

**CIRCULAR DATED 30 NOVEMBER 2021**

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt in relation to the contents of this Circular or as to the action you should take, you should consult your stockbroker, bank manager, accountant, solicitor, tax advisor or other professional adviser immediately.**

This Circular, together with the Notice of Extraordinary General Meeting (“**EGM**”) and the accompanying Proxy Form have been made available on SGXNET and the Company’s website at the URL <https://www.stengg.com/egm>. **Printed copies of this Circular will NOT be despatched to Shareholders.** If you have sold or transferred all your shares in the capital of Singapore Technologies Engineering Ltd (the “**Company**”), you should inform the purchaser or transferee or the bank, stockbroker or other agent through whom the sale or transfer was effected, for onward notification to the purchaser or transferee that this Circular, together with the Notice of EGM and the accompanying Proxy Form, can be accessed via SGXNet and the Company’s website at the URL <https://www.stengg.com/egm>, and immediately forward the Notice of EGM and the Proxy Form.

The Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular. The approval of the SGX-ST shall not be taken as an indication of the merits of the Proposed Acquisition (as defined in this Circular), the Company and/or its subsidiaries.



## **CIRCULAR TO SHAREHOLDERS**

**in relation to**

**THE PROPOSED ACQUISITION OF ALL OF THE ISSUED AND OUTSTANDING INTERESTS OF TRANSCORE PARTNERS, LLC AND TLP HOLDINGS, LLC FROM TRANSCORE HOLDINGS, LLC**

### **IMPORTANT DATES AND TIMES**

Due to the current COVID-19 situation in Singapore, shareholders will NOT be allowed to attend the EGM in person. The EGM will be convened and held by electronic means. Shareholders MUST appoint the Chairman of the Meeting as their proxy to attend, speak and vote on their behalf at the EGM.

Last date and time for lodgement of Proxy Form	:	12 December 2021 at 10.00 a.m. (Singapore time)
Date and time of Extraordinary General Meeting	:	15 December 2021 at 10.00 a.m. (Singapore time)
Place of Extraordinary General Meeting	:	The EGM will be held by electronic means

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## DEFINITIONS

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In this Circular, the following definitions apply throughout unless otherwise stated:

<b>“1H2021”</b>	:	The six month period ended 30 June 2021
<b>“Announcement”</b>	:	Has the meaning given to it in paragraph 1.1.1 of the Letter
<b>“Board”</b>	:	The board of Directors
<b>“Business Day”</b>	:	Any day except Saturday, Sunday or any days on which banks in New York, New York are required by applicable law to close
<b>“CDP”</b>	:	The Central Depository (Pte) Limited
<b>“CFIUS”</b>	:	The Committee on Foreign Investment in the United States
<b>“Companies Act”</b>	:	The Companies Act, Chapter 50 of Singapore
<b>“Company” or “STE”</b>	:	Singapore Technologies Engineering Ltd
<b>“Completion”</b>	:	Completion of the Proposed Acquisition pursuant to the terms of the Purchase Agreement
<b>“Consideration”</b>	:	Has the meaning given to it in paragraph 2.3.1 of the Letter
<b>“COVID-19”</b>	:	Coronavirus
<b>“CPF”</b>	:	Central Provident Fund
<b>“Directors”</b>	:	The directors of the Company for the time being
<b>“EBITDA”</b>	:	Earnings before interest, taxes, depreciation and amortisation
<b>“EGM”</b>	:	The extraordinary general meeting of the Company, notice of which is given on page N-1 of the Letter
<b>“EPS”</b>	:	Earnings per Share
<b>“Financial Advisor”</b>	:	J.P. Morgan (S.E.A.) Limited
<b>“FY2019”</b>	:	The financial year ended 31 December 2019
<b>“FY2020”</b>	:	The financial year ended 31 December 2020
<b>“Group”</b>	:	The Company and its subsidiaries
<b>“Indemnified Guarantees”</b>	:	Has the meaning given to it in paragraph 2.7.4 of the Letter
<b>“ITS”</b>	:	Intelligent Transportation Systems
<b>“Latest Practicable Date”</b>	:	The latest practicable date prior to the printing of the Letter, being 18 November 2021
<b>“Letter”</b>	:	Means the Letter to Shareholders
<b>“Listing Manual”</b>	:	The Listing Manual of the SGX-ST
<b>“Meetings Order”</b>	:	Has the meaning given to it in paragraph 9 of the Letter

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## DEFINITIONS

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<b>“NTA”</b>	:	Net tangible assets
<b>“Outside Date”</b>	:	Has the meaning given to it in paragraph 2.6.1 of the Letter
<b>“Pre-Sale Restructuring”</b>	:	Has the meaning given to it in paragraph 2.4.1(vi) of the Letter
<b>“Proposed Acquisition”</b>	:	Has the meaning given to it in paragraph 1.1.1 of the Letter
<b>“Purchase Agreement”</b>	:	The Membership Interests Purchase Agreement dated 1 October 2021, entered into between SubCo, the Seller and, solely for the purposes of certain provisions, Roper and the Company
<b>“RFID”</b>	:	Radio-frequency identification
<b>“Roper”</b>	:	Roper Technologies, Inc.
<b>“Securities Account”</b>	:	Securities accounts maintained by depositors with CDP, but not including securities sub-accounts
<b>“Seller”</b>	:	TransCore Holdings, LLC (previously known as TransCore Holdings, Inc.), an indirect wholly owned subsidiary of Roper
<b>“SGX-ST”</b>	:	Singapore Exchange Securities Trading Limited
<b>“Shareholders”</b>	:	Registered holders of Shares, except that where the registered holder is CDP, the term “Shareholders” shall, where the context admits, mean the depositors whose Securities Accounts are credited with Shares
<b>“Shares”</b>	:	Ordinary shares in the capital of the Company
<b>“SRS”</b>	:	Supplementary Retirement Scheme
<b>“SubCo”</b>	:	ST Engineering Urban Solutions USA Inc., the Company’s indirect wholly owned subsidiary
<b>“S\$” or “Singapore Dollar”</b>	:	The lawful currency for the time being of the Republic of Singapore
<b>“Temasek”</b>	:	Temasek Holdings (Private) Limited
<b>“TransCore”</b>	:	Collectively, TransCore Partners, LLC and TLP Holdings, LLC
<b>“TransCore 1H2021 Financial Statements”</b>	:	The unaudited financial statements of the TransCore business for 1H2021
<b>“TransCore FY2020 Financial Statements”</b>	:	The audited financial statements of the TransCore business for FY2020
<b>“TransCore Group”</b>	:	TransCore and each of their subsidiaries
<b>“US\$” or “US Cent”</b>	:	The lawful currency for the time being of the United States of America
<b>“U.S.” or “USA”</b>	:	The United States of America
<b>“Vestal”</b>	:	Vestal Investments Pte. Ltd.
<b>“%” or “per cent.”</b>	:	Per centum or percentage

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## DEFINITIONS

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Unless the context otherwise requires:

- (i) the terms “**depositor**”, “**depository register**” and “**depository agent**” shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act and the terms “**subsidiary**”, “**related company**” and “**substantial shareholder**” shall have the meanings ascribed to them in Sections 5, 6 and 81 of the Companies Act respectively;
- (ii) the terms “**associate**” and “**associated company**” shall have the meanings ascribed to them in the section entitled “Definitions and Interpretation” of the Listing Manual;
- (iii) words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders. Unless the context otherwise requires, any references to persons shall include individuals, corporate bodies (wherever incorporated), unincorporated associations and partnerships;
- (iv) any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the Securities and Futures Act, the Listing Manual or any modification thereof and not otherwise defined in this Circular shall, where applicable, have the same meaning assigned to it under the Companies Act, the Securities and Futures Act, the Listing Manual or any modification thereof, as the case may be, unless the context otherwise requires;
- (v) any reference to a time of day in this Circular is made by reference to Singapore time unless otherwise stated; and
- (vi) any discrepancies between the figures listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

In this Circular, unless otherwise stated, conversions of US\$ into S\$ are based on an exchange rate of US\$1.00 to S\$1.35. The exchange rate is for reference only. No representation is made by the Company that any amount in US\$ has been, could have been or could be converted at the above rate or at all.

