SINGAPORE TECHNOLOGIES ENGINEERING LTD

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

NOTICE OF 25TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 25th Annual General Meeting of Singapore Technologies Engineering Ltd (the "**Company**") will be convened and held by way of electronic means on Thursday, 21 April 2022 at 2.30 p.m. (Singapore time) to transact the following business:

AS ROUTINE BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the year ended 31 December 2021 and the Auditor's Report thereon. **Resolution 1**

2. To declare a final ordinary tax exempt (one-tier) dividend of 10.0 cents per share for the year ended 31 December 2021. **Resolution 2**

3. To re-elect the following Directors, each of whom will retire by rotation pursuant to article 100 of the Constitution of the Company and who, being eligible, offer themselves for re-election:

   (a) Mr Lim Chin Hu **Resolution 3**
   (b) Mr Quek See Tiat* **Resolution 4**
   (c) Ms Song Su-Min** **Resolution 5**

   * *Mr Quek See Tiat will, upon re-election as a Director of the Company, step down as Chairman/member of the Audit Committee.*

   ** *Ms Song Su-Min will, upon re-election as a Director of the Company, continue as a member of the Audit Committee. Ms Song is considered an independent Director for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.*

4. To re-elect the following Directors, each of whom will cease to hold office pursuant to article 106 of the Constitution of the Company and who, being eligible, offer themselves for re-election:

   (a) Mr Kevin Kwok Khien*** **Resolution 6**
   (b) Mr Tan Peng Yam **Resolution 7**
   (c) Mr Teo Ming Kian**** **Resolution 8**

   *** *Mr Kevin Kwok Khien will, upon re-election as a Director of the Company, continue as a member of the Audit Committee and assume the role of Audit Committee Chairman. Mr Kwok is considered an independent Director for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.*

   **** *Mr Teo Ming Kian will, upon re-election as a Director of the Company, assume the role of Deputy Chairman of the Board.*

5. To approve the sum of S$2,025,158 (2020: S$1,680,047) as Directors' remuneration for the year ended 31 December 2021. **Resolution 9**

6. To re-appoint PricewaterhouseCoopers LLP as the Auditor of the Company and to authorise the Directors to fix its remuneration. **Resolution 10**

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:

7. **Authority for Directors to issue shares and to make or grant convertible instruments** **Resolution 11**

That authority be and is hereby given to the Directors to:

(a) (i) issue shares 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% of the total number of issued shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 5% of the total number of issued shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (2) below);

(2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited ("**SGX-ST**")) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares excluding treasury shares and subsidiary holdings 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 were issued and are outstanding or subsisting at the time this Resolution is passed; and

(ii) any subsequent bonus issue or consolidation or subdivision of shares,

and, in sub-paragraph (1) above and this sub-paragraph (2), "**subsidiary holdings**" has the meaning given to it in the Listing Manual of the SGX-ST;

(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 Constitution for the time being of the Company; and

(4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

8. **Authority for Directors to grant awards and allot shares pursuant to the Singapore Technologies Engineering Performance Share Plan 2020 and the Singapore Technologies Engineering Restricted Share Plan 2020** **Resolution 12**

That approval be and is hereby given to the Directors to:

(a) grant awards in accordance with the provisions of the Singapore Technologies Engineering Performance Share Plan 2020 (the "**PSP2020**") and/or the Singapore Technologies Engineering Restricted Share Plan 2020 (the "**RSP2020**") (the PSP2020 and the RSP2020, together the "**Share Plans**"); and

(b) allot and issue from time to time such number of fully paid ordinary shares of the Company as may be required to be issued pursuant to the vesting of awards under the PSP2020 and/or the RSP2020,

provided that the aggregate number of new ordinary shares allotted and issued and/or to be allotted and issued, when aggregated with existing ordinary shares (including ordinary shares held in treasury) delivered and/or to be delivered, pursuant to the Share Plans shall not exceed 5% of the total number of issued ordinary shares of the Company (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual of the Singapore Exchange Securities Trading Limited)) from time to time.

