

NOTICE OF ANNUAL GENERAL MEETING

SIA ENGINEERING COMPANY LIMITED

(Incorporated in the Republic of Singapore)
Company Registration No. 198201025C

NOTICE IS HEREBY GIVEN that the 28th 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, 23 July 2010 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 2010 and the Auditors' Report thereon.
2. To declare a final dividend of 13 cents per ordinary share for the financial year ended 31 March 2010.
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
 - 3.3 Mr Andrew Lim Ming-Hui
 - 3.4 Mr Ron Foo Siang Guan
4. To re-elect Mr William Tan Seng Koon who is retiring pursuant to Article 90 of the Company's Articles of Association and who, being eligible, offers himself for re-election as Director.
5. To approve the Directors' fees of \$819,000 for the financial year ended 31 March 2010 (FY2008/09: \$789,150).
6. To approve the Director's fees of up to \$946,000 for the financial year ending 31 March 2011.
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 total number of 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 total number of 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 total 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) 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**") ; and
- (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 :-
 - (i) 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; and
 - (ii) the aggregate number of ordinary shares under awards to be granted pursuant to the Performance Share Plan and the Restricted Share Plan during the period commencing from the date of this Annual General Meeting of the Company and ending on the date 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, shall not exceed 1.5 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 SGX-ST, 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 25 June 2010 (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.

ANY OTHER BUSINESS

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 being obtained at the 28th Annual General Meeting of the Company for the payment of the final dividend, the Share Transfer Books and the Register of Members of the Company will be closed on 30 July 2010 for the 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 29 July 2010 will be registered to determine shareholders' entitlement to the final dividend. Subject as aforesaid, shareholders whose Securities Accounts with The Central Depository (Pte) Limited ("**CDP**") are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on 29 July 2010 will be entitled to the final dividend. The Company will pay the final dividend to CDP, which will, in turn, distribute the entitlements to the final dividend to CDP account-holders in accordance with its normal practice.

The final dividend, if approved by shareholders, will be paid on 11 August 2010 to members on the Register as at 29 July 2010.

By Order of the Board

DEVIKA RANI DAVAR
Company Secretary
25 June 2010
Singapore

EXPLANATORY NOTES:

1. In relation to Ordinary Resolution No. 3, Mr Chew Choon Seng, Mr Koh Kheng Siong, Mr Andrew Lim Ming-Hui and Mr Ron Foo Siang Guan 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, the Compensation & HR Committee and the 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 Lim will, upon re-election, continue to serve as a member of the Audit Committee. Mr Foo will, upon re-election, continue to serve as a member of the Audit Committee and the Board Committee. Mr Chew is considered a non-independent Director, while Mr Koh, Mr Lim and Mr Foo are considered independent Directors. Please refer to the sections on Board of Directors and Corporate Governance in the FY2009/10 Annual Report for information on Mr Chew, Mr Koh, Mr Lim and Mr Foo.
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 William Tan Seng Koon was appointed on 1 March 2010 and is therefore seeking re-election at the forthcoming 28th Annual General Meeting pursuant to Article 90. As an executive of the Company, Mr Tan is considered a non-independent Director. Please refer to the sections on Board of Directors and Corporate Governance in the FY2009/10 Annual Report for information on Mr Tan.
3. Ordinary Resolution No. 5 is to approve the payment of Directors' fees of \$819,000 for the financial year ended 31 March 2010, 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 financial year ended 31 March 2010 is set out in the section on Corporate Governance in the FY2009/10 Annual Report. Commencing from FY2010/11, the Company proposes to pay Directors' fees during the financial year in which the fees are incurred. This is to ensure that Directors are paid on a continuing "as-earned" basis for services already rendered, rather than in arrears after the financial year ends.
4. Ordinary Resolution No. 6, if passed, will facilitate the payment of Directors' fees during the financial year in which the fees are incurred, that is, during FY2010/11. The amount of the Directors' fees is computed based on the anticipated number of Board meetings for FY2010/11, assuming full attendance by all Directors, at the fee rates shown in the Annual Report. The amount also includes an additional 10 per cent to cater to unforeseen circumstances, for example, the appointment of an additional Director, additional unscheduled Board meetings, additional appointments to Board Committees and/or the formation of additional Board Committees. In the event that the amount proposed is insufficient, approval will be sought at the next Annual General Meeting for payments to meet the shortfall.
5. As disclosed on page 26 of the Annual Report, Directors' fees due to Mr Chew Choon Seng and Mr Ng Chin Hwee will be paid to and retained by Singapore Airlines Ltd ("SIA") (the majority shareholder of the Company). Mr Chew and Mr Ng hold executive positions in SIA. No Directors' fees will be paid to Mr William Tan Seng Koon as he is the President & Chief Executive Officer of the Company.
6. 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 total number of 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. The Directors believe that the lower sub-limit of 10 per cent would sufficiently address the Company's present need to maintain flexibility while taking into account shareholders' concerns against dilution. 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 subdivision of shares.
7. Ordinary Resolution No. 8.2, 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.
8. 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 one or two proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
2. The instrument appointing a proxy or proxies (together with the power of attorney, if any, under which it is signed or a certified copy thereof) 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 appointed for holding the Annual General Meeting.