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## CAUTIONARY NOTE ON FORWARD LOOKING STATEMENTS

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All statements contained in this Circular, statements made in press releases and oral statements that may be made by the Company, the Group, their directors, executive officers or employees acting on their behalf, that are not statements of historical fact, constitute “forward looking statements”. Some of these statements can be identified by words that have a bias towards, or are, forward-looking such as “anticipate”, “believe”, “could”, “estimate”, “expect”, “forecast”, “if”, “intend”, “may”, “plan”, “possible”, “probable”, “project”, “should”, “will” and “would” or similar words. However, Shareholders should note that these words are not the exclusive means of identifying forward looking statements. All statements regarding the Company’s and the Group’s expected financial position, business strategies, plans and prospects are forward looking statements.

These forward looking statements and other matters discussed in this Circular regarding matters that are not historical fact are only predictions. These forward looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company’s and the Group’s actual future results, performance or achievements to be materially different from any future results, performance or achievements expected, expressed or implied by such forward looking statements.

Given the risks and uncertainties that may cause the Company’s and the Group’s actual future results, performance or achievements to be materially different from that expected, expressed or implied by the forward looking statements in this Circular, undue reliance must not be placed on these statements.

The Company, the Group, their respective directors and executive officers are not representing or warranting to you that the actual future results, performance or achievements of the Company and the Group will be as those discussed in those statements. The respective actual future results may differ materially from those anticipated in these forward looking statements as a result of the risks faced by us. Further, the Company and the Group disclaim any responsibility for updating any of those forward looking statements or publicly announcing any revisions to those forward looking statements to reflect their future developments, events or circumstances.

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## LETTER TO SHAREHOLDERS

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### SINGAPORE TECHNOLOGIES ENGINEERING LTD

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

#### Directors

Mr Kwa Chong Seng (*Chairman and Independent Director*)  
Mr Vincent Chong Sy Feng (*Group President and CEO*)  
Mr Kevin Kwok Khien (*Independent Director*)  
Mr Joseph Leong Weng Keong (*Non-Executive Director*)  
Mr Lim Ah Doo (*Independent Director*)  
Mr Lim Chin Hu (*Independent Director*)  
Mr Lim Sim Seng (*Independent Director*)  
Ms Ng Bee Bee (May) (*Independent Director*)  
LG Ong Su Kiat Melvyn (*Non-Executive Director*)  
Mr Quek See Tiat (*Independent Director*)  
Ms Song Su-Min (*Independent Director*)  
Mr Tan Peng Yam (*Non-Executive Director*)  
Mr Teo Ming Kian (*Independent Director*)  
COL Cai Dexian (*Alternate Director to LG Ong Su Kiat Melvyn*)

#### Registered Office

ST Engineering Hub  
1 Ang Mo Kio  
Electronics Park Road  
#07-01  
Singapore 567710

30 November 2021

To: The Shareholders of Singapore Technologies Engineering Ltd

Dear Sir/Madam

### THE PROPOSED ACQUISITION OF ALL OF THE ISSUED AND OUTSTANDING INTERESTS OF TRANSCORE PARTNERS, LLC AND TLP HOLDINGS, LLC FROM TRANSCORE HOLDINGS, LLC

#### 1. INTRODUCTION

##### 1.1 Background

1.1.1 On 3 October 2021, the Board announced that SubCo had on 1 October 2021 (Eastern Standard Time) (USA) entered into the Purchase Agreement, pursuant to which SubCo will acquire all of the interests in TransCore for an aggregate purchase price of US\$2.68 billion (S\$3.62 billion), subject to certain purchase price adjustments as of Completion (the “**Proposed Acquisition**” and such announcement, the “**Announcement**”). The Company is a guarantor of SubCo’s obligations under the Purchase Agreement.

1.1.2 As the relative figures in respect of the Proposed Acquisition computed on the applicable bases under Rule 1006 of the Listing Manual exceed 20%, the Proposed Acquisition constitutes a “major transaction” under Chapter 10 of the Listing Manual and is subject to the approval of the Shareholders. Further details on the relative figures under Rule 1006 of the Listing Manual are set out at paragraph 4 of the Letter.

##### 1.2 Purpose of Circular

1.2.1 The purpose of this Circular is to explain the reasons for, and to provide Shareholders with relevant information relating to the Proposed Acquisition, the resolution in respect thereof to be tabled at the EGM, and to seek Shareholders’ approval for such resolution.

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## LETTER TO SHAREHOLDERS

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1.2.2 The SGX-ST assumes no responsibility for the contents of this Circular, including the accuracy of any of the statements or opinions made or reports or letters contained in this Circular.

### 1.3 Legal Advisor

Latham & Watkins LLP is the legal advisor to the Company in relation to the Proposed Acquisition.

## 2. THE PROPOSED ACQUISITION

### 2.1 Information on TransCore

2.1.1 TransCore Partners, LLC and TLP Holdings, LLC are Delaware limited liability companies.

2.1.2 TransCore is a leader in the transportation industry in North America, providing innovative technical solutions and engineering services for applications encompassing next-generation electronic toll collection, congestion pricing, ITS, back office solutions and RFID products. TransCore has over 80 years of operating history.

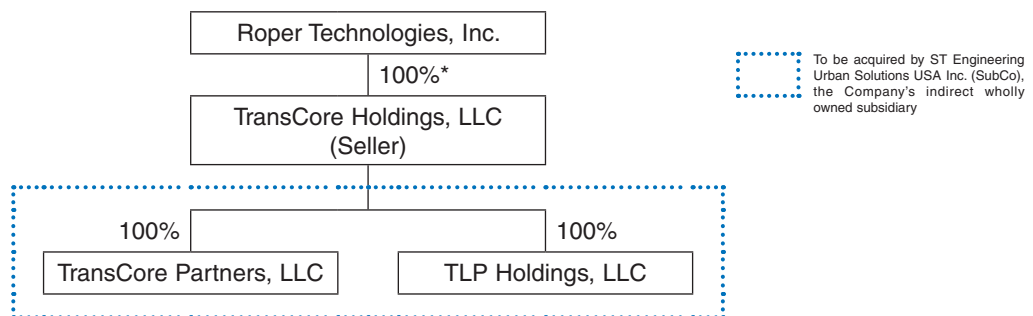
2.1.3 TransCore has a strong track record in electronic toll collection, which it has deployed in more than 15,000 traffic lanes in the U.S. throughout its operating history. TransCore conducts more than 10 billion electronic toll transactions and processes more than US\$7 billion in toll revenues annually. It serves 11 of the 15 largest toll agencies in the U.S., has three 24/7/365 maintenance monitoring centres across the U.S., manages more than 9 million accounts, and has shipped more than 100 million RFID tags.

