

SINGAPORE AIRLINES LIMITED
MINUTES OF THE FORTY-SIXTH ANNUAL GENERAL MEETING
HELD AT THE ORCHARD GRAND BALLROOM, LEVEL 3, ORCHARD HOTEL
442 ORCHARD ROAD, SINGAPORE 238879
FRIDAY, 27 JULY 2018 AT 1000 HOURS

All of the Board Directors of Singapore Airlines Limited (the “**Company**”) were present.

1 WELCOME ADDRESS

- 1.1 The Chairman called the Annual General Meeting (“**AGM**”) to order at 10:00 a.m.
- 1.2 The Company Secretary confirmed there was a quorum.

2 INTRODUCTION OF THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT

- 2.1 Chairman introduced his fellow Directors and the Senior Management of the Company who were in attendance.

3 CEO’S UPDATE

- 3.1 CEO presented an update on the Company’s strategic initiatives as part of transformation. The initiatives taken include (a) strengthening the Company’s premium positioning by developing new cabin products and investing in new aircraft to expand non-stop services to the USA; (b) changes to the Group portfolio including the completion of the Scoot and Tigerair integration and the SIA Cargo re-integration as well as the planned integration of SilkAir into the Company; (c) the Company’s ongoing multi-hub strategy; and (d) new revenue and business opportunities, including the commencement of pilot training operations for the joint venture company, Singapore CAE Flight Training Pte. Ltd.
- 3.2 CEO reported that the transformation programme has generated positive results thus far. As part of the transformation programme, the Company has focused on organizational effectiveness and revenue growth. In addition, a digital lab had been set up to encourage innovation initiatives.

4 NOTICE OF MEETING

- 4.1 The Notice of AGM was taken as read.
- 4.2 Chairman informed the Shareholders that the voting of resolutions for the AGM would be done by means of a poll.
- 4.3 Chairman invited Mr Raymond Ang from RHT Governance & Risk (Singapore) Pte Ltd, the independent scrutineer, to explain the electronic poll voting procedures for the AGM. Mr Raymond Ang did so accordingly.

5 RESOLUTION 1: TO RECEIVE AND ADOPT THE DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018 AND THE AUDITORS' REPORT THEREON

- 5.1 Chairman proposed the Resolution as tabled in the Notice of AGM.
- 5.2 A shareholder suggested naming staff awards after former staff who had contributed significantly to the Company. Chairman and CEO assured the Shareholders that the staff's contributions are not forgotten. The shareholder also suggested that the Company could consider leasing aircraft instead of purchasing them so as to reduce capital expenditure. Chairman explained that any decisions relating to aircraft-related expenditures and costs are predicated on the Company's best interests.
- 5.3 A shareholder enquired about the Company's financial position vis-a-vis other airlines and about the Company's aspirations in the near future. Chairman responded that the airline industry has been affected by rising fuel prices. However, unlike airlines which do not have an existing fuel hedging strategy, the Company's fuel hedging strategy has softened the impact of such rising fuel costs. In relation to the Company's future aspirations, Chairman informed the Shareholders that the transformation programme is intended to reposition the Company in the competitive industry by improving on the Company's products and enhancing customer experience. Further, the Board and Management are exploring opportunities to broaden the Company's revenue streams.
- 5.4 A shareholder asked if SilkAir is using the same revenue management system as the Company and whether the algorithms used by the revenue management system take into account fares issued by other airlines. CEO responded that SilkAir's fares are also included in the revenue management system and are synchronized with the Company's fares. He added that the Pricing department in the Company has information on fares issued publicly by other airlines and these are taken into consideration when allocating seats to the appropriate fare categories.
- 5.5 A shareholder enquired about the higher currency hedging losses and finance charges incurred in FY2017/18 as compared to FY2016/17. SVP Finance explained that the increase in finance charges for FY2017/18 was due to the issuance of bonds to finance aircraft expenditure. He also explained that the higher currency hedging losses were due to the high volatility around the US dollar in the second half of FY2017/18. The Company's expenditure in fuel and aircraft maintenance, as well as receivables (for tickets), is in US dollars.
- 5.6 A shareholder asked whether the Company monitors its competitors generally. Chairman explained that although the Company does so, it is not easy to compare the financial performance of other airlines as they may include non-airline revenue and expenditure in their financial statements arising from their other businesses. Further, the financial statements of some airlines may not be publicly available.
- 5.7 A shareholder enquired about the retention of the Scoot brand during the integration of Scoot and Tigerair and why the Company's initial position of maintaining a portfolio of four airlines has changed. CEO explained that to prevent market confusion, only one brand was retained after the integration of Scoot and Tigerair. The Scoot brand was chosen as market analysis showed that Scoot had higher market penetration in the region than Tigerair. Further, Scoot had been voted the best low cost airline in Asia Pacific previously. In relation to the second question, Chairman explained that due to changes in business conditions, the Board and Management were of the view that the Company's initial strategy to maintain a portfolio of four airlines needed to be revised. The repositioning and re-branding of SilkAir's cabin products was similarly necessary to improve the Group's overall branding position in the region.
- 5.8 A shareholder noted that the Company intends to broaden its revenue base by increasing ancillary revenue. He enquired about the existing proportion of ancillary revenue in relation to

