

SEMBCORP INDUSTRIES LTD

(Incorporated in the Republic of Singapore)

(Company Registration No.: 199802418D)

ANNOUNCEMENT OF PROPOSED ACQUISITION OF SHARES IN PIONEER SAIL HOLDINGS PTY LTD AND LATROBE VALLEY POWER (HOLDINGS) PTY LTD

1. INTRODUCTION

- 1.1 Sembcorp Industries Ltd (“**SCI**” and together with its subsidiaries, the “**SCI Group**”) wishes to announce that SCI’s indirect wholly-owned subsidiaries, Sembcorp Australia Pty Ltd and Sembcorp Energy Australia Pte. Ltd. (collectively, the “**Purchasers**”) have, on 11 December 2025, entered into a share sale agreement (“**SSA**”) with Chow Tai Fook Enterprises Limited and Pioneer Sail Singapore Pte Ltd (collectively, the “**Sellers**”) pursuant to which:

1.1.1 Sembcorp Australia Pty Ltd will purchase all of the issued share capital in Pioneer Sail Holdings Pty Limited (“**PSH**”) owned by the Sellers; and

1.1.2 Sembcorp Energy Australia Pte. Ltd. will purchase all of the issued share capital in Latrobe Valley Power (Holdings) Pty Ltd (“**LVP**”) owned by Pioneer Sail Singapore Pte Ltd;

(such shares collectively, the “**Sale Shares**”), on the terms and subject to the conditions of the SSA (“**Proposed Acquisition**”).

- 1.2 As part of the Proposed Acquisition, on completion of the Proposed Acquisition (“**Completion**”), the Purchasers will be effectively assigned an existing shareholder loan (“**Shareholder Loan**”) owed by PSH and its subsidiaries (collectively, the “**Target Group**” and each, a “**Target Group Entity**”) by paying to the relevant Target Group Entities such amounts required to discharge the Shareholder Loans and will in turn be taken to have provided intercompany loans to the relevant Target Group Entities.

- 1.3 The Target Group has a portfolio of energy businesses in Australia and New Zealand, consisting primarily of:

1.3.1 Alinta Energy Pty Limited (“**Alinta**”) and its subsidiaries, which operate an extensive portfolio of generation assets and a gas and electricity retail business throughout Australia (“**Alinta Business**”); and

1.3.2 LVP and its subsidiaries, which own and operate the coal-fired power station (“**Loy Yang B Power Station**”) located in the Latrobe Valley, Victoria (“**LYB Business**”),

(together the “**Alinta Group**”). Aside from the Alinta Business and the LYB Business, the Target Group also holds joint venture interests in the Yandin Wind Farm in Western Australia and the Spinifex Offshore Wind development off the coast of Victoria.

2. FURTHER INFORMATION ON THE TARGET GROUP

- 2.1 **PSH:** PSH is a company incorporated in Victoria, Australia on 8 March 2017. As at the date of this Announcement, it has an issued and paid-up share capital of AUD1,915,723,278

comprising 2,147,509,824 ordinary shares and 66,417,829 class A shares and its shareholders are the Sellers who respectively hold the issued shares in the following proportions:

Seller	Shareholding Proportion
Chow Tai Fook Enterprises Limited	<ul style="list-style-type: none"> 9,962,674 class A shares in PSH
Pioneer Sail Singapore Pte Ltd	<ul style="list-style-type: none"> 2,147,509,824 ordinary shares in PSH 56,455,155 class A shares in PSH

On Completion, SCI will, through the Purchasers own 100% of PSH.

- 2.2 LVP:** LVP is a company incorporated in New South Wales, Australia on 29 August 2017. As at the date of this Announcement, it has an issued and paid-up share capital of AUD559,756,709 comprising 559,756,709 ordinary shares and its shareholders are Pioneer Sail Australia Pty Ltd (a wholly owned subsidiary of PSH) and Pioneer Sail Singapore Pte Ltd who respectively hold the issued shares in the following proportions:

Seller	Shareholding Proportion
Pioneer Sail Australia Pty Ltd	<ul style="list-style-type: none"> 559,756,708 ordinary shares in LVP
Pioneer Sail Singapore Pte Ltd	<ul style="list-style-type: none"> 1 ordinary share in LVP

On Completion, SCI will, through the Purchasers and PSH, own 100% of LVP.