### 2.2 Information on Seller

2.2.1 The Seller is an indirect wholly owned subsidiary of Roper, which is a constituent of the S&P 500, Fortune 500, and the Russell 1000 indices. Roper operates businesses that design and develop software (both license and software-as-a-service) and engineered products and solutions for a variety of niche end markets.

The Seller was converted from a corporation to a limited liability company pursuant to Delaware law on 20 October 2021, as contemplated in the Purchase Agreement.

The following diagram sets out the relationship between Roper, the Seller and TransCore before Completion:



\*TransCore Holdings, LLC is an indirect wholly owned subsidiary of Roper



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## LETTER TO SHAREHOLDERS

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2.2.2 The following table sets out certain key financial information for the TransCore business from the TransCore FY2020 Financial Statements obtained from the Seller.

	2019	2020
	US\$(millions)	US\$(millions)
Net revenues	525	565
Earnings before income taxes	137	123
Net cash provided by operating activities	108	127
Net asset value	492	510
Net tangible assets <sup>(1)</sup>	185	204
EBITDA <sup>(1)</sup>	155	143

**Note:**

(1) Net tangible assets and EBITDA are computed from the audited financial statements. EBITDA excludes corporate allocations from Roper as these will no longer be charged under STE ownership.

### 2.3 Consideration

2.3.1 Under the terms of the Purchase Agreement, SubCo will acquire all of the interests in TransCore. SubCo will pay to the Seller an aggregate purchase price (the “**Consideration**”) equal to:

- (a) the base purchase price of US\$2.68 billion; minus
- (b) the aggregate amount of indebtedness of the TransCore Group as at Completion; plus
- (c) the cash balance of the TransCore Group as at Completion; minus
- (d) the amount of certain unpaid transaction expenses incurred by the TransCore Group as at Completion; and plus or minus (as the case may be)
- (e) the net working capital adjustment as at Completion, which is the amount that the TransCore Group’s actual net working capital amount as at Completion is greater or less than the target net working capital amount of US\$186 million.

### 2.4 Conditions

2.4.1 Completion is subject to and conditional upon the satisfaction or waiver (as the case may be) of, among other things, the following conditions:

- (i) receipt of U.S. antitrust approval in respect of the Proposed Acquisition;
- (ii) receipt of CFIUS approval in respect of the Proposed Acquisition;
- (iii) receipt of Shareholders’ approval for the Proposed Acquisition;
- (iv) Seller’s representations and warranties (except fundamental warranties) being true and correct in all material respects, except such inaccuracies as would not (individually or in the aggregate) give rise to a material adverse effect on the TransCore Group, and all of Seller’s fundamental warranties being true and correct in all respects;

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## LETTER TO SHAREHOLDERS

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- (v) no order or injunction from any governmental entity preventing the consummation of the Proposed Acquisition; and
  - (vi) the completion by the Seller of certain pre-sale restructuring steps (“**Pre-Sale Restructuring**”), which will, among other things, ensure that certain entities are treated as disregarded entities for U.S. federal income tax purposes.
- 2.4.2 Under and subject to the terms of the Purchase Agreement, SubCo has given the Seller the following undertakings in relation to the satisfaction of the U.S. antitrust and CFIUS approval conditions referred to above:
- (i) to make or cause to be made all notifications, filings and submissions required, and cooperate with the Seller and provide all necessary information, and the Seller provides a similar reciprocal undertaking;
  - (ii) not to, and to cause the Company and the Company’s subsidiaries not to, take any action that could reasonably be expected to adversely affect the approval of any governmental entity of any of the U.S. antitrust approval and CFIUS approval, and the Seller provides a similar reciprocal undertaking; and
  - (iii) use all reasonable best efforts to obtain the U.S. antitrust approval and CFIUS approval, and to avoid or eliminate each and every impediment that may be asserted by a U.S. governmental antitrust authority or CFIUS, so as to enable the parties to close the transaction.

### 2.5 Completion

- 2.5.1 On 8 November 2021, the thirty-day waiting period under U.S. antitrust laws expired without any inquiries or questions from the agencies, which satisfied the relevant condition precedent on U.S. antitrust approval.
- 2.5.2 Subject to the conditions to Completion being satisfied or waived pursuant to the Purchase Agreement, Completion is expected to take place by the end of the first quarter of 2022.
- 2.5.3 The Directors wish to highlight that there is no certainty or assurance that the Proposed Acquisition may be duly completed in accordance with the terms of the Purchase Agreement. As disclosed in the Announcement and this Circular, the Proposed Acquisition is subject to various conditions precedent stipulated in the Purchase Agreement. Please refer to paragraph 2.4.1 of the Letter for more details on the conditions precedent for Completion. However, for Shareholders’ information, the Company has successfully obtained CFIUS approvals for all 11 of its past acquisitions in the U.S. where such clearances had been sought, including three of its acquisitions in 2019.

### 2.6 Termination

- 2.6.1 The Purchase Agreement contains certain termination rights, including the right of SubCo or the Seller to terminate the Purchase Agreement if Completion does not occur on or before 1 October 2022 (“**Outside Date**”), so long as the terminating party is not in breach of the Purchase Agreement causing such failure. If such termination occurs as a result of a failure to obtain CFIUS approval by the Outside Date (and all other conditions, except those that are to be satisfied on Completion, have been satisfied), then a termination fee of US\$120 million will become payable by SubCo to the Seller. The amount of the termination fee was extensively negotiated between the Company and the Seller, and took into account market rates of termination fees (as a percentage of transaction value) for a transaction of this size.

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## LETTER TO SHAREHOLDERS

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### 2.7 Other Terms

- 2.7.1 Under the Purchase Agreement, the parties have made customary representations and warranties to each other and have agreed to customary covenants relating to the Proposed Acquisition, including an agreement by the Seller and its affiliates not to compete with TransCore, nor solicit any key employees or customers of TransCore, for three years following the Completion. In addition, the Seller has agreed to assign all of its rights under agreements containing non-compete and/or non-solicit obligations of certain employees of TransCore to SubCo or its relevant affiliate.
- 2.7.2 Pursuant to the terms of the Purchase Agreement, SubCo has obtained representations and warranties insurance, which is the sole and exclusive remedy for any losses pursuant to the Proposed Acquisition, other than liabilities relating to certain fundamental warranties (for example, title in the interests of TransCore, list of subsidiaries, no breaches of the charter documents, authorization, and certain fundamental tax warranties), pre-closing income taxes of TransCore and its subsidiaries, income taxes arising from TransCore having been part of the Roper consolidated tax group, income taxes resulting from a breach of the tax covenants, Seller's portion of any transfer taxes, taxes and other losses due to the unavailability of the asset basis step up subject to the cap set out in paragraph 2.7.3 of the Letter, taxes and other losses related to the Pre-Sale Restructuring and fraud, all of which remain with the Seller and Roper. Such insurance became binding and effective on the date of the Purchase Agreement.
- 2.7.3 The Seller and Roper have agreed to indemnify SubCo for taxes and other losses in the event of the unavailability of the asset basis step up, subject to a cap of US\$180 million. The amount of the cap was negotiated between the Company and the Seller based on each party's assessment of the level of risk associated with the subject matter of the indemnity that it was willing to assume.
- 2.7.4 Prior to Completion, SubCo has also agreed to use reasonable best efforts to replace any guarantee, lease, indemnity, surety bond, letter of credit, letter of comfort or other obligation to the extent previously given in favour of the TransCore Group by Seller or its affiliates ("**Indemnified Guarantees**"). If these are not replaced by Completion, SubCo and TransCore have agreed to indemnify the Seller and its affiliates for certain losses arising from the Seller or any of its affiliates having to make payments, among other things, under such Indemnified Guarantees.
- 2.7.5 The Company has provided a guarantee to the Seller for the full and punctual payment of amounts due by SubCo and the performance of SubCo's obligations under the Purchase Agreement. Roper has also given SubCo a reciprocal guarantee in relation to the Seller's payment and other obligations under the Purchase Agreement.
- 2.7.6 SubCo has also agreed, for at least one year after Completion, to employ each TransCore Group employee: (a) at the same job and position, (b) at a salary level and target cash bonus opportunity at least equal to such pre-Completion levels and opportunities and (c) with benefits and other terms and conditions of employment at least as favourable to those received pre-Completion. In addition, SubCo will put in place comparable long term incentive compensation plans to replace the equity based long term incentive compensation plans for certain employees of the TransCore Group in place prior to Completion.