9. **Renewal of the Shareholders Mandate for Interested Person Transactions** **Resolution 13**

That:

(a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual ("**Chapter 9**") of the Singapore Exchange Securities Trading Limited, for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the Appendix to the Company's Letter to Shareholders dated 23 March 2022 (the "**Letter**") with any party who is of the class of interested persons described in the Appendix to the Letter, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions;

(b) the approval given in paragraph (a) above (the "**Shareholders Mandate**") shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and

(c) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the Shareholders Mandate and/or this Resolution.

10. **Renewal of the Share Purchase Mandate** **Resolution 14**

That:

(a) for the purposes of Sections 76C and 76E of the Companies Act 1967 (the "**Companies Act**"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares of the Company ("**Shares**") not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:

(i) market purchase(s) on the Singapore Exchange Securities Trading Limited ("**SGX-ST**"); and/or

(ii) off-market purchase(s) (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Purchase Mandate**");

(b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:

(i) the date on which the next Annual General Meeting of the Company is held;

(ii) the date by which the next Annual General Meeting of the Company is required by law to be held; and

(iii) the date on which the purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

(c) in this Resolution:

"**Average Closing Price**" means the average of the last dealt prices of a Share for the five consecutive market days on which the Shares are transacted on the SGX-ST immediately preceding the date of the market purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the off-market purchase, and deemed to be adjusted in accordance with the listing rules of the SGX-ST for any corporate action which occurs during the relevant five-day period and the date of the market purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the off-market purchase;

"**date of the making of the offer**" means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the purchase price (which shall not be more than the Maximum Price) for each Share and the relevant terms of the equal access scheme for effecting the off-market purchase;

"**Maximum Limit**" means that number of issued Shares representing 2% of the total number of issued Shares as at the date of the passing of this Resolution (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual of the SGX-ST)); and

"**Maximum Price**", in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed, whether pursuant to a market purchase or an off-market purchase, 105% of the Average Closing Price of the Shares; and

(d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

BY ORDER OF THE BOARD

LOW MENG WAI/TAN WAN HOON
Company Secretary/Joint Company Secretary

Singapore, 23 March 2022

Notes:

1. The Annual General Meeting 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 be sent to members by electronic means via publication on the Company's website at the URL https://www.stengg.com/25th-agm. This Notice will also be made available on the SGX website at the URL https://www.sgx.com/securities/company-announcements.

2. Alternative arrangements relating to:

   (a) attendance at the Annual General Meeting via electronic means (including arrangements by which the meeting can be electronically accessed via "live" audio-visual webcast or "live" audio-only stream);

   (b) submission of questions to the Chairman of the Meeting in advance of, or "live" at, the Annual General Meeting, and addressing of substantial and relevant questions in advance of, or "live" at, the Annual General Meeting; and

   (c) voting at the Annual General Meeting (i) "live" by the member or his/her/its duly appointed proxy(ies) (other than the Chairman of the Meeting) via electronic means; or (ii) by appointing the Chairman of the Meeting as proxy to vote on the member's behalf at the Annual General Meeting,

   are set out in the accompanying Company's announcement dated 23 March 2022. This announcement may be accessed at the Company's website at the URL https://www.stengg.com/25th-agm and will also be made available on the SGX website at the URL https://www.sgx.com/securities/company-announcements.

3. **As a precautionary measure due to the current COVID-19 situation in Singapore and to keep physical interactions and COVID-19 transmission risk to a minimum, the Company is not providing for physical attendance by members at the Annual General Meeting. A member who wishes to exercise his/her/its voting rights at the Annual General Meeting may:**

   (a) (where the member is an individual) vote "live" via electronic means at the Annual General Meeting, or (whether the member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the Meeting) to vote "live" via electronic means at the Annual General Meeting on his/her/its behalf; or

   (b) (whether the member is an individual or a corporate) appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the Annual General Meeting.

   The accompanying proxy form for the Annual General Meeting may be accessed at the Company's website at the URL https://www.stengg.com/25th-agm and on the SGX website at the URL https://www.sgx.com/securities/company-announcements. A member may also appoint a proxy(ies) via the online process through the pre-registration website at the URL https://www.conveneagm.sg/steagm2022.

4. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.

