



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 27th Annual General Meeting of SIA Engineering Company Limited ("the Company") will be held at Marina Mandarin Ballroom, Level 1, Marina Mandarin Singapore, 6 Raffles Boulevard, Marina Square, Singapore 039594 on Friday, 24 July 2009 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 2009 and the Auditors' Report thereon.
2. To declare a final tax exempt (one tier) dividend of 11 cents per ordinary share for the year ended 31 March 2009.
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 Stephen Lee Ching Yen
 - 3.2 Mr Tan Bian Ee
 - 3.3 Mr Paul Chan Kwai Wah
4. To approve the Directors' fees of \$789,150 (FY2007/2008: \$769,477) for the year ended 31 March 2009.
5. 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

6. To consider and, if thought fit, approve, with or without modification, the following resolutions as Ordinary Resolutions:
 - 6.1 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.
 - 6.2 That the Directors be and are hereby authorised to:
 - (a) 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 SIAEC Employee Share Option Plan ("Share Option Plan");
 - (b) 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") and allot and issue from time to time 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 Option Plan, the Performance Share Plan and the Restricted Share Plan 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.
 - 6.3 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 (the "Appendix") to the Letter to Shareholders dated 17 June 2009 (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.
7. 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 being obtained at the 27th Annual General Meeting of the Company for the payment of the final dividend, the Share Transfer Books and Register of Members of the Company will be closed on 3 August 2009 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 31 July 2009 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 31 July 2009 will be entitled to the final dividend.

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.

By Order of the Board

DEVIKA RANI DAVAR

Company Secretary
17 June 2009
Singapore

Explanatory Notes:

1. In relation to Ordinary Resolution No. 3, Mr Stephen Lee Ching Yen, Mr Tan Bian Ee and Mr Paul Chan Kwai Wah 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 Lee will, upon re-election, continue to serve as Chairman of the Board. Mr Tan will, upon re-election, continue to serve as Chairman of the Nominating Committee and as a member of the Audit Committee. Mr Chan will, upon re-election, continue to serve as Chairman of the Compensation & HR Committee and as an alternate member of the Board Committee. Mr Lee is considered a non-independent Director, while Mr Tan and Mr Chan are considered independent Directors. Please refer to the sections on Board of Directors and Corporate Governance in the FY2008/2009 Annual Report for information on Mr Lee, Mr Tan and Mr Chan.
2. Ordinary Resolution No. 4 is to approve the payment of Directors' fees of \$789,150 for the year ended 31 March 2009, for services rendered by the Directors on the Board as well as on various Board Committees. The framework for the proposed Directors' fees for the year ended 31 March 2009 is set out in the section on Corporate Governance in the FY2008/2009 Annual Report. The Directors have, however, agreed to waive 20% of their fees for the year ended 31 March 2009, in response to the deteriorating business conditions facing the Company.
3. Ordinary Resolution No. 6.1, 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.
4. Ordinary Resolution No. 6.2, if passed, will empower the Directors to allot and issue ordinary shares in the capital of the Company pursuant to the SIAEC Employee Share Option Plan and grant awards and issue shares pursuant to the SIAEC Performance Share Plan and the SIAEC Restricted Share Plan. 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.
5. Ordinary Resolution No. 6.3, 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.