- 2.3 Financial Information on Target Group.**¹ Based on the audited financial statements of the Target Group for the twelve-month period ended 30 June 2025:

- 2.3.1** the book value of the Target Group is AUD2.5 billion (approximately SGD2.2 billion);
- 2.3.2** the net tangible assets attributable to the Target Group is AUD758 million (approximately SGD653 million); and
- 2.3.3** the Target Group's net profits before income tax and before non-controlling interests is AUD530 million (approximately SGD457 million).

3. CONSIDERATION

3.1 Consideration for the Proposed Acquisition.

- 3.1.1** Under the terms of the SSA, the aggregate consideration for the Sale Shares payable by the Purchasers ("**Purchase Price**") is calculated as follows:
- (i) AUD6.5 billion (approximately SGD5.6 billion), being the agreed enterprise value of the Target Group;

¹ For the purposes of this Announcement, unless otherwise stated, figures will be computed based on the AUD:SGD exchange rate of 1:0.8615, being the published rate on Bloomberg as at 10 December 2025, insofar as they are originally expressed in AUD.

- (ii) minus the actual amount of net debt of the Target Group as of Completion, and subject to further adjustments in respect of the difference between the estimated and actual amounts of working capital and capital expenditure² in respect of the Target Group as of Completion (“**Completion Accounts Adjustments**”).

As stated in **paragraph 1.2** of this Announcement, the Purchasers will provide intercompany loans to the relevant Target Group Entities on Completion for such Target Group Entities to discharge the Shareholder Loans. Accordingly, the aggregate Purchase Price payable by the Purchasers will be the sum payable to acquire the Sale Shares and discharge the Shareholder Loans.

3.1.2 The consideration for the Sale Shares was arrived at on a willing-buyer-willing-seller basis, after taking into account *inter alia*:

- (i) the valuation methodology adopted, which was based on a discounted cash flow analysis of the Target Group with reference to relevant trading and transaction multiples of comparable peers and precedent transactions; and
- (ii) the rationale for and benefit of the Proposed Acquisition, as further described at **paragraph 4** of this Announcement.

3.2 Conditions Precedent to Completion. Completion is subject to the satisfaction of the conditions precedent summarised in **Appendix A** to this Announcement (“**Conditions Precedent**”). The cut off date for the satisfaction of the Conditions Precedent (“**Cut Off Date**”) is the date falling nine (9) months after the date of the SSA, subject to certain agreed extensions.

3.3 Joint and Several Liability; Sellers’ and Purchasers’ Guarantor.

3.3.1 The Sellers are jointly and severally liable for each Seller’s obligations under the SSA and Chow Tai Fook Enterprises Limited will be a guarantor of the Sellers’ obligations under the SSA (“**Seller Guarantor**”).

3.3.2 The Purchasers are jointly and severally liable for each Purchaser’s obligations under the SSA and Sembcorp Utilities Pte Ltd will be a guarantor of the Purchasers’ obligations under the SSA (“**Purchaser Guarantor**”).

3.4 Termination. The SSA may be terminated:

3.4.1 if the Conditions Precedent are not satisfied or waived by the Cut Off Date;

3.4.2 by the Purchasers:

- (i) if an insolvency event occurs in relation to the Sellers, the Seller Guarantor, PSH or LVP; or
- (ii) if,

² The capital expenditure amount is in respect of the period from (and including) 1 July 2025 up to immediately before Completion.

