

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 25th Annual General Meeting of SIA Engineering Company Limited ("**the Company**") will be held at Mandarin Ballroom 1, Level 6, South Tower, Meritus Mandarin Singapore, 333 Orchard Road, Singapore 238867 on Friday, 20 July 2007 at 10.00 a.m. to transact the following business:

**ORDINARY BUSINESS**

1. To receive and adopt the Directors' Report and Audited Financial Statements of the Company for the year ended 31 March 2007 and the Auditors' Report thereon.
2. To declare a final tax exempt (one-tier) dividend of 8 cents per ordinary share for the year ended 31 March 2007.
3. To re-elect the following Director, who is retiring by rotation pursuant to Article 83 of the Company's Articles of Association and who, being eligible, offers himself for re-election pursuant to Article 84 of the Company's Articles of Association:
  - 3.1 Mr Tan Bian Ee
4. To re-elect the following Directors, each of whom will retire 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 Paul Chan Kwai Wah
  - 4.2 Mr Andrew Lim Ming-Hui
5. To approve the payment of Directors' Fees of \$741,068 (FY2005/2006: \$542,404) for the year ended 31 March 2007.
6. 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**

7. To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions with or without any modifications:
  - 7.1 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 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 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 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 employee share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
      - (ii) any subsequent 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.
  - 7.2 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 in the capital of the Company from time to time.
  - 7.3 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 the shareholders dated 15 June 2007 (the "Letter") with any party who is of the class of interested persons described in the Appendix to the Letter, 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, without limitation, 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 IPT Mandate and/or this Resolution.
8. 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 25th Annual General Meeting to be held on 20 July 2007, the Transfer Books and the Register of Members of the Company will be closed on 27 July 2007 for the preparation of dividend warrants.

Duly completed and stamped transfers (together with all relevant documents) received by the Share Registrar, M & C Services Private Limited, 138 Robinson Road, #17-00 The Corporate Office, Singapore 068906 up to 5 p.m. on 26 July 2007 will be registered to determine shareholders' entitlements 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 26 July 2007 will be entitled to the final dividend.

The final dividend, if so approved by shareholders, will be paid on 7 August 2007.

BY ORDER OF THE BOARD

**DEVIKA RANI DAVAR**  
Company Secretary  
15 June 2007  
Singapore

**Explanatory Notes:**

1. In relation to Ordinary Resolution No. 3, Mr Tan Bian Ee, an independent Director, will, upon re-election, continue to serve as a member of the Audit and Nominating Committees.
2. In relation to Ordinary Resolution No. 4, Mr Paul Chan Kwai Wah and Mr Andrew Lim Ming-Hui are considered independent Directors. Mr Paul Chan Kwai Wah will, upon re-election, continue to serve as Chairman of the Nominating Committee.
3. Ordinary Resolution No. 7.1, 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 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 number of issued 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 consolidation or subdivision of shares. For avoidance of doubt, shareholders' approval would be required for any consolidation or subdivision of shares.
4. Ordinary Resolution No. 7.2, 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 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.
5. Ordinary Resolution No. 7.3 is to renew the mandate to 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 or proxies must be deposited at the office of the Company's Share Registrar, M & C Services Private Limited, at 138 Robinson Road #17-00, The Corporate Office, Singapore 068906, not less than 48 hours before the time appointed for the Annual General Meeting.