



## RESULTS OF THE 34<sup>th</sup> ANNUAL GENERAL MEETING HELD ON 22 JULY 2016

SIA Engineering Company Limited (the “**Company**”) is pleased to announce, pursuant to Rule 704(16) of the Listing Manual of the Singapore Exchange Securities Trading Limited, that all items of business as set out in the Notice of Annual General Meeting (“**AGM**”) dated 28 June 2016 were put to, and duly passed, by poll vote at the AGM held on 22 July 2016.

### (I) Breakdown of valid votes cast

| Resolution number and details   | Total number of shares represented by votes for and against the relevant resolution | For              |   | Against          |   |
|---|---|------------------|---|------------------|---|
|   |   | Number of shares | As a percentage of total number of votes for and against the resolution (%) | Number of shares | As a percentage of total number of votes for and against the resolution (%) |
| <b><u>Ordinary Business</u></b>   |   |                  |   |                  |   |
| <b>Ordinary Resolution 1</b><br>Adoption of the Directors’ Statement, Audited Financial Statements and the Auditors’ Report | 973,467,712   | 973,416,505      | 99.99   | 51,207           | 0.01  |
| <b>Ordinary Resolution 2</b><br>Declaration of final ordinary dividend  | 974,619,828   | 974,496,421      | 99.99   | 123,407          | 0.01  |
| <b>Ordinary Resolution 3.1</b><br>Re-election of Mr Manohar Khatani   | 972,539,492   | 970,499,735      | 99.79   | 2,039,757        | 0.21  |

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|   |   | Number of shares | As a percentage of total number of votes for and against the resolution (%) | Number of shares | As a percentage of total number of votes for and against the resolution (%) |
| <b><u>Ordinary Business</u></b>   |   |                  |   |                  |   |
| <b>Ordinary Resolution 3.2</b><br>Re-election of Mr Chew Teck Soon                                  | 974,222,513   | 972,219,313      | 99.79   | 2,003,200        | 0.21  |
| <b>Ordinary Resolution 4</b><br>Approval of Directors' fees for financial year ending 31 March 2017 | 973,306,707   | 973,184,750      | 99.99   | 121,957          | 0.01  |
| <b>Ordinary Resolution 5</b><br>Re-appointment and remuneration of Auditors                         | 974,587,184   | 974,525,777      | 99.99   | 61,407           | 0.01  |
| <b><u>Special Business</u></b>  |   |                  |   |                  |   |
| <b>Ordinary Resolution 6.1</b><br>Approval for the proposed renewal of the Share Issue Mandate      | 973,058,285   | 971,432,237      | 99.83   | 1,626,048        | 0.17  |

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|---|---|------------------|---|------------------|---|
|   |   | Number of shares | As a percentage of total number of votes for and against the resolution (%) | Number of shares | As a percentage of total number of votes for and against the resolution (%) |
| <b>Ordinary Resolution 6.2</b><br>Approval for the proposed renewal of the Share Plan Mandate                         | 972,507,469   | 971,963,769      | 99.94   | 543,700          | 0.06  |
| <b>Ordinary Resolution 6.3</b><br>Approval for the proposed renewal of the Mandate for Interested Person Transactions | 101,601,520   | 101,530,020      | 99.93   | 71,500           | 0.07  |
| <b>Ordinary Resolution 6.4</b><br>Approval for the proposed renewal of the Share Buy Back Mandate                     | 972,841,655   | 972,789,055      | 99.99   | 52,600           | 0.01  |
| <b>Special Resolution 6.5</b><br>Approval for the proposed adoption of the new Constitution                           | 972,219,939   | 972,176,839      | 100.00  | 43,100           | 0.00  |

**(II) Details of parties who are required to abstain from voting on any resolution(s)**

| <b>Resolution number and details</b>  | <b>Details of parties</b>  | <b>Total number of shares held</b>   |
|---|--|--|
| <b>Ordinary Resolution 6.3</b><br>Approval for the proposed renewal of the Mandate for Interested Person Transactions | Temasek Holdings (Private) Limited (“ <b>Temasek</b> ”) and its associates, which include Singapore Airlines Limited (“ <b>SIA</b> ”) and its associates | SIA - 870,000,000 shares<br><br>Other subsidiaries and/or associated companies of Temasek – 1,122,600 shares |
|   | Director(s) of the Company who are also directors and/or employees of SIA  | 10,000 shares  |

No other party was required to abstain from voting on any other resolution put to the AGM. Nonetheless, to demonstrate good corporate governance practices:

- (1) All non-executive Directors of the Company, who are also shareholders, were reminded to abstain from voting on Ordinary Resolution 4 in respect of the payment of Directors’ fees for the financial year ending 31 March 2017.
- (2) All employees of the Company, who are also shareholders, were reminded during the AGM proceedings to abstain from voting on Ordinary Resolution 6.2 in respect of the share plan mandate for the Directors to grant awards and allot and issue shares pursuant to the SIAEC Performance Share Plan 2014 and the SIAEC Restricted Share Plan 2014.

**(III) Name of firm appointed as scrutineer**

RHT Corporate Advisory Pte. Ltd. was appointed as scrutineer at the AGM.

**(IV) Re-appointment of Directors to the Audit Committee**

- (1) Mr Manohar Khiatani and Mr Chew Teck Soon were re-elected as Directors of the Company at the AGM.
- (2) Mr Manohar Khiatani will continue to serve as a member of the Audit Committee and the Board Safety & Risk Committee. Mr Chew Teck Soon will continue to serve as the Chairman of the Audit Committee, and as a member of the Nominating Committee and the Board Safety & Risk Committee.

- (3) The Board considers Mr Manohar Khiatani and Mr Chew Teck Soon to be independent Directors.
- (4) More information on the above Directors can be found in the sections on Board of Directors and Corporate Governance in the Company's FY2015/16 Annual Report.

**(V) Composition of Board Committees**

The revised composition of the various Board Committees is as follows:

| <b>Board Committee</b>        | <b>Composition</b>  |
|-------------------------------|---|
| Audit Committee               | <b>Chew Teck Soon (Chairman)</b><br>Manohar Khiatani<br>Christina Ong                           |
| Board Safety & Risk Committee | <b>Tong Chong Heong (Chairman)</b><br>Ng Chin Hwee<br>Chew Teck Soon<br>Manohar Khiatani        |
| Nominating Committee          | <b>Christina Ong (Chairperson)</b><br>Ng Chin Hwee<br>Chew Teck Soon<br>Tong Chong Heong        |
| Compensation & HR Committee   | <b>Stephen Lee Ching Yen (Chairman)</b><br>Goh Choon Phong<br>Christina Ong<br>Tong Chong Heong |
| Board Committee               | Stephen Lee Ching Yen<br>Goh Choon Phong  |

By Order of the Board

Devika Rani Davar  
Company Secretary  
SIA Engineering Company Limited  
(Incorporated in the Republic of Singapore)  
Company Registration No. 198201025C  
22 July 2016