   (b) A member who is a relevant intermediary is entitled to appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy(ies) appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

   "**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

5. A proxy need not be a member of the Company.

6. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:

   (a) if submitted by post, be lodged with the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road #05-01, Singapore 068902; or

   (b) if submitted electronically, be submitted:

      (i) via email to the Company's Share Registrar at gpe@mncsingapore.com; or

      (ii) via the online process through the pre-registration website at the URL https://www.conveneagm.sg/steagm2022,

   in each case, not less than 72 hours before the time appointed for holding the Annual General Meeting.

   A member who wishes to submit an instrument appointing a proxy(ies) by post or via email must first download, complete and sign the proxy form before submitting it by post to the address provided above, or 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. A member may also appoint a proxy(ies) via the online process through the pre-registration website at the URL https://www.conveneagm.sg/steagm2022.

Due to the current COVID-19 situation in Singapore, members are strongly encouraged to submit completed proxy forms electronically via email or appoint a proxy(ies) via the online process through the pre-registration website at the URL https://www.conveneagm.sg/steagm2022.

7. CPF and SRS investors:

   (a) may vote "live" via electronic means at the Annual General Meeting if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or

   (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the Annual General Meeting, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 8 April 2022.

8. The Annual Report 2021 and the Letter to Shareholders dated 23 March 2022 (in relation to the proposed renewal of the mandate for interested person transactions and the proposed renewal of the share purchase mandate) may be accessed at the Company's website as follows:

   (a) the Annual Report 2021 may be accessed at the URL https://www.stengg.com/annual-reports by clicking on the link for "Annual Report 2021"; and

   (b) the Letter to Shareholders dated 23 March 2022 may be accessed at the URL https://www.stengg.com/25th-agm by clicking on the link for "Letter to Shareholders FY2021".

   A member may request for a printed copy of the Annual Report 2021 by submitting an online request at the pre-registration website at the URL https://www.conveneagm.sg/steagm2022 by 2.30 p.m. on 18 April 2022.

   Alternatively, a member may request for a printed copy of the Annual Report 2021 by submitting the request to the Company's Share Registrar, M & C Services Private Limited, via email to gpe@mncsingapore.com. To be valid, the request must:

   (i) specify "Request for Printed Copy of ST Engineering Annual Report 2021" as the subject of the email; and

   (ii) state the following:

      (1) the full name of the member;
      (2) the mailing address of the member; and
      (3) the manner in which the member holds shares in the Company (e.g., via CDP, CPF, SRS and/or scrip).

PERSONAL DATA PRIVACY

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

EXPLANATORY NOTES

Resolutions 3 to 8

Information relating to each of the Directors who has offered himself or herself for re-election, as set out in Appendix 7.4.1 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), can be found on pages 18 to 27 of the Annual Report 2021.

Resolution 9

Resolution 9 is to approve the payment of an aggregate amount of S$2,025,158 (2020: S$1,680,047) as Directors' remuneration for the non-executive Directors of the Company for the year ended 31 December 2021 ("**FY2021**"). Although the non-executive Directors' fee structure for FY2021 remains unchanged from that for the year ended 31 December 2020 ("**FY2020**"), the amount of non-executive Directors' remuneration for FY2021 is higher than that for FY2020 due mainly to fee increases arising from the appointment of new Directors to the Board and additional members to various Board committees during FY2021, and also because more Board meetings were held in FY2021 as compared to FY2020.

It is currently intended that, if approved, the relevant non-executive Directors who hold office as at the payment date (except for those who hold public sector appointments and who will not be eligible for the shares component of the non-executive Directors' remuneration) will each receive 70% of his or her Directors' remuneration for FY2021 in cash and 30% of his or her Directors' remuneration for FY2021 in the form of restricted share awards pursuant to the Singapore Technologies Engineering Restricted Share Plan 2020. The number of shares to be awarded will be determined by reference to the volume-weighted average price of a share on the SGX-ST over the 14 trading days immediately following the date of the forthcoming Annual General Meeting, rounded down to the nearest hundred, and any residual balance will be settled in cash. The award will consist of the grant of fully paid shares, with no vesting periods imposed. However, in order to encourage alignment of the interests of the Directors with the interests of shareholders, non-executive Directors are required to hold the shares for certain moratorium periods.