- (a) there is a breach of either Seller's obligations in the period prior to Completion ("**Pre-Completion Obligations**") or certain warranties having a "**Material Financial Impact**", which means (1) in respect of a breach of the Pre-Completion Obligations, more than AUD100 million, (2) in respect of a breach of the warranties (other than a breach of the warranties that arise and are first discovered by the Purchasers between the date of the SSA and Completion ("**W&I Excluded Warranty Breach**")), more than AUD200 million and (3) in respect of a W&I Excluded Warranty Breach, more than AUD120 million;
- (b) there is a breach of certain identified fundamental warranties; or
- (c) there is a breach of the Sellers' obligation to transfer the Sale Shares to the Purchasers under the SSA,

and such breach is not remedied to the satisfaction of the Purchasers (acting reasonably) by the earlier of 20 business days of the Purchasers providing notice of the breach to the Sellers and the date on which Completion occurs; or

- 3.4.3 by the Sellers, if (i) an insolvency event occurs in relation to the Purchasers or Purchaser Guarantor, or (ii) if the Purchasers commit a material breach of the SSA which is not remedied to the satisfaction of the Sellers (acting reasonably) within 20 business days of the Sellers providing notice of the breach to the Purchasers.

3.5 Other Material Terms.

- 3.5.1 **Existing Guarantees.** The Sellers and the Purchasers are required to take all reasonable steps to ensure that Chow Tai Fook Enterprises Limited is released from certain existing parent guarantees provided in respect of certain loan facilities extended to the Target Group (each, an "**Existing Guarantee**") with effect on and from Completion or as soon as possible thereafter.

In connection with the foregoing, the Purchasers and/or a related person of the Purchasers will be providing replacement guarantees ("**Replacement Guarantees**") of up to AUD58 million (approximately SGD50 million) on the same or substantially the same terms as the Existing Guarantees.

- 3.5.2 **Warranties and Indemnities.** The Sellers have provided the Purchasers with warranties and indemnities relating to the Sale Shares and the business of the Target Group. In connection thereto, the Purchasers have (i) obtained warranty and indemnity insurance ("**W&I Insurance**") in relation to claims for breach of certain Sellers' warranties and indemnities under the SSA and (ii) agreed to a set of limitations in relation to the recourse for claims against the Sellers in respect of claims for breach of the warranties and the indemnities.

- 3.6 **Source of Funds.** The Purchase Price will be fully satisfied in cash on the date of Completion. As at the date of this Announcement, the SCI Group intends to fund the Proposed Acquisition

entirely in cash, funded by a fully committed AUD6.5 billion (approximately SGD5.6 billion) bridge facility.

4. TRANSACTION BACKGROUND AND RATIONALE

4.1 Transaction Background.

4.1.1 SCI is a leading energy player in Asia, with 28.3GW of energy generation assets comprising renewables, storage and gas assets across 11 countries. SCI's purpose is to drive energy transition responsibly and is committed to growing its renewables portfolio while supporting energy needs with baseload power assets to ensure energy security, affordability and sustainability.

4.1.2 Since 2020, SCI has invested over S\$5 billion in renewable energy projects globally, increasing its renewables capacity over six-fold, from 3.2GW to 20.2GW through greenfield bids, as well as strategic acquisitions and partnerships. SCI has also developed renewable projects that combine renewables with storage, to provide firm, reliable supply of power. SCI has a target to grow its renewables capacity to 25GW by 2028.

4.1.3 The global energy landscape is undergoing a fundamental transformation. Asia's rapidly developing economies are driving electrification. The growth of artificial intelligence and accelerated digitalisation are further amplifying electricity consumption. Coupled with climate risks and shifting geopolitics, countries are pursuing diverse paths based on local priorities. In this environment, a diversified energy portfolio is essential, with renewables driving decarbonisation and reliable baseload providing the stability needed to support sustained growth through the energy transition. While SCI continues to develop firm and hybrid renewable projects, its 8.1GW gas-fired portfolio provides efficient, reliable and affordable energy supply during this transition.

4.1.4 Sembcorp's home market of Singapore has limited opportunities to expand renewable energy domestically due to geographic and physical constraints. Australia offers the scale, resources and conditions needed to support that growth.

