

NOTICE IS HEREBY GIVEN THAT the Ninth Annual General Meeting of the Company will be held at Crystal Suite, Level 2, Holiday Inn Park View Singapore, 11 Cavenagh Road, Singapore 229616 on Friday, 31 March 2006 at 2.30 p.m. to transact the following business:-

#### As Ordinary Business

##### Resolution 1

To receive and adopt the Directors' Report and Audited Accounts for the year ended 31 December 2005 and the Auditors' Report thereon.

##### Resolution 2

To declare a first and final tax exempt (one-tier) dividend of 4.0 cents per share and a special tax exempt (one-tier) dividend of 9.6 per share for the year ended 31 December 2005.

##### Resolution 3

To re-elect the following Directors, each of whom will retire by rotation pursuant to Article 98 of the Articles of Association of the Company and who, being eligible, will offer themselves for re-election.

- (i) Mr Peter Seah Lim Huat
- (ii) Professor Lui Pao Chuen
- (iii) Mr Winston Tan Tien Hin
- (iv) Mr Quek Poh Huat

##### Resolution 4

To approve the sum of \$630,111 as Directors' fees for the year ended 31 December 2005. (2004: \$406,750)

##### Resolution 5

To re-appoint Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration.

#### As Special Business

To consider and, if thought fit, to pass with or without modifications, the following resolutions which will be proposed as Ordinary Resolutions:-

##### Resolution 6

That authority be and is hereby given to the Directors 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 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 20 per cent. of the issued shares in the capital of the Company (as calculated in accordance with 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 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 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

Singapore Technologies  
Engineering Ltd  
(Incorporated in the Republic of Singapore)

Company Registration No: 199706274H

## Notice Of Ninth Annual General Meeting

# Singapore Technologies Engineering Ltd

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## Notice Of Ninth Annual General Meeting

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.

### Resolution 7

THAT approval be and is hereby given to the Directors to:-

- (a) offer and grant options in accordance with the provisions of the Singapore Technologies Engineering Share Option Plan ("Share Option Plan") and/or to grant awards in accordance with the provisions of the Singapore Technologies Engineering Performance Share Plan ("Performance Share Plan") and/or the Singapore Technologies Engineering Restricted Stock Plan ("Restricted Stock Plan") (the Share Option Plan, the Performance Share Plan and the Restricted Stock 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 Stock Plan,

provided that the aggregate number of ordinary shares to be issued pursuant to the Share Plans shall not exceed fifteen per cent. (15%) of the total number of issued shares in the capital of the Company from time to time.

### Statement Pursuant to Article 60 of the Articles of Association of the Company

Resolution No. 6 is to empower the Directors to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding in total fifty per cent. (50%) of the issued shares in the capital of the Company, with a sub-limit of twenty per cent. (20%) for issues other than on a pro rata basis to shareholders. For the purpose of determining the aggregate number of shares that 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 that Resolution No. 6 is passed, after adjusting for (a) 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 that Resolution No. 6 is passed, and (b) any subsequent consolidation or subdivision of shares.

Resolution No. 7 is to empower the Directors to offer and grant options and/or grant awards and to issue ordinary shares in the capital of the Company pursuant to the Singapore Technologies Engineering Share

Option Plan, Singapore Technologies Engineering Performance Share Plan and Singapore Technologies Engineering Restricted Stock Plan (collectively the "Share Plans"). Approval for the adoption of the Share Plans was given by shareholders at an Extraordinary General Meeting of the Company held on 23 November 2000. The grant of options and awards under the respective Share Plans will be made in accordance with their respective provisions. The aggregate number of ordinary shares which may be issued pursuant to the Share Plans is limited to fifteen per cent. (15%) of the total number of issued shares in the capital of the Company over the 10-year duration of the Share Plans.

### BY ORDER OF THE BOARD

CHUA SU LI (Mrs)  
Company Secretary

Singapore, 2 March 2006

### 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 lodged at the registered office of the Company at 51 Cuppage Road, #09-08, StarHub Centre, Singapore 229469 not less than 48 hours before the time appointed for the Annual General Meeting.

### Books Closure and Dividend Payment Dates

Duly completed transfers in respect of ordinary shares in the capital of the Company together with all relevant documents of title received by the Company's share registrar, M & C Services Private Limited, 138 Robinson Road, #17-00, The Corporate Office, Singapore 068906 up to the close of business at 5.00 p.m. on 7 April 2006 (the "Books Closure Date") will be registered to determine members' entitlements to the proposed dividends, subject to approval of members to the proposed dividends at the Ninth Annual General Meeting to be convened on 31 March 2006. Subject as aforesaid, members 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 the Books Closure Date will be entitled to the dividends. The Register of Members and Share Transfer Books will be closed on 10 April 2006 for the purpose of determining members' entitlements to the proposed dividends. The proposed dividends, if so approved by members, will be paid on 25 April 2006.