Please refer to pages 108 to 109 of the Annual Report 2021 for further details in relation to the non-executive Directors' remuneration.

Resolution 11

Resolution 11 is to empower the Directors to issue shares 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 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company, of which up to 5% of the total number of issued shares (excluding treasury shares and subsidiary holdings) may be issued 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 total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the time that Resolution 11 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 were issued and are outstanding or subsisting at the time that Resolution 11 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares. As at 28 February 2022 (the "**Latest Practicable Date**"), the Company had 9,790,796[1] treasury shares and no subsidiary holdings.

Resolution 12

Resolution 12 is to empower the Directors to grant awards and to issue ordinary shares of the Company pursuant to the Singapore Technologies Engineering Performance Share Plan 2020 and the Singapore Technologies Engineering Restricted Share Plan 2020 (collectively, the "**Share Plans**"). The aggregate number of new ordinary shares allotted and issued and/or to be allotted and issued, when aggregated with existing ordinary shares (including ordinary shares held in treasury) delivered and/or to be delivered, pursuant to the Share Plans is limited to 5% of the total number of issued ordinary shares of the Company (excluding treasury shares and subsidiary holdings) over the ten-year duration of the Share Plans.

---

[1] Excludes 500,000 shares purchased by the Company on 25 February 2022 by way of market purchases which had not been credited into the Company's securities account with The Central Depository (Pte) Limited as at the Latest Practicable Date.

Resolution 13

Resolution 13 is to renew the mandate to enable the Company, its subsidiaries and associated companies that are considered to be "entities at risk" (as that term is used in Chapter 9 of the Listing Manual of the SGX-ST), or any of them, to enter into certain interested person transactions with specified classes of interested persons, as described in the Company's Letter to Shareholders dated 23 March 2022 (the "**Letter**"). Please refer to the Letter for more details.

Resolution 14

Resolution 14 is to renew the mandate to allow the Company to purchase or otherwise acquire its issued ordinary shares, on the terms and subject to the conditions set out in the Resolution.

The Company intends to use its internal sources of funds to finance the purchase or acquisition of its ordinary shares. The amount of financing required for the Company to purchase or acquire its ordinary shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this Notice as these will depend on, *inter alia*, whether the ordinary shares are purchased or acquired out of profits and/or capital, the number of ordinary shares purchased or acquired, the price at which such ordinary shares were purchased or acquired and whether the ordinary shares purchased or acquired are held in treasury or cancelled.

Based on the existing issued ordinary shares as at the Latest Practicable Date, the purchase by the Company of 2% of its issued ordinary shares (excluding any ordinary shares held in treasury) will result in the purchase or acquisition of 62,254,088 ordinary shares.

In the case of both market purchases and off-market purchases by the Company and assuming that the Company purchases or acquires the 62,254,088 ordinary shares at the maximum price of S$4.00 for one ordinary share (being the price equivalent to 5% above the average of the last dealt prices of the ordinary shares for the five consecutive market days on which the ordinary shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 62,254,088 ordinary shares is S$249,016,352.

The financial effects of the purchase or acquisition of such ordinary shares by the Company pursuant to the proposed Share Purchase Mandate on the audited financial statements of the Group and the Company for FY2021 based on these assumptions are set out in paragraph 3.7.4 of the Letter.

NOTICE OF RECORD DATE AND DIVIDEND PAYMENT DATE

NOTICE IS HEREBY GIVEN THAT the Register of Members and Share Transfer Books will be closed on 28 April 2022 for the preparation of dividend warrants. Duly completed transfers in respect of ordinary shares of the Company together with all relevant documents of title received by the Company's Share Registrar, M & C Services Private Limited, 112 Robinson Road #05-01 Singapore 068902 up to 5.00 p.m. on 27 April 2022 will be registered to determine members' entitlements to the proposed dividend, subject to approval of members to the proposed dividend at the Annual General Meeting to be convened and held on 21 April 2022. Subject as aforesaid, members whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares of the Company as at 5.00 p.m. on 27 April 2022 will be entitled to the proposed dividend. The proposed dividend, if so approved by members, will be paid on 10 May 2022.