the total revenue and about the steps that the Company intends to take to increase such ancillary revenue. CEO explained that the Company is exploring ancillary revenue through data monetisation but notes that it is difficult to place a monetary value on the same. CEO also spoke about the launch of KrisPay, which leverages on blockchain technology, as another area in which the Company is exploring outside of the airline industry.

5.9 There being no further questions, Chairman put the following Resolution to a poll vote:

“That the Directors’ Statement and the Audited Financial Statements for the year ended 31 March 2018 and the Auditors’ Report thereon be received and adopted.”

5.10 The results of the poll vote were as follows:

Resolution Number	For		Against	
	Number of Shares	%	Number of Shares	%
<u>Resolution 1</u> Adoption of Directors’ Statement, Audited Financial Statements and Auditors’ Report	895,148,371	99.67%	2,989,533	0.33%

5.11 The Resolution was declared carried.

6 RESOLUTION 2: TO DECLARE A FINAL DIVIDEND OF 30 CENTS PER ORDINARY SHARE FOR THE YEAR ENDED 31 MARCH 2018

6.1 Chairman proposed the Resolution as tabled in the Notice of AGM.

6.2 There being no questions, Chairman put the following Resolution to a poll vote:

“To declare a final dividend of 30 cents per ordinary share for the year ended 31 March 2018”.

6.3 The results of the poll vote were as follows:

Resolution Number	For		Against	
	Number of Shares	%	Number of Shares	%
<u>Resolution 2</u> Declaration of Final Dividend	897,784,111	99.95	425,398	0.05

6.4 The Resolution was declared carried.

7 RESOLUTION 3 (a): TO RE-ELECT MR GAUTAM BANERJEE, A DIRECTOR WHO IS RETIRING BY ROTATION IN ACCORDANCE WITH ARTICLE 91 OF THE COMPANY’S CONSTITUTION

7.1 Chairman informed the Shareholders that Mr Gautam Banerjee would be retiring under Article 91 and had indicated his willingness to be re-elected as a Director of the Company. Upon re-election, Mr Banerjee would continue to serve as the Chairman of the Board Audit Committee, and as a Member of the Board Executive Committee.

7.2 Chairman proposed the Resolution as tabled in the Notice of AGM.

7.3 Chairman put the resolution to re-elect Mr Banerjee pursuant to Article 91 of the Company's Constitution to a poll vote.

7.4 The results of the poll vote were as follows:

Resolution Number	For		Against	
	Number of Shares	%	Number of Shares	%
<u>Resolution 3 (a)</u> Re-election of Mr Gautam Banerjee in accordance with Article 91	850,762,916	94.81	46,569,427	5.19

7.5 The Resolution was declared carried.

8 RESOLUTION 3 (b): TO RE-ELECT MR GOH CHOON PHONG, A DIRECTOR WHO IS RETIRING BY ROTATION IN ACCORDANCE WITH ARTICLE 91 OF THE COMPANY'S CONSTITUTION

8.1 Chairman informed the Shareholders that Mr Goh Choon Phong would be retiring under Article 91 and had indicated his willingness to be re-elected as a Director of the Company. Upon re-election, Mr Goh would continue to serve as a Member of the Board Executive Committee, and the Board Nominating Committee.

8.2 Chairman proposed the Resolution as tabled in the Notice of AGM.

8.3 A shareholder noted that no Director of the Company has served on the Board for more than nine years from the date of first appointment. She also noted that Mr Goh was first elected to the Board on 2010 and will have served for nine years in 2019. CEO explained that he was first appointed to the Board when he was appointed as CEO. Chairman informed the Shareholders that as part of succession planning, Mr Goh's continuing appointment as CEO of the Company would also be reviewed. Chairman added that the Board is fully supportive of Mr Goh's role as CEO and Director and suggested to proceed with the poll voting.

8.4 Chairman put the Resolution to re-elect Mr Goh Choon Phong pursuant to Article 91 of the Company's Constitution to a poll vote.

