

# NOTICE OF ANNUAL GENERAL MEETING

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**SIA ENGINEERING COMPANY LIMITED**  
(Incorporated in the Republic of Singapore)  
Company Registration No. 198201025C

**NOTICE IS HEREBY GIVEN** that the 32<sup>nd</sup> 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 Monday, 21 July 2014 at 2.30 p.m. to transact the following business:

## ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Audited Financial Statements for the financial year ended 31 March 2014 and the Auditor's Report thereon.
2. To declare a final ordinary dividend of 13.0 cents per ordinary share and a special dividend of 5.0 cents per ordinary share for the financial year ended 31 March 2014.
3. To re-appoint Mr Oo Soon Hee as a Director pursuant to Section 153(6) of the Companies Act, Cap. 50, to hold office from the date of this Annual General Meeting until the next Annual General Meeting of the Company.
4. 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 as Directors pursuant to Article 84 of the Company's Articles of Association:
  - 4.1 Mr Ron Foo Siang Guan
  - 4.2 Mr Manohar Khiatani
  - 4.3 Mr Chew Teck Soon
5. 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:
  - 5.1 Ms Christina Hon Kwee Fong (Mrs Christina Ong)
  - 5.2 Mr Tong Chong Heong
6. To approve the Directors' fees of up to \$1,134,000 for the financial year ending 31 March 2015 (FY2013/14: up to \$1,134,000).
7. To re-appoint Messrs Ernst & Young as Auditor 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,

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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 fifty (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 ten (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:

- (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 2014 (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.

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## ANY OTHER BUSINESS

9. To transact any other business of the Company which may arise and can be transacted at an Annual General Meeting.

By Order of the Board

**DEVIKA RANI DAVAR**

Company Secretary

25 June 2014

Singapore

## CLOSURE OF BOOKS

**NOTICE IS HEREBY GIVEN** that, subject to the approval of shareholders being obtained at the 32nd Annual General Meeting of the Company for the payment of the final ordinary dividend and the special dividend, the Share Transfer Books and the Register of Members of the Company will be closed on 30 July 2014 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 112 Robinson Road #05-01, Singapore 068902, up to 5.00 p.m. on 29 July 2014 will be registered to determine shareholders' entitlement to the proposed dividends. 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 2014 will be entitled to the proposed dividends. The Company will pay the proposed dividends to CDP, which will, in turn, distribute the entitlements to the proposed dividends to CDP account-holders in accordance with its normal practice.

The proposed dividends, if approved by shareholders, will be paid on 7 August 2014.

## EXPLANATORY NOTES:

1. In relation to Ordinary Resolution No. 3, Mr Oo Soon Hee will be retiring from office at the Annual General Meeting pursuant to Section 153 of the Companies Act, Cap. 50, and will be standing for re-election at the Annual General Meeting. Mr Oo will, upon re-election, continue to serve as Chairman of the Nominating Committee and the Board Safety & Risk Committee, respectively, till the next Annual General Meeting. Mr Oo is considered an Independent Director. Please refer to the sections on Board of Directors and Corporate Governance in the FY2013/14 Annual Report for information on Mr Oo.
2. In relation to Ordinary Resolution Nos. 4.1, 4.2, and 4.3, Mr Ron Foo Siang Guan, Mr Manohar Khiatani and Mr Chew Teck Soon 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 Foo will, upon re-election, continue to serve as Chairman of the Audit Committee and as a member of the Board Committee. Mr Khiatani will, upon re-election, continue to serve as a member of the Audit Committee and the Board Safety & Risk Committee. Mr Chew will, upon re-election, continue to serve as a member of the Audit Committee, the Nominating Committee and the Board Safety & Risk Committee. Mr Foo, Mr Khiatani and Mr Chew are considered Independent Directors. Please refer to the sections on Board of Directors and Corporate Governance in the FY2013/14 Annual Report for information on Mr Foo, Mr Khiatani and Mr Chew.
3. In relation to Ordinary Resolution Nos. 5.1 and 5.2, 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. Ms Christina Hon Kwee Fong (Mrs Christina Ong) was appointed on 1 January 2014, and Mr Tong Chong Heong was appointed on 1 June 2014, and they are each therefore seeking re-election at the forthcoming 32nd Annual General Meeting pursuant to Article 90. Mrs Ong will, upon re-election, continue to serve as a member of the Audit Committee and the Compensation & HR Committee. Mrs Ong and Mr Tong are considered Independent Directors. Please refer to the sections on Board of Directors and Corporate Governance in the FY2013/14 Annual Report for information on Mrs Ong and Mr Tong.

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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 FY14/15. The amount of the Directors' fees is computed based on the anticipated number of Board meetings for FY14/15, assuming full attendance by all Directors. The amount also includes an additional five (5) per cent to cater for 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.

As disclosed on page 22 of the Annual Report, Directors' fees due to Mr Goh Choon Phong and Mr Ng Chin Hwee will be paid to and retained by Singapore Airlines Limited ("SIA"), the holding company of the Company. Mr Goh 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.

5. Ordinary Resolution No. 8.1, if passed, will empower the Directors to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments. The number of shares which the Directors may issue under this Resolution will not exceed fifty (50) per cent of the total number of issued shares (excluding treasury shares) in the capital of the Company with a sub-limit of ten (10) per cent for issues other than on a pro rata basis. The ten (10) per cent sub-limit for non-pro rata issues is lower than the twenty (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 ten (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.
6. Ordinary Resolution No. 8.2, 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. The Chairman of the Annual General Meeting will be exercising his right under Article 64 of the Articles of Association of the Company to demand a poll in respect of each of the resolutions to be put to the vote of members of the Company at the Annual General Meeting and at any adjournment thereof. Accordingly, each resolution at the Annual General Meeting will be voted on by way of a poll.
2. A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two (2) proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. 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, 112 Robinson Road #05-01, Singapore 068902 not less than 48 hours before the time appointed for holding the Annual General Meeting.

## Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.