4.1.5 Through the Proposed Acquisition, SCI will leverage its proven track record in renewables, firm renewables and baseload operations to realise the Target Group's full growth potential. Concurrently, SCI will aim to continue to deliver reliable, affordable energy for consumers and industries as Australia transitions, by investing to scale renewables, backing a skilled workforce and working with governments to ensure long-term energy security.

4.2 Rationale. The Proposed Acquisition is in line with SCI's strategic plan to grow its renewables portfolio, and drive energy transition across the region.

4.2.1 Australia: Entry into AAA-rated Country with Significant Growth Opportunities

Australia, an AAA-rated OECD country, offers a stable regulatory environment that supports long-term investment. To help drive the transition to net zero emissions, the Australia government has set a target to reduce emissions to 62-70% below 2005

levels by 2035, and a legislated 2050 net zero goal. It is estimated that 200GW of solar, wind and storage is required in Australia by 2050, requiring a substantial investment in new renewable energy projects³. This significant demand for clean energy solutions provides SCI with further capital investment opportunities to grow its renewables portfolio and low-carbon solutions in Australia and achieves its target of 25GW renewables capacity by 2028. Australia's target to achieve net zero by 2050 is directly aligned with Sembcorp's own ambitions over the same time frame.

With this transaction, SCI's exposure of generation capacity in developed markets (OECD and Singapore) increases from 25% to 31%. Underlying Net Profit after tax and minority interest⁴ from developed markets also increases from 55% to 64%. SCI will have a more balanced mix of developed market exposure coupled with access to large, high-growth markets such as India and the Middle East.

4.2.2 Alinta Energy: Integrated Energy Player with Strong Fundamentals to Drive Transition

The Proposed Acquisition of the Target Group provides SCI with a robust entry into Australia. The Target Group is a leading integrated energy player, supplying electricity and gas to almost 1.1 million customers. The company has access to over 3.4GW of installed and contracted generation capacity comprising coal, gas, onshore wind and solar, and is uniquely positioned to support and champion Australia's energy transition and benefit from value creation opportunities given its differentiating factors:

- (i) **Significant coast-to-coast operational footprint and vertically integrated presence.**
 - (a) **Leading player on the West Coast.** Alinta holds a 19%⁵ share of electricity generation in the Western Australia Wholesale Electricity Market and a 53%⁶ share of the residential gas retail market. It also has a leading Commercial & Industrial market share for gas and electricity.
 - (b) **Strategic position on the East Coast.** Loy Yang B, the flexible coal asset is a highly competitive and flexible baseload in the National Energy Market ("NEM"). Together with its other East Coast assets (including the Braemar and Bairnsdale gas-fired plants), Alinta has one of the most cost-competitive and reliable generation portfolios in the NEM and, is well-positioned to capture market share and growth opportunities.
- (ii) **Future-ready platform with significant renewables pipeline**

Alinta has an experienced development team with an established track record of more than 20 years. Alinta has built and operated key thermal and renewable generation assets, including those it currently operates such as the Yandin

³ AEMO 2024 Integrated System Plan report

⁴ From continuing operations, for the 12-month period from 1 July 2024 to 30 June 2025

⁵ Generation share based on FY25 AEMO generation data accessed via OpenNEM. Alinta's generation includes gross owned and contracted assets

⁶ Market share from Economic Regulation Authority WA energy dashboard based on number of energy customers

Wind Farm and the Wagerup Power Station on the West Coast of Australia (together with the Wagerup BESS project which is under construction), and the Braemar Power Station, Bairnsdale Power Station and the Loy Yang B Power Station on the East Coast of Australia. It also has 10.4GW of renewables and firming development projects, including onshore and offshore wind, battery energy storage systems, pumped hydro and gas firming across states to support future deployment opportunities. This is a robust pipeline that aligns with Sembcorp's long-term growth ambitions. More than 2.1GW of this pipeline is prioritised for development over the next five years, creating near-term opportunities to expand renewable capacity.