### 2.8 Valuation and Source of Funding

- 2.8.1 Based on the TransCore 1H2021 Financial Statements, the net asset value and the net tangible assets of TransCore as at 30 June 2021 were approximately US\$584 million (S\$788 million) and approximately US\$219 million (S\$296 million), respectively. There is no open market value for TransCore as its interests are not publicly traded.

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## LETTER TO SHAREHOLDERS

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2.8.2 No valuation report was commissioned for the purpose of the Proposed Acquisition, as the Company's view was that an independent and formal valuation of TransCore would be of limited utility. The valuation of TransCore was largely based on the factors set out under paragraph 2.8.3 of the Letter, including an assessment by the Company, in consultation with its advisors, of TransCore's backlog (order book) and future growth prospects. In arriving at its determination of the Consideration, the Board consulted with its advisors on various aspects of the Proposed Acquisition as set out with more detail at paragraph 2.8.3 of the Letter.

2.8.3 The Consideration was negotiated between the Company and the Seller pursuant to arm's length negotiations on a willing-buyer and willing-seller basis in a competitive auction process conducted by the Seller. The Company agreed to the Consideration, after taking into consideration, among other things:

- (a) TransCore's financial performance and financial position;
- (b) the due diligence undertaken to evaluate TransCore; and
- (c) the strategy and rationale for the Proposed Acquisition, which is discussed further in paragraph 5 of the Letter.

In arriving at its determination of the Consideration, the Board consulted with J.P. Morgan (S.E.A.) Limited as financial advisor to the Company on the Proposed Acquisition, Deloitte & Touche Financial Advisory Services Pte Ltd with respect to financial and tax due diligence matters, Latham & Watkins LLP as legal advisor to the Company on the Proposed Acquisition and industry consultant PTOLEMUS Consulting Group with respect to commercial and market due diligence matters.

2.8.4 The Proposed Acquisition will be funded through the Group's internal cash and the issuance of debt securities, and will be satisfied fully in cash on the date of Completion.

### 2.9 Voting Agreement

2.9.1 In conjunction with the entry by SubCo and the Company into the Purchase Agreement, Temasek and Vestal, an indirect wholly owned subsidiary of Temasek, have entered into a voting agreement with the Seller, pursuant to which each of Temasek and Vestal has agreed to vote all Shares it then owns in favour of any resolution(s) to approve (amongst others) the entry into the Purchase Agreement and the performance of the rights and obligations of the Company and SubCo thereunder, at the EGM.

2.9.2 As at the Latest Practicable Date, Temasek holds 1,554,764,574 Shares, representing approximately 49.90% of the Shares (excluding any ordinary shares held in treasury), and Vestal holds 28,501,000 Shares, representing approximately 0.91% of the Shares (excluding any ordinary shares held in treasury).

## 3. FINANCIAL EFFECTS OF THE PROPOSED ACQUISITION

### 3.1 Bases

The pro forma financial effects of the Proposed Acquisition on the Group are based on:

- (a) the audited consolidated financial statements of the Group for FY2020; and
- (b) the TransCore FY2020 Financial Statements.

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## LETTER TO SHAREHOLDERS

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The pro forma financial effects of the Proposed Acquisition are purely for illustrative purposes only and do not reflect the future actual financial position of the Group following Completion.

### 3.2 Assumptions

For the purposes of illustrating the financial effects of the Proposed Acquisition, the financial effects have been prepared based on, among other things, the above bases and the following assumptions:

- (a) the Proposed Acquisition had been effected on 31 December 2020, being the end of the most recently completed financial year of the Group and of which the statement of financial position of the Group has been publicly announced, for illustrating the financial effects on the consolidated NTA of the Group;
- (b) the Proposed Acquisition had been effected on 1 January 2020, being the beginning of the most recently completed financial year of the Group and of which the profit and loss of the Group has been publicly announced, for illustrating the financial effects on the consolidated earnings of the Group;
- (c) the exclusion of corporate allocations from Roper in the TransCore FY2020 Financial Statements;
- (d) the exclusion of the effects of purchase price allocation;
- (e) the inclusion of estimated acquisition interest expenses;
- (f) the Consideration being estimated to be US\$2.68 billion (approximately S\$3.62 billion), which is determined on a cash-free, debt-free basis; and
- (g) the TransCore FY2020 Financial Statements have been translated based on an exchange rate of US\$1.00: S\$1.35, and foreign exchange effects have been excluded.

### 3.3 Pro Forma Financial Effects

#### (i) NTA

For illustrative purposes only and assuming that the Proposed Acquisition had been completed on 31 December 2020, the pro forma financial effects of the Proposed Acquisition on the consolidated NTA of the Group as at 31 December 2020 are as follows:

	<b>Before Completion of the Proposed Acquisition</b>	<b>After Completion of the Proposed Acquisition</b>
NTA (S\$ million)	551	(2,812)
Number of issued Shares (million) as at 31 December 2020	3,116	3,116
NTA per Share (S\$)	0.18	(0.90)

## LETTER TO SHAREHOLDERS

### (ii) EPS

For illustrative purposes only and assuming that the Proposed Acquisition had been completed on 1 January 2020, the pro forma financial effects of the Proposed Acquisition on the consolidated earnings of the Group for FY2020 are as follows:

	Before Completion of the Proposed Acquisition	After Completion of the Proposed Acquisition
Profit after tax and minority interests (S\$ million)	522	587
Weighted average number of issued Shares in 2020 (million)	3,117	3,117
Basic EPS (S\$)	0.17	0.19

The figures above exclude transaction expenses, expected synergies and growth trajectory of TransCore. The Proposed Acquisition is expected to be earnings accretive from the second year post-Completion.

### (iii) Share Capital

The Proposed Acquisition will not have any impact on the issued share capital and shareholding structure of the Company as the Proposed Acquisition does not involve the allotment and issuance of any new shares in the Company and the Consideration is to be satisfied in cash only.

## 4. LISTING MANUAL COMPUTATIONS (RELATIVE FIGURES UNDER RULE 1006) OF THE PROPOSED ACQUISITION

The relative figures of the Proposed Acquisition computed on the applicable bases set out in Rule 1006 of the Listing Manual are as follows:

Rule 1006	Base	The Proposed Acquisition	The Group/ Company	Relative Figures
(b)	Net profits/(losses) attributable to the assets acquired, compared with the Group's net profits <sup>(1)(2)</sup> (S\$ million)	72	340	21.3%
(c)	Consideration given or received, compared with the Company's market capitalisation <sup>(3)</sup> (S\$ million)	3,618	11,728	30.8%

#### Notes:

- (1) The net profits of TransCore based on the TransCore 1H2021 Financial Statements have been compared with the Group's net profits based on the Group's unaudited consolidated financial statements for 1H2021.
- (2) The term "net profits", in the context of Rule 1006 as applied to this transaction, means profit before income tax and non-controlling interests.
- (3) The Company's market capitalisation of S\$11,728 million is based upon 3,116 million issued Shares (excluding treasury shares) as at 1 October 2021, being the last market day preceding the date of the Purchase Agreement, at a volume-weighted average price of S\$3.76 for each Share.