8.5 The results of the poll vote were as follows:

Resolution Number	For		Against	
	Number of Shares	%	Number of Shares	%
<u>Resolution 3 (b)</u> Re-election of Mr Goh Choon Phong in accordance with Article 91	836,381,988	93.17	61,306,499	6.83

8.6 The Resolution was declared carried.

9 RESOLUTION 3 (c): TO RE-ELECT MR HSIEH TSUN-YAN, A DIRECTOR WHO IS RETIRING IN ACCORDANCE WITH ARTICLE 91 OF THE COMPANY'S CONSTITUTION

9.1 Chairman informed the Shareholders that Mr Hsieh Tsun-Yan would be retiring under Article 91 and had indicated his willingness to be re-elected as a Director of the Company. Upon re-election, Mr Hsieh would continue to serve as a Member of the Board Executive Committee, the Board Audit Committee and the Board Compensation and Industrial Relations Committee.

9.2 Chairman proposed the Resolution as tabled in the Notice of AGM.

9.3 Chairman put the Resolution to re-elect Mr Hsieh Tsun-Yan pursuant to Article 91 of the Company's Constitution to a poll vote.

9.4 The results of the poll vote were as follows:

Resolution Number	For		Against	
	Number of Shares	%	Number of Shares	%
<u>Resolution 3 (c)</u> Re-election of Mr Hsieh Tsun-Yan in accordance with Article 91	896,455,221	99.91	806,488	0.09

9.5 The Resolution was declared carried.

10 RESOLUTION 4: TO APPROVE DIRECTORS' EMOLUMENTS OF UP TO \$2,300,000 FOR FINANCIAL YEAR ENDING 31 MARCH 2019 (FY 2017/18: UP TO \$2,300,000)

10.1 Chairman explained that the Shareholders' approval for Directors' emoluments is always sought in advance. Chairman informed the Shareholders that the total proposed sum of \$2,300,000 was the same as the amount approved for the last financial year. Chairman elaborated that the proposed sum of \$2,300,000 comprised Board fee retainers and meeting allowances for the Non-Executive Directors (excluding the CEO) with a buffer to provide for the possibility of appointment of an additional Director(s), additional unscheduled Board meeting(s), formation of additional Board Committee(s) and increase in fees. The amount also included transport and travel benefits to be provided to the Non-Executive Directors.

10.2 Chairman also informed the Shareholders that subject to the passing of Ordinary Resolution 7, the Directors' fees for the Non-Executive Directors for FY2018/19 will comprise a cash component and a share component with approximately 30% being paid out in the form of share awards under the SIA Restricted Share Plan 2014 ("**RSP 2014**") (as altered).

10.3 A shareholder asked the Board to consider separating this resolution into two parts at the next AGM such that the Chairman's fees are to be approved separately from the rest of the Board members' fees. Chairman explained that the annual report already states clearly the emoluments to be paid to the Chairman and to the other Directors, and that the approval of the resolution would include the approval of the Chairman's emoluments. He also informed the Shareholders that this is a common approach taken generally amongst listed companies in Singapore.

10.4 Chairman asked for a shareholder to propose the Resolution as tabled in the Notice of AGM. A shareholder proposed the resolution accordingly.

10.5 Chairman put the following Resolution to a poll vote:

“To approve Directors’ Emoluments of up to \$2,300,000 for the financial year ending 31 March 2019 (FY 2017/18: up to \$2,300,000).”

10.6 The results of the poll vote were as follows:

Resolution Number	For		Against	
	Number of Shares	%	Number of Shares	%
<u>Resolution 4</u> Approval of Directors’ Emoluments for the financial year ending 31 March 2019	896,465,158	99.91	835,578	0.09

10.7 The Resolution was declared carried.

11 RESOLUTION 5: TO RE-APPOINT KPMG LLP AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

11.1 Chairman informed the Shareholders that KPMG LLP had expressed their willingness to accept re-appointment as Auditors of the Company.

11.2 Chairman proposed the Resolution as tabled in the Notice of AGM and put the following Resolution to a poll vote:

“That Messrs KPMG LLP be re-appointed as Auditors of the Company, to hold office until the next AGM, at a remuneration to be fixed by the Board of Directors.”

11.3 The results of the poll vote were as follows:

Resolution Number	For		Against	
	Number of Shares	%	Number of Shares	%
<u>Resolution 5</u> Re-appointment of KPMG LLP as Auditors of the Company	896,116,902	99.88	1,069,431	0.12

11.4 The Resolution was declared carried.

12 RESOLUTION 6: GENERAL MANDATE AUTHORISING DIRECTORS TO ISSUE SHARES OF THE COMPANY WHETHER BY WAY OF RIGHTS, BONUS OR OTHERWISE; AND/OR TO MAKE OR GRANT OFFERS, AGREEMENTS OR OPTIONS FOR SHARES, WARRANTS, DEBENTURES OR OTHER INSTRUMENTS CONVERTIBLE INTO SHARES TO BE ISSUED 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

12.1 Chairman explained that Resolution 6, if passed, would empower the Directors to issue shares, warrants, debentures and other instruments convertible into shares and to issue shares pursuant to such instruments, from the date of this AGM until the date of the next AGM, at short

notice, in order to raise funds, undertake an equity exchange for the purposes of an acquisition, etc. The Board was seeking a mandated sub-limit of 5% instead of 20% as permitted under the SGX listing rules, for shares not issued on a pro rata basis to existing Shareholders, as this was considered sufficient for the present purposes.