I I/We, \_\_\_\_\_ NRIC/Passport Number \_\_\_\_\_

of \_\_\_\_\_

being a member/members of the abovenamed Company, hereby appoint

	Name	Address	NRIC/Passport Number	Proportion of Shareholdings (%)
(a)				
	and/or (delete as appropriate)			
(b)				

as my/our proxy/proxies to attend and to vote for me/us on my/our behalf and, if necessary, to demand a poll, at the Ninth Annual General Meeting of the Company to be held at Crystal Suite, Level 2, Holiday Inn Park View Singapore, 11 Cavenagh Road, Singapore 229616 on Friday, 31 March 2006 at 2.30 p.m. and at any adjournment thereof.

(Please indicate with an "X" in the spaces provided whether you wish your vote(s) to be cast for or against the Ordinary Resolutions as set out in the Notice of the Annual General Meeting. In the absence of specific directions, the proxy/proxies will vote or abstain as he/they may think fit, as he/they will on any other matter arising at the Annual General Meeting.)

III	No	Ordinary Resolutions	For	Against
		Ordinary Business		
	1	Adoption of Accounts and Reports		
	2	Declaration of First and Final Tax Exempt (one-tier) Dividend and Special Tax Exempt (one-tier) Dividend		
	3	Re-election of Directors retiring by rotation pursuant to Article 98 of the Articles of Association of the Company		
		(i) Mr Peter Seah Lim Huat		
		(ii) Professor Lui Pao Chuen		
		(iii) Mr Winston Tan Tien Hin		
		(iv) Mr Quek Poh Huat		
	4	Approval of Directors' Fees		
	5	Re-appointment of Ernst & Young as Auditors		
		Special Business		
	6	Authority for Directors to issue shares		
	7	Authority for Directors to offer and grant options and/or grant awards and allot shares, pursuant to the Singapore Technologies Engineering Share Option Plan, Singapore Technologies Engineering Performance Share Plan and Singapore Technologies Engineering Restricted Stock Plan		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2006

\_\_\_\_\_  
Signature(s) of Member(s) or Common Seal

# Singapore Technologies Engineering Ltd

(Incorporated in the Republic of Singapore)

Company Registration No: 199706274H

## Proxy Form

### IMPORTANT

1. For investors who have used their CPF moneys to buy ordinary shares in the capital of Singapore Technologies Engineering Ltd, the 2005 Annual Report is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

Total Number of Shares held

IMPORTANT: PLEASE READ NOTES OVERLEAF

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**Notes:**

- 1 Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares held by you.
- 2 A member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote instead of him. Such proxy need not be a member of the Company.
- 3 Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy.
- 4 The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 51 Cuppage Road, #09-08, StarHub Centre, Singapore 229469, not less than 48 hours before the time appointed for the Ninth Annual General Meeting.
- 5 The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
- 6 A corporation which is a member may authorise by a resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Ninth Annual General Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.

**General:**

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 48 hours before the time appointed for holding the Ninth Annual General Meeting, as certified by The Central Depository (Pte) Limited to the Company.

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**Singapore Technologies  
Engineering**

**BUSINESS REPLY SERVICE  
PERMIT NO. 07705**



**Singapore Technologies Engineering Ltd**  
51 Cuppage Road  
#09-08 StarHub Centre  
Singapore 229469  
(Regn. No.: 199706274H)

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Postage will be  
paid by  
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For posting in  
Singapore only.

## ST Engineering in 2005

- four sectors:  
aerospace, electronics,  
land systems, marine
- operates in 17 countries and  
29 cities in Asia, Australasia,  
Europe and North America
- customers in  
in over 60 countries
- filed 201 patents and  
granted 68 patents
- a global workforce  
of about 15,000
- market capitalisation  
of more than \$8 billion
- revenues of \$3.34 billion
- profits of \$396.3 million
- return on equity of 26.5%
- dividend yield of 5.2%

Singapore Technologies Engineering Ltd

51 Cuppage Road #09-08, StarHub Centre, Singapore 229469, Tel (65) 6722 1818, Fax (65) 6720 2293 [www.stengg.com](http://www.stengg.com)

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