(iii) **Integrated energy player with strong fundamentals to fund growth**

Alinta has one of the highest portfolio availabilities in the market at 93%⁷. It has a proven track record of strong financial performance. Since 2022, Alinta has achieved stable Adjusted EBITDA margins ranging from 15% to 20%, higher than its peers.

Alinta's combination of low-cost generation, efficient gas assets, a high-performing wind farm and competitively contracted renewable power purchase agreements also provides stable cash flows and the flexibility to fund its project pipeline through different market cycles.

4.2.3 Accretive Acquisition: Driving Profitability and Scale.

The transaction adds meaningful scale and diversity for the acceleration of SCI's strategy and growth. Alinta's renewables pipeline complements SCI's growing portfolio in wind, solar and energy storage. This acquisition allows SCI to leverage its global expertise in renewables development to accelerate the development of Alinta's renewables pipeline, in partnership with the intentions of the Australian government. Alinta's gas assets, including gas firming and baseload plants, align with SCI's gas business, which ensures efficient and reliable energy supply while transiting to a low-carbon economy. This will strengthen SCI's ability to provide firming capacity for intermittent renewables, ensuring grid stability and energy security.

As detailed in **Appendix B**, based on the illustrative pro forma financial effects for FY2024, the Proposed Acquisition is expected to contribute significantly to SCI's portfolio.

- (i) **EPS** will increase 9% from S\$0.575 to S\$0.626; and
- (ii) **ROE** will increase by 2.0 percentage points from 20.3% to 22.3%.

Based on the illustrative pro forma financial effects for the twelve-month period ended 30 June 2025, the Proposed Acquisition is expected to contribute significantly to SCI's portfolio.

- (i) **EPS** will increase 14% from S\$0.572 to S\$0.651; and

⁷ Average availability of Alinta's East Coast portfolio between FY2021 to FY2025 was 93%, compared to an average of 76% for peers

- (ii) **ROE** will increase by 2.8 percentage points from 19.7% to 22.5%.

4.3 Review of ESG Targets. The Proposed Acquisition marks a pivotal step in SCI's strategic journey, reflecting evolving market dynamics and SCI's continued commitment to energy security and a responsible energy transition. As the energy transition accelerates globally, the need for reliable baseload generation remains critical to ensure grid stability and energy affordability. While expanding its renewables portfolio, SCI will also strengthen its baseload generation capacity, recognising that both are complementary and necessary for a balanced transition.

Sembcorp is committed to not investing in any greenfield or standalone coal generation assets in the markets it operates in without a path for transition. The Loy Yang B Power Station is an essential baseload coal-fired power generator located in the Latrobe Valley, Victoria. It supplies approximately 20% of Victoria's energy demand with flexible and low-cost baseload electricity along with essential system services required to support the integration of renewables into the grid, and is one of Australia's most reliable providers. This capability is important as the transition accelerates, ensuring reliability while new renewable and storage capacity is built. Through proactive maintenance and continued investment, Alinta has delivered world-class levels reliability at the plant. SCI is committed to working collaboratively with government, industry and the community to support this orderly transition.

In view of the Proposed Acquisition, SCI expects its emissions to increase in the near term before declining. SCI's emissions intensity on a pro forma basis will increase to around 0.36 tCO₂e/MWh and absolute emissions to 18.1 million tCO₂e in 2025. As such, SCI will not meet its 2028 emissions intensity and 2030 absolute emissions targets.

As this Proposed Acquisition will enlarge SCI's portfolio, SCI will target to achieve an emissions intensity of 0.26tCO₂e/MWh by 2035⁸. It remains committed to achieving net zero (Scope 1 and 2) by 2050. To reach these targets, SCI will grow its renewables and storage technologies portfolio, manage its fossil fuel portfolio via efficiency improvement initiatives, leverage low-carbon technologies, as well as explore capital recycling initiatives for the SCI Group.