As the relative figures under Rules 1006(b) and 1006(c) exceed 20%, the Proposed Acquisition constitutes a major transaction for the Company as defined in Chapter 10 of the Listing Manual and is therefore subject to the approval of Shareholders.

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## LETTER TO SHAREHOLDERS

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### 5. RATIONALE FOR THE PROPOSED ACQUISITION

The Board believes that the Proposed Acquisition will advance the Group's leadership position in developing Smart City solutions to enable smarter and sustainable cities, and at the same time will deliver value for Shareholders. The acquisition rationale includes the matters referred to in this section.

#### 5.1 The Proposed Acquisition will enhance the Group's smart mobility offerings

TransCore's electronic toll collection, congestion pricing and ITS solutions are highly complementary to the Group's smart, integrated mobility solutions. TransCore's capabilities encompass the end-to-end tolling systems value chain, starting from the identification and validation of vehicles by gantries mounted with electronic sensors, managing and processing toll payments, and enforcing and billing vehicle owners who do not comply with toll payment obligations. The addition of TransCore's portfolio to our existing Group offerings helps to produce a comprehensive suite of world-class smart mobility offerings for the Group's customers.

The Group believes that smart mobility has strong growth potential. The implementation of congestion pricing can assist cities in the generation of funds to improve a location's transportation infrastructure, and by regulating traffic, reduce pollution, thereby enhancing safety and sustainability. The North America electronic toll collection and ITS markets, in which TransCore has leadership positions, are touted to be the 2<sup>nd</sup> fastest growing markets globally, and are expected to grow from US\$2.5 billion in 2021 to more than US\$4 billion in 2030<sup>1</sup>. TransCore has been contracted to deliver the first congestion pricing project in Manhattan, New York, USA. Other cities within the U.S. such as Seattle, Portland, San Francisco, Los Angeles and Chicago have also announced that they are exploring congestion pricing. In addition, the electronic toll collection and ITS markets in the Southeast Asia region, in which the Group operates, are expected to grow from US\$360 million in 2021 to approximately US\$1.2 billion in 2030<sup>2</sup>. Globally, the electronic toll collection and ITS markets are expected to reach US\$15 billion by 2030<sup>3</sup>.

#### 5.2 The Proposed Acquisition will accelerate the Group's growth and fuel its innovation

The Proposed Acquisition will accelerate the Group's growth in the Smart City domain. Following Completion, the Group's combined business will continue to focus on technology and innovation, centering on next-bound transportation technologies, backed by the Group's strong technology know-how and engineering core as well as TransCore's deep capabilities that include a range of patents and intellectual property rights in electronic toll collection, congestion pricing and ITS solutions.

#### 5.3 The Proposed Acquisition strengthens the Group's commitment to sustainability

TransCore's end-to-end transportation solutions are designed to reduce traffic congestion and lower vehicle emissions by enabling seamless and efficient journeys. In addition, TransCore's congestion pricing models facilitate the creation of green and low emission zones. These align with the Group's commitment to leverage technology and innovation to help cities deal with the impact of urbanisation and climate change. In line with this commitment, the Group has implemented over 700 smart city projects in more than 130 cities, including 60 intelligent road transportation projects in more than 20 cities worldwide. The Group believes that the integration of TransCore's solutions with the Group's existing know-how can help to strengthen the Group's ability to address the challenges brought about by urbanisation and climate change.

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<sup>1</sup> Source: PTOLEMUS Consulting Group (2021).

<sup>2</sup> Source: PTOLEMUS Consulting Group (2021).

<sup>3</sup> Source: PTOLEMUS Consulting Group (2021).

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## LETTER TO SHAREHOLDERS

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### **5.4 Potential to achieve synergies through cross-selling as a result of the Proposed Acquisition**

TransCore's leading position in the end-to-end electronic toll collection and congestion pricing segments in North America represents a new business for our Group. This business combination allows for cross-selling of the Group's current ITS solutions such as smart road junctions, transportation operation centres, and road traffic optimisation systems to North America. At the same time, TransCore's electronic toll collection and congestion pricing solutions could be offered to customers in the Southeast Asia region where the Group has a strong presence. The Group seeks to combine TransCore's strength in the U.S. and the Company's presence in the Asia Pacific region to achieve a market leading position in the smart mobility industry.

### **5.5 The Proposed Acquisition provides earnings accretion and cash generation**

The Proposed Acquisition is expected to be cash flow positive from the first year and earnings accretive from the second year following Completion, taking into consideration, amongst other things, the following:

- (a) the historical and expected revenue, cash flow and earnings of TransCore;
- (b) TransCore's robust backlog (order book) of approximately US\$1.2 billion as at 31 July 2021;
- (c) the transaction and integration expenses of the Proposed Acquisition; and
- (d) the interest expenses related to the Proposed Acquisition.

The Group's dividend payout capacity will remain strong as TransCore's operations are expected to generate healthy cash flow. TransCore generated revenues of US\$565 million for FY2020 based on the TransCore FY2020 Financial Statements, and a profit of US\$54 million for 1H2021 based on the TransCore 1H2021 Financial Statements. TransCore has also been contracted to deliver a congestion pricing project in Manhattan, New York, USA. TransCore has a strong track record of project execution, customer retention and renewal, and is backed by a strong management team with relevant industry experience, and a 1,900-strong workforce as at 2 September 2021.



## LETTER TO SHAREHOLDERS

### 6. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

#### 6.1 Interests in the Shares

As at the Latest Practicable Date, the Company has an existing issued and paid-up share capital of 3,115,592,379 Shares (excluding treasury shares), and 6,902,818 Shares held in treasury. As at the Latest Practicable Date, the interests of Directors in the Shares of the Company as recorded in the Register of Directors' Shareholdings are as follows:

	Direct Interest		Deemed Interest		No. of Shares comprised in outstanding share awards granted by the Company
	No. of Shares	% <sup>(1)</sup>	No. of Shares	% <sup>(1)</sup>	
<b>Directors</b>					
Mr Kwa Chong Seng	1,208,500	0.04	—	—	—
Mr Vincent Chong Sy Feng	2,661,271	0.09	—	—	2,916,462 <sup>(2)</sup>
Mr Kevin Kwok Khien	150,000	*	—	—	—
Mr Joseph Leong Weng Keong	—	—	—	—	—
Mr Lim Ah Doo	99,900	*	—	—	—
Mr Lim Chin Hu	104,800	*	—	—	—
Mr Lim Sim Seng	76,300	*	—	—	—
Ms Ng Bee Bee (May)	5,000	*	—	—	—
LG Ong Su Kiat Melvyn	—	—	—	—	—
Mr Quek See Tiat	91,600	*	—	—	—
Ms Song Su-Min	30,100	*	—	—	—
Mr Tan Peng Yam	—	—	—	—	—
Mr Teo Ming Kian	—	—	—	—	—
COL Cai Dexian	—	—	—	—	—

**Notes:**

\* *Not meaningful*

(1) Calculated based on the number of issued Shares of the Company (excluding any Shares held in treasury) as at the Latest Practicable Date.

