shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise; and/or
    - (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
  - (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that:
    - (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50 per cent. of the issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 10 per cent. of the issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
    - (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited ("SGX-ST")) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, after adjusting for:
      - (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
      - (ii) any subsequent bonus issue or consolidation or subdivision of shares;
    - (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
    - (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.
  - 8.2 That the Directors be and are hereby authorised to:
    - (a) offer and grant options in accordance with the provisions of the SIAEC Employee Share Option Plan ("Share Option Plan") and/or to grant awards in accordance with the provisions of the SIAEC Performance Share Plan ("Performance Share Plan") and/or the SIAEC Restricted Share Plan ("Restricted Share Plan"), (the Share Option Plan, the Performance Share Plan and the Restricted Share Plan, together the "Share Plans"); and
    - (b) allot and issue from time to time such number of ordinary shares in the capital of the Company as may be required to be issued pursuant to the exercise of options under the Share Option Plan and/or such number of fully paid shares as may be required to be issued pursuant to the vesting of awards under the Performance Share Plan and/or the Restricted Share Plan, provided always that the aggregate number of ordinary shares to be issued pursuant to the Share Plans shall not exceed 15 per cent. of the total number of issued ordinary shares (excluding treasury shares) in the capital of the Company from time to time.
  - 8.3 That:
    - (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual ("Chapter 9") of the Singapore Exchange Securities Trading Limited, for the Company, its subsidiaries and associated companies that are "entities at risk" (as that term is used in Chapter 9), or any of them to enter into any of the transactions falling within the types of interested person transactions described in the Appendix to the Letter to Shareholders dated 13 June 2008 (the "Letter") with any party who is of the class of interested persons described in the Appendix, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions;
    - (b) the approval given in paragraph (a) above (the "IPT Mandate") shall, unless revoked or varied by the Company in General Meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and
    - (c) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required), as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by the IPT Mandate and/or this Resolution.
9. To transact any other business of the Company which may arise and can be transacted at an Annual General Meeting.

### CLOSURE OF BOOKS

**NOTICE IS HEREBY GIVEN** that, subject to the approval of shareholders to the final dividend being obtained at the 26th Annual General Meeting to be held on 18 July 2008, the Share Transfer Books and Register of Members of the Company will be closed on 25 July 2008 for preparation of dividend warrants.

Duly completed and stamped transfers (together with all relevant documents of or evidencing title) received by the Company's Share Registrar, M & C Services Private Limited, at 138 Robinson Road #17-00, The Corporate Office, Singapore 068906, up to 5.00 p.m. on 24 July 2008 will be registered to determine shareholders' entitlement to the final dividend. Subject as aforesaid, shareholders whose Securities Accounts with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on 24 July 2008 will be entitled to the final dividend.

The final dividend, if so approved by shareholders, will be paid on 5 August 2008.

By Order of the Board

**DEVIKA RANI DAVAR**  
Company Secretary  
13 June 2008  
Singapore

### Explanatory Notes:

1. In relation to Ordinary Resolution No. 3, Mr Chew Choon Seng and Mr Koh Kheng Siong will be retiring from office at the Annual General Meeting pursuant to Article 83 of the Company's Articles of Association and will be standing for re-election at the Annual General Meeting. Mr Chew will, upon re-election, continue to serve as a member of the Nominating Committee, Compensation & HR Committee and Board Committee. Mr Koh will, upon re-election, continue to serve as Chairman of the Audit Committee and as a member of the Compensation & HR Committee. Mr Chew is considered a non-independent Director, while Mr Koh is considered an independent Director. Please refer to the sections on Board of Directors and Corporate Governance in the FY2007/08 Annual Report for information on Mr Chew and Mr Koh.
2. In relation to Ordinary Resolution No. 4, Article 90 of the Company's Articles of Association permits the Directors to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election. Mr Ron Foo Siang Guan, Mr Lim Joo Boon and Mr Oo Soon Hee, all of whom were appointed on 1 August 2007, are considered independent Directors and are seeking re-election at the forthcoming 26th Annual General Meeting. Mr Foo will, upon re-election, continue to serve as a member of the Audit Committee. Mr Lim will, upon re-election, continue to serve as a member of the Compensation & HR Committee. Mr Oo will, upon re-election, continue to serve as a member of the Audit Committee and Nominating Committee. Please refer to the sections on Board of Directors and Corporate Governance in the FY2007/08 Annual Report for information on Mr Foo, Mr Lim and Mr Oo.
3. In relation to Ordinary Resolution No. 5, approval will be sought for the appointment of Mr Ng Chin Hwee as an addition to the existing Directors at the Annual General Meeting pursuant to Article 89 of the Company's Articles of Association. Mr Ng is considered to be a non-independent Director. Please refer to the section on "Proposed New Director" in the FY2007/08 Annual Report for information relating to Mr Ng.
4. Ordinary Resolution No. 8.1, if passed, will empower Directors to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, from the date of the above meeting until the date of the next Annual General Meeting. The number of shares which the Directors may issue under this Resolution will not exceed 50 per cent. of the issued shares (excluding treasury shares) in the capital of the Company with a sub-limit of 10 per cent. for issues other than on a pro rata basis. The 10 per cent. sub-limit for non-pro rata issues is lower than the 20 per cent. sub-limit allowed under the Listing Manual of the SGX-ST and the Articles of Association of the Company. For the purpose of determining the aggregate number of shares which may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible instruments or share options or vesting of share awards which are outstanding at the time this Ordinary Resolution is passed and (b) any subsequent bonus issue or consolidation or subdivision of shares. For the avoidance of doubt, shareholders' approval will be required for any consolidation or sub-division of shares.
5. Ordinary Resolution No. 8.2 if passed, will empower the Directors to offer and grant options and/or awards and to allot and issue ordinary shares in the capital of the Company pursuant to the SIAEC Employee Share Option Plan, the SIAEC Performance Share Plan and the SIAEC Restricted Share Plan. The modified SIAEC Employee Share Option Plan was adopted at the Extraordinary General Meeting of the Company held on 7 July 2001 and was further modified at the Extraordinary General Meetings of the Company held on 12 July 2003 and 26 July 2004 respectively. The SIAEC Performance Share Plan and the SIAEC Restricted Share Plan were adopted at the Extraordinary General Meeting of the Company held on 25 July 2005.
6. Ordinary Resolution No. 8.3, if passed, will allow the Company, its subsidiaries and relevant associated companies or any of them to enter into certain interested person transactions with certain classes of interested persons as described in the Appendix to the Letter.

### Notes:

1. A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. The instrument appointing a proxy must be deposited at the Company's Share Registrar, M & C Services Private Limited, 138 Robinson Road #17-00, The Corporate Office, Singapore 068906 not less than 48 hours before the time fixed for holding the Annual General Meeting.