12.2 Chairman proposed the Resolution as tabled in the Notice of AGM and put the Resolution to a poll vote.

12.3 The results of the poll vote were as follows:

Resolution Number	For		Against	
	Number of Shares	%	Number of Shares	%
<u>Resolution 6</u> Authority for Directors to issue shares, warrants, debentures and other instruments convertible into shares pursuant to Section 161 of the Companies Act, Cap 50	844,118,785	94.09	53,044,538	5.91

12.4 The Resolution was declared carried.

13 RESOLUTION 7: ALTERATION OF RULES 2, 3, 4, 5, 6, 7, 8, 12 AND 13 OF THE RSP 2014 AND THE RENEWAL OF THE MANDATE TO EMPOWER DIRECTORS TO GRANT AWARDS UNDER THE SIA PERFORMANCE SHARE PLAN 2014 ("PSP 2014") AND/OR THE RSP 2014 (AS ALTERED) AND TO ALLOT AND ISSUE SHARES PURSUANT TO THE VESTING OF AWARDS UNDER THE PSP 2014 AND RSP 2014 (AS ALTERED)

13.1 Chairman explained that the proposed alterations to the RSP 2014 are to permit grants of fully paid shares to be made to the Non-Executive Directors of the Company as part of their remuneration in lieu of cash. This is in order to improve the alignment of the interests of the Non-Executive Directors with the interests of the Shareholders.

13.2 Chairman highlighted that the CEO, Mr Goh Choon Phong, would abstain from voting as he is an Executive Director and thus eligible for the SIA PSP 2014 and the SIA RSP 2014 share awards. Chairman also asked that all Shareholders eligible for awards under such share plans abstain from voting on this Resolution.

13.3 Chairman proposed the Resolution as tabled in the Notice of AGM and put the Resolution to a poll vote.

13.4 The results of the poll vote were as follows:

Resolution Number	For		Against	
	Number of Shares	%	Number of Shares	%
<u>Resolution 7</u> Alterations to the SIA Restricted Share Plan 2014 and authority for Directors to grant share awards, and to allot and issue shares, pursuant to the SIA Performance Share Plan 2014 and the SIA Restricted Share Plan 2014	883,026,270	98.83	10,427,720	1.17

13.5 The Resolution was declared carried.

14 RESOLUTION 8: RENEWAL OF THE MANDATE FOR INTERESTED PERSON TRANSACTIONS

14.1 Chairman explained that this Resolution was to renew the Mandate for Interested Person Transactions ("**IPT Mandate**") with companies belonging to the Temasek group of companies, which was approved by the Shareholders at the last AGM. The text of the IPT Mandate is set out in Appendix 2 to the Letter to Shareholders dated 28 June 2018. As the IPT Mandate would expire at the conclusion of this AGM, Shareholders' approval was being sought to renew the IPT Mandate for another year on the same terms and conditions.

14.2 Chairman highlighted that Temasek Holdings (Private) Limited and its associates as defined under the SGX Listing Manual are regarded as interested persons and were required to abstain from voting.

14.3 Chairman proposed the Resolution and put the Resolution as tabled in the Notice of AGM to a poll vote.

14.4 The results of the poll vote were as follows:

Resolution Number	For		Against	
	Number of Shares	%	Number of Shares	%
<u>Resolution 8</u> Renewal of the Mandate for Interested Person Transactions	237,852,816	99.70	713,225	0.30

14.5 The Resolution was declared carried.

15 RESOLUTION 9: RENEWAL OF THE SHARE BUY BACK MANDATE

15.1 Chairman explained that the Share Buy-Back Mandate would enable the Company to purchase or acquire up to 5% of its issued shares excluding treasury shares and subsidiary holdings. Shares would only be purchased or acquired if Management believed that this would be of benefit to the Company. This Mandate was renewed at last year's AGM and was valid until this AGM. Shareholders' approval was accordingly being sought to renew the Mandate until the next AGM.

15.2 Chairman proposed the Resolution and put the Resolution as tabled in the Notice of AGM to a poll vote.

15.3 The results of the poll vote were as follows:

Resolution Number	For		Against	
	Number of Shares	%	Number of Shares	%
<u>Resolution 9</u> Renewal of the Share Buy Back Mandate	895,250,075	99.93	616,267	0.07

15.4 The Resolution was declared carried.

16 ANY OTHER BUSINESS

Chairman informed Shareholders that the Company Secretary had not received any notice for any other business for discussion at the AGM. Chairman thanked all present for their attendance and declared the AGM closed at 11.30 am.