(2) Please refer to the copy of Form 1 "Notification Form for Director/Chief Executive Officer in respect of interests in securities" filed by the Company on 23 March 2021, and which is available on SGXNET for more details.

As at the Latest Practicable Date, the interests of the substantial shareholders in the capital of the Company as recorded in the Register of Substantial Shareholders are as follows:

	Direct Interest		Deemed Interest	
	No. of Shares	%*	No. of Shares	%*
<b>Substantial Shareholders</b>				
Temasek <sup>(1)</sup>	1,554,764,574	49.90	51,001,627 <sup>(1)</sup>	1.63

**Notes:**

\* Calculated based on the number of issued Shares of the Company (excluding any Shares held in treasury) as at the Latest Practicable Date.

(1) Includes deemed interests held through subsidiaries and associated companies.

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## LETTER TO SHAREHOLDERS

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### 6.2 Interest in the Proposed Acquisition

Save as disclosed in this Circular, none of the directors and controlling shareholders of the Company has any interest, other than through their respective shareholdings, direct or indirect, in the Proposed Acquisition.

### 7. DIRECTORS' SERVICE AGREEMENT(S)

No person is proposed to be appointed as a director of the Company in connection with the Proposed Acquisition. Accordingly, no service contract is proposed to be entered into between the Company and any person in connection with the Proposed Acquisition.

### 8. DIRECTORS' RECOMMENDATION

The Directors having considered, among other things, the terms and the rationale of the Proposed Acquisition, and after discussion with the management of the Company, are of the opinion that the Proposed Acquisition is in the interests of the Company and the Shareholders. Accordingly, the Directors recommend that Shareholders vote in favour of the ordinary resolution relating to the Proposed Acquisition.

### 9. EXTRAORDINARY GENERAL MEETING

Pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "**Meetings Order**") which was gazetted on 13 April 2020 as well as the regulations and guidelines issued by the relevant authorities in relation to the Meetings Order, the EGM will be held by way of electronic means on 15 December 2021 at 10.00 a.m. (Singapore time) for the purpose of considering and, if thought fit, passing with or without modification, the ordinary resolution in the Notice of EGM.

Approval by way of ordinary resolution is required in respect of the resolution.

### 10. ACTION TO BE TAKEN BY SHAREHOLDERS

#### 10.1 Circular, Notice of EGM and Proxy Forms

The Circular, the Notice of EGM and a Proxy Form have been sent to Shareholders by electronic means via publication on the Company's website at the URL <https://www.stengg.com/egm>, and are also available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of the Notice of EGM and a Proxy Form will be sent to Shareholders. Printed copies of the Circular will **NOT** be sent to Shareholders.

A Shareholder may request for a printed copy of the Circular by submitting an online request at the pre-registration website at the URL <https://online.meetings.vision/stengg-egm-registration>, by 5.00 p.m. on 7 December 2021. Alternatively, a shareholder may request for a printed copy of the Circular by submitting the request to the Company's Share Registrar, M & C Services Private Limited, via email to [gpe@mncsingapore.com](mailto:gpe@mncsingapore.com). To be valid, the request must:

- (a) specify "Request for Printed Copy of ST Engineering Circular dated 30 November 2021" as the subject of the email; and
- (b) state the following:
  - (i) the full name of the Shareholder;

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## LETTER TO SHAREHOLDERS

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- (ii) the mailing address of the Shareholder; and
- (iii) the manner in which the Shareholder holds Shares in the Company (e.g., via CDP, CPF and/or SRS or scrip).

### 10.2 Alternative arrangements for participation at the EGM

Due to the current COVID-19 restriction orders in Singapore, members will NOT be able to attend the EGM in person. Shareholders may participate in the EGM by:

- (i) observing and/or listening to the EGM proceedings via live audio-visual webcast or live audio-only stream;
- (ii) submitting questions in advance of, or “live” at, the EGM; and/or
- (iii) appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the EGM.

A Shareholder (whether individual or corporate) who has Shares entered against his/her/its name in (a) the Register of Shareholders; or (b) the depository register as at the cut-off time being 72 hours prior to the time of the EGM (being the time at which the name of the Shareholder must appear in the Register of Shareholders or the depository register, in order for him/her/it to be considered to have Shares entered against his/her/its name in the said Registers), shall be entitled to attend (via electronic means), submit questions in advance or “live” and vote by proxy at the EGM. There will be no live voting at the EGM.

### 10.3 Persons who hold Shares through relevant intermediaries

Persons who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act), other than CPF and SRS investors, and who wish to participate in the EGM by:

- (i) observing and/or listening to the EGM proceedings via live audio-visual webcast or live audio-only stream;
- (ii) submitting questions in advance of, or “live” at, the EGM; and/or
- (iii) appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the EGM.

should contact the relevant intermediary through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the EGM.

### 10.4 Key dates and deadlines

Shareholders will be able to observe and/or listen to the EGM proceedings through a live audio-visual webcast or live audio-only stream by pre-registering, submit questions relating to the resolution to be tabled for approval at the EGM in advance of, or “live” at, the EGM and vote by appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the EGM.

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## LETTER TO SHAREHOLDERS

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To do so, they will need to complete the following steps in accordance with the dates / deadlines specified:

No.	Steps	Details
1.	<b>Pre-registration</b>	<p>Shareholders, including CPF and SRS investors, can pre-register at the pre-registration website at the URL <a href="https://online.meetings.vision/stengg-egm-registration">https://online.meetings.vision/stengg-egm-registration</a> from 30 November 2021 up to 10.00 a.m. on 12 December 2021 to enable the Company to verify their status as Shareholders.</p> <p>Following the verification, authenticated Shareholders will receive an email by 10.00 a.m. on 14 December 2021. The email will contain unique user credentials and instructions on how to access the live audio-visual webcast and live audio-only stream of the EGM proceedings.</p> <p>Shareholders who do not receive the abovementioned email by 10.00 a.m. on 14 December 2021, but have registered by the 12 December 2021 deadline, should contact our Share Registrar, M &amp; C Services Private Limited, 112 Robinson Road #05-01 Singapore 068902, at +65 6228 0506 between 10.00 a.m. and 6.00 p.m. on 14 December 2021 and between 8.00 a.m. and 9 a.m. on 15 December 2021 or via email at <a href="mailto:gpe@mncsingapore.com">gpe@mncsingapore.com</a>, for further assistance.</p>
2.	<b>Submit questions in advance of, or live at, the EGM</b>	<p><b>Shareholders, including CPF and SRS investors, can submit questions in advance of, or live at, the EGM.</b></p> <p><b>Submission of substantial and relevant questions in advance.</b> Shareholders, including CPF and SRS investors, can submit substantial and relevant questions related to the resolution to be tabled for approval at the EGM to the Chairman of the Meeting, in advance of the EGM, in the following manner:</p> <p>(a) <b>Via pre-registration website.</b> Shareholders who pre-register to observe and/or listen to the EGM proceedings may submit their questions via the pre-registration website at the URL <a href="https://online.meetings.vision/stengg-egm-registration">https://online.meetings.vision/stengg-egm-registration</a>.</p> <p>(b) <b>Via email.</b> Shareholders may submit their questions via email to the Company's Share Registrar at <a href="mailto:gpe@mncsingapore.com">gpe@mncsingapore.com</a>.</p> <p>(c) <b>By post.</b> Shareholders may submit their questions by post to the Company's Share Registrar, M &amp; C Services Private Limited, at 112 Robinson Road #05-01 Singapore 068902.</p> <p>When sending in your questions via email or by post, please also provide us with the following details:</p> <ul style="list-style-type: none"><li>• your full name;</li><li>• your address; and</li><li>• the manner in which you hold shares in the Company (e.g., via CDP, CPF and/or SRS or scrip).</li></ul>

