

SINGAPORE TECHNOLOGIES ENGINEERING LTD

(Incorporated in the Republic of Singapore)
Company Registration No: 199706274H

Notice of Twelfth Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Twelfth 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 Wednesday, 22 April 2009 at 2.30 pm 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 2008 and the Auditors' Report thereon.

Resolution 2

To declare a final ordinary dividend of 4.0 cents per share and a special dividend of 8.8 cents per share for the year ended 31 December 2008.

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, offer themselves for re-election:

- (i) Mr Peter Seah Lim Huat
- (ii) Mr Koh Beng Seng*
- (iii) Mr Winston Tan Tien Hin
- (iv) Mr Quek Poh Huat

* Mr Koh Beng Seng will, upon re-election as Director of the Company, continue as Chairman of the Audit Committee. Mr Koh is considered an independent director for the purpose of Rule 704(8) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual.

Resolution 4

To approve the sum of \$893,166 as Directors' fees for the year ended 31 December 2008. (2007: \$901,833)

Resolution 5

To re-appoint Ernst & Young LLP 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):
 - (A) by way of renounceable rights issues on a *pro rata* basis to shareholders of the Company ("Renounceable Rights Issues") shall not exceed 100 per cent. of the total number of issued shares in the capital of the Company excluding treasury shares (as calculated in paragraph (3) below); and
 - (B) otherwise than by way of Renounceable Rights Issues ("Other Share Issues") shall not exceed 50 per cent. of the total number of issued shares in the capital of the Company excluding treasury shares (as calculated in accordance with paragraph (3) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company shall not exceed 5 per cent. of the total number of issued shares in the capital of the Company excluding treasury shares (as calculated in accordance with paragraph (3) below);
- (2) the Renounceable Rights Issues and Other Share Issues shall not, in aggregate, exceed 100 per cent. of the total number of issued shares in the capital of the Company excluding treasury shares (as calculated in paragraph (3) below);
- (3) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under paragraphs (1)(A) and (1)(B) above, the percentage of issued shares shall be based on the total number of issued shares in the capital of the Company excluding treasury shares at the time this Resolution is passed,

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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;
- (4) 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
- (5) (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.

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 ordinary 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 ordinary shares in the capital of the Company (excluding treasury shares) from time to time.

EXPLANATORY NOTES

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 (i) 100% for Renounceable Rights Issues and (ii) 50% for Other Share Issues, of which up to 5% may be issued other than on a *pro rata* basis to shareholders, provided that the total number of shares which may be issued pursuant to (i) and (ii) shall not exceed 100% of the issued shares (excluding treasury shares) in the capital of the Company. For the purpose of determining the aggregate number of shares that 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 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 bonus issue or consolidation or subdivision of shares.

The authority for 100% Renounceable Rights Issues is proposed pursuant to the SGX news release of 19 February 2009 which introduced further measures to accelerate and facilitate listed issuers' fund raising efforts.

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 ordinary shares in the capital of the Company (excluding treasury shares) over the 10-year duration of the Share Plans.

BY ORDER OF THE BOARD

CHUA SU LI (Mrs)
Company Secretary

Singapore, 11 March 2009

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

NOTICE IS HEREBY GIVEN THAT the Register of Members and Share Transfer Books will be closed on 4 May 2009 for the preparation of dividend warrants. 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 5.00 pm on 30 April 2009 will be registered to determine members' entitlements to the proposed dividends, subject to approval of members to the proposed dividends at the Twelfth Annual General Meeting to be convened on 22 April 2009. 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 pm on 30 April 2009 will be entitled to the proposed dividends. The proposed dividends, if so approved by members, will be paid on 19 May 2009.