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## LETTER TO SHAREHOLDERS

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No.	Steps	Details
		<p><b>Deadline to submit questions in advance.</b> All questions must be submitted by 10.00 a.m. on 7 December 2021 in order to give the Company sufficient time to process and address the substantial and relevant questions received.</p> <p><b>Pre-register to ask substantial and relevant questions live at the EGM.</b> Shareholders, including CPF and SRS investors, can also ask the Chairman of the Meeting substantial and relevant questions related to the resolution to be tabled for approval at the EGM, live at the EGM, by typing in and submitting their questions through the live chat function via the audio-visual webcast platform. Shareholders will not be able to ask questions live at the EGM via the audio-only stream of the EGM proceedings.</p> <p>Shareholders, including CPF and SRS investors, who wish to ask questions live at the EGM must pre-register at the pre-registration website at the URL <a href="https://online.meetings.vision/stengg-egm-registration">https://online.meetings.vision/stengg-egm-registration</a> so that an email containing unique user credentials for the audio-visual webcast of the EGM proceedings can be sent to them following verification.</p> <p><b>Addressing questions.</b> We will endeavour to address all substantial and relevant questions (which are related to the resolution to be tabled for approval at the EGM) received from Shareholders prior to the EGM by publishing our responses to such questions on our corporate website at the URL <a href="https://www.stengg.com/egm">https://www.stengg.com/egm</a> and on SGXNET prior to the EGM. During the EGM itself, we will address as many substantial and relevant questions (which are related to the resolution to be tabled for approval at the EGM) which have not already been addressed prior to the EGM, as well as those received live at the EGM itself, as we can. Where substantially similar questions are received, we will consolidate such questions and consequently not all questions may be individually addressed.</p> <p><b>Minutes of EGM.</b> We will publish the minutes of the EGM on the Company's website and on SGXNET, and the minutes will include the responses to substantial and relevant questions from Shareholders which are addressed during the EGM.</p>
3.	<b>Submit instruments appointing Chairman of the Meeting as proxy to vote</b>	<p><b>Shareholders will not be able to vote during the live audio-visual webcast or live audio-only stream of the EGM proceedings. Shareholders (whether individual or corporate) who pre-register to observe and/or listen to the EGM proceedings and wish to vote on the resolution to be tabled at the EGM must appoint the Chairman of the Meeting as their proxy to attend, speak and vote on their behalf at the EGM, in accordance with the instructions on the instrument appointing a proxy.</b></p>

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## LETTER TO SHAREHOLDERS

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No.	Steps	Details
		<p><b>Specific voting instructions to be given.</b> Where Shareholders (whether individual or corporate) appoint the Chairman of the Meeting as their proxy, they must give specific instructions as to voting, or abstentions from voting, in respect of the resolution in the instrument appointing a proxy, failing which the appointment of the Chairman of the Meeting as proxy for the resolution will be treated as invalid.</p> <p><b>Submission of instruments of proxy.</b> The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:</p> <ul style="list-style-type: none"><li>(a) if submitted by post, be lodged at the office of the Company's Share Registrar, M &amp; C Services Private Limited, at 112 Robinson Road #05-01 Singapore 068902; or</li><li>(b) if submitted electronically:<ul style="list-style-type: none"><li>(i) be submitted via email to the Company's Share Registrar at <a href="mailto:gpe@mncsingapore.com">gpe@mncsingapore.com</a>; or</li><li>(ii) be submitted via the pre-registration website at the URL <a href="https://online.meetings.vision/stengg-egm-registration">https://online.meetings.vision/stengg-egm-registration</a>,</li></ul></li></ul>

in each case, **by 10.00 a.m. on 12 December 2021.**

A Shareholder who wishes to submit an instrument of proxy must (a) complete and sign the proxy form before submitting it by post to the address provided above, or (b) download, complete and sign the proxy form before submitting it via email (e.g., by enclosing a completed and signed PDF copy of the proxy form) to the email address provided above, or via the pre-registration website (e.g., by uploading a completed and signed PDF copy of the proxy form) at the URL provided above.

**Due to the current COVID-19 situation in Singapore, shareholders are strongly encouraged to submit completed instruments appointing a proxy electronically via email or via the pre-registration website.**

CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5.00 p.m. on 3 December 2021.**

### 10.5 Important Reminder

Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change the arrangements for the EGM at short notice. Shareholders should check the Company's announcements on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> or the Company's website at URL <https://www.stengg.com/egm> for the latest updates on the EGM.

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## LETTER TO SHAREHOLDERS

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### 11. RESPONSIBILITY STATEMENTS

#### 11.1 Directors' Responsibility Statement

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Acquisition and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources, reflected or reproduced in this Circular in its proper form and context.

#### 11.2 Financial Advisor's Responsibility Statement

To the best of the Financial Advisor's knowledge and belief, save for information set out in paragraphs 2.1, 2.2, 3, 4, 6, 7, 8 and 11.1 of the Letter, this Circular constitutes full and true disclosure of all material facts about the Proposed Acquisition and the Group, and the Financial Advisor is not aware of any facts the omission of which would make any statement in the document misleading.

### 12. CONSENTS

The Financial Advisor has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name and all references thereto in the form and context in which it appears in this Circular.

Deloitte & Touche Financial Advisory Services Pte Ltd has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name and all references thereto in the form and context in which it appears in this Circular.

PTOLEMUS Consulting Group has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name and all references thereto in the form and context in which it appears in this Circular.

### 13. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company, at ST Engineering Hub, 1 Ang Mo Kio Electronics Park Road #07-01, Singapore 567710, during normal business hours for a period of three months from the date of this Circular:

- (a) Constitution of the Company; and
- (b) Purchase Agreement.

Yours faithfully  
For and on behalf of  
the Board of Directors of  
**SINGAPORE TECHNOLOGIES ENGINEERING LTD**

Kwa Chong Seng  
Chairman

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### SINGAPORE TECHNOLOGIES ENGINEERING LTD

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

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of **SINGAPORE TECHNOLOGIES ENGINEERING LTD** (the “**Company**”) will be convened and held by way of electronic means on **15 December 2021** at **10.00 a.m.** for the purpose of considering and, if thought fit, passing with or without amendment, the following resolution:

*Unless otherwise defined, all capitalised terms used herein shall bear the same meaning ascribed thereto in the Company’s Circular to Shareholders dated 30 November 2021 in respect of the resolution herein.*

#### Ordinary resolution

**THE PROPOSED ACQUISITION OF ALL OF THE ISSUED AND OUTSTANDING INTERESTS OF TRANSCORE PARTNERS, LLC AND TLP HOLDINGS, LLC FROM TRANSCORE HOLDINGS, LLC**

#### RESOLVED that:

- (a) the Proposed Acquisition be and is hereby approved and that authority be and is hereby granted to the Directors to carry out and implement the Proposed Acquisition in accordance with the Purchase Agreement, and any other transactions and/or ancillary documents contemplated under the Purchase Agreement;
- (b) the entry into the Purchase Agreement and any other transactions and/or ancillary documents contemplated under the Purchase Agreement be and is hereby approved, confirmed and ratified; and
- (c) each of the Directors be and is hereby authorised to complete and do all such acts and things (including, without limitation, executing all such documents and making all such filings as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Acquisition and/or this ordinary resolution.

#### BY ORDER OF THE BOARD

Low Meng Wai  
Company Secretary  
Singapore, 30 November 2021



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### Notes:

1. The EGM is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. This Notice will also be made available on the Company's website at the URL <https://www.stengg.com/egm> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting at or in advance of the EGM, addressing of substantial and relevant questions at or before the EGM and voting by appointing the Chairman of the Meeting as proxy at the EGM, are set out in paragraph 10 of the Letter to Shareholders in the Company's circular dated 30 November 2021 ("**Circular**"). The Circular may be accessed at the Company's website at the URL <https://www.stengg.com/egm>, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
3. **Due to the current COVID-19 situation in Singapore, a member will not be able to attend the EGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM.** The accompanying proxy form for the EGM may be accessed at the Company's website at the URL <https://www.stengg.com/egm> and at the pre-registration website at the URL <https://online.meetings.vision/stengg-egm-registration>, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the instrument appointing a proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid. CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 3 December 2021.

4. The Chairman of the Meeting, as proxy, need not be a member of the Company.
5. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
  - (a) if submitted by post, be lodged at the office of the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road #05-01, Singapore 068902; or
  - (b) if submitted electronically:
    - (i) be submitted via email to the Company's Share Registrar at [gpe@mncsingapore.com](mailto:gpe@mncsingapore.com); or
    - (ii) be submitted via the pre-registration website at the URL <https://online.meetings.vision/stengg-egm-registration>,

in each case not less than 72 hours before the time appointed for holding the EGM.

A member who wishes to submit an instrument of proxy must (a) complete and sign the proxy form before submitting it by post to the address provided above, or (b) download, complete and sign the proxy form before submitting it via email (e.g., by enclosing a completed and signed PDF copy of the proxy form) to the email address provided above, or via the pre-registration website (e.g., by uploading a completed and signed PDF copy of the proxy form) at the URL provided above.

**Due to the current COVID-19 situation in Singapore, members are strongly encouraged to submit completed proxy forms electronically via email or via the pre-registration website.**

### PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

# SINGAPORE TECHNOLOGIES ENGINEERING LTD

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

## PROXY FORM

(Please see notes overleaf before completing this Form)

### IMPORTANT:

1. The Extraordinary General Meeting ("EGM") is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Circular will **NOT** be sent to members. Instead, the Circular will be sent to members by electronic means via publication on the Company's website at the URL <https://www.stengg.com/egm> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting at or in advance of the EGM, addressing of substantial and relevant questions at or before the EGM and voting by appointing the Chairman of the Meeting as proxy at the EGM, are set out in paragraph 10 of the Letter to Shareholders in the Company's circular dated 30 November 2021 ("Circular"). The Circular may be accessed at the Company's website at the URL <https://www.stengg.com/egm>, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
3. Due to the current COVID-19 restriction orders in Singapore, a member will **NOT** be able to attend the EGM in person. A member (whether individual or corporate) **MUST** appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM.
4. CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 3 December 2021.
5. By submitting an instrument appointing the Chairman of the Meeting as proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 30 November 2021.
6. **Please read the notes overleaf which contain instructions on, inter alia, the appointment of the Chairman of the Meeting as a member's proxy to attend, speak and vote on his/her/its behalf at the EGM.**

\*I/We, \_\_\_\_\_ (Name)

NRIC/Passport/Co. Reg. No. \_\_\_\_\_

of \_\_\_\_\_ (Address)

being a \*member/members of the above named Company (the "**Company**"), hereby appoint the Chairman of the Extraordinary General Meeting ("**EGM**") as \*my/our proxy to attend, speak and vote for \*me/us on \*my/our behalf at the EGM of the Company to be convened and held by way of electronic means on 15 December 2021 at 10.00 a.m. and at any adjournment thereof.

(Voting will be conducted by poll. If you wish the Chairman of the Meeting as your proxy to cast all your votes "For" or "Against" a resolution, please indicate with an "X" in the "For" or "Against" box provided in respect of that resolution. Alternatively, please indicate the number of votes "For" or "Against" in the "For" or "Against" box provided in respect of that resolution. If you wish the Chairman of the Meeting as your proxy to abstain from voting on a resolution, please indicate with an "X" in the "Abstain" box provided in respect of that resolution. Alternatively, please indicate the number of shares that the Chairman of the Meeting as your proxy is directed to abstain from voting in the "Abstain" box provided in respect of that resolution. In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the Meeting as your proxy for that resolution will be treated as invalid.)

No.	Ordinary resolution	For	Against	Abstain
1.	Proposed Acquisition of all of the issued and outstanding interests of TransCore Partners, LLC and TLP Holdings, LLC from TransCore Holdings, LLC			

\* Delete where inapplicable

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2021

**Total Number of Shares Held**

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

**IMPORTANT**  
PLEASE READ NOTES OVERLEAF



**Notes:**

- (1) If the member has shares entered against his name in the depository register (maintained by The Central Depository (Pte) Limited), he should insert that number of shares. If the member has shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert that number of shares. If the member has shares entered against his name in the depository register and shares registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all shares held by the member.
- (2) **Due to the current COVID-19 situation in Singapore, a member will not be able to attend the EGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM.** This proxy form may also be accessed at the Company's website at the URL <https://www.stengg.com/egm> and at the pre-registration website at the URL <https://online.meetings.vision/stengg-egm-registration>, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the instrument appointing a proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.  
CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 3 December 2021.
- (3) The Chairman of the Meeting, as proxy, need not be a member of the Company.
- (4) The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
  - (a) if submitted by post, be lodged at the office of the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road #05-01, Singapore 068902; or
  - (b) if submitted electronically:
    - (i) be submitted via email to the Company's Share Registrar at [gpe@mncsingapore.com](mailto:gpe@mncsingapore.com); or
    - (ii) be submitted via the pre-registration website at the URL <https://online.meetings.vision/stengg-egm-registration>,  
in each case not less than 72 hours before the time appointed for holding the EGM.A member who wishes to submit an instrument of proxy must (a) complete and sign the proxy form before submitting it by post to the address provided above, or (b) download, complete and sign the proxy form before submitting it via email (e.g., by enclosing a completed and signed PDF copy of the proxy form) to the email address provided above, or via the pre-registration website (e.g., by uploading a completed and signed PDF copy of the proxy form) at the URL provided above.  
**Due to the current COVID-19 situation in Singapore, members are strongly encouraged to submit completed proxy forms electronically via email or via the pre-registration website.**
- (5) The instrument appointing the Chairman of the Meeting as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed under its seal or signed on its behalf by an officer or attorney duly authorised. Where an instrument appointing the Chairman of the Meeting as proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if the instrument appointing the Chairman of the Meeting as proxy is submitted by post, be lodged with the instrument of proxy or, if the instrument appointing the Chairman of the Meeting as proxy is submitted electronically via email or via the pre-registration website, be emailed or uploaded with the instrument of proxy, failing which the instrument may be treated as invalid.

**General:**

The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as proxy 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 the Chairman of the Meeting as proxy (including any related attachment). In addition, in the case of shares entered in the depository register, the Company may reject any instrument appointing the Chairman of the Meeting as proxy lodged or submitted if the member, being the appointor, is not shown to have shares entered against his name in the depository register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.



Postage will be paid by addressee. For posting in Singapore only.

**BUSINESS REPLY SERVICE  
PERMIT NO. 04910**



**Singapore Technologies Engineering Ltd**

c/o The Share Registrar  
M & C Services Private Limited  
112 Robinson Road  
#05-01  
Singapore 068902