5. PROPOSED ACQUISITION AS A MAJOR TRANSACTION

5.1 The Proposed Acquisition. The applicable relative figures computed⁽¹⁾ on the bases set out in Rule 1006 of the listing manual of the Singapore Exchange Securities Trading Limited ("Listing Manual") are as follows:

Rule	Bases	Target Group (S\$' million)	SCI Group (S\$' million)	Relative Figures (%)
Rule 1006(a)	Net asset ⁽²⁾ value of the assets to be disposed of, compared with the SCI Group's NAV	-	-	Not applicable as the Proposed Acquisition does not relate to a disposal of assets.
Rule 1006(b)	Net profits ⁽³⁾ attributable to the assets to be acquired, compared with the SCI Group's net profits/loss	139	640	21.7% ⁽⁵⁾

⁸ 2035 emissions intensity target is consistent with the goal of the Paris Agreement to hold temperature increase to well-below 2°C above pre-industrial levels, and is subject to external verification and finalisation

Rule 1006(c)	Aggregate value of the consideration, compared with SCI's market capitalisation ⁽⁴⁾ based on the total number of issued shares excluding treasury shares	4,863 ⁽⁶⁾	10,370	46.9%
Rule 1006(d)	Number of equity securities to be issued as consideration compared with the number of equity securities previously in issue	-	-	Not applicable as no equity securities will be issued by SCI in connection with the Proposed Acquisition.
Rule 1006(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of SCI Group's proved and probable reserves.	-	-	Not applicable as it is not a disposal of mineral, oil or gas assets by a mineral, oil and gas company.

Notes:

- (1) The figures computed here are based on SCI's latest announced consolidated accounts for the six-month period ended 30 June 2025 (1H2025) and the financials of the Target Group for 1H2025.
- (2) Under Rule 1002(3)(a) of the Listing Manual, "**net assets**" means total assets less total liabilities.
- (3) Under Rule 1002(3)(b) of the Listing Manual, "**net profits**" refers to profit or loss including discontinued operations that have not been disposed and before income tax and non-controlling interests.
- (4) SCI's market capitalisation is based upon 1,775,767,908 ordinary shares in SCI ("**SCI Shares**") (excluding treasury shares) based on the weighted average price of S\$5.840 (rounded to 3 decimal places) for each SCI Share as at market close on 10 December 2025.
- (5) Calculated as the Target Group's net profits of AUD161 million for the six-month period ended 30 June 2025, divided by SCI's net profits of SGD640 million for 1H2025.
- (6) Aggregate value of the consideration is estimated to be AUD 5,645 million (approximately SGD 4,863 million), being the sum of:
 - (a) the estimated sum payable to acquire the Sale Shares of AUD4,837 million (approximately SGD4,167 million), which is calculated based on the latest management accounts of the Target Group as at 31 October 2025;
 - (b) the estimated amount of AUD750 million (approximately SGD 646 million) required to be injected into the relevant Target Group Entities to discharge the Shareholder Loan (based on the latest management accounts of the Target Group as at 31 October 2025); and
 - (c) the value attributable to the Replacement Guarantees provided, being AUD58 million (approximately SGD50 million).

5.2 Relative Figures. As at least one of the relative figures computed on applicable bases set out in Rule 1006 of the Listing Manual is more than 20%, the Proposed Acquisition is considered a major transaction under Chapter 10 of the Listing Manual and is therefore subject to the approval of the shareholders of SCI ("**Shareholders**").

6. ILLUSTRATIVE FINANCIAL EFFECTS

6.1 Illustrations. For illustrative purposes only, the pro forma financial effects of the Proposed Acquisitions on the selected financial measures of the SCI Group are set out in **Appendix B** to

this Announcement, assuming that (i) the estimated Purchase Price is AUD5,587 million and (ii) based on the further assumptions set out therein.

- 6.2 Caution.** The pro forma financial effects are for illustrative purposes only and do not reflect the actual financial position of the SCI Group after the Proposed Acquisition.

7. EXTRAORDINARY GENERAL MEETING AND CIRCULAR

- 7.1 Circular.** As set out in **paragraph 5.2** of this Announcement, the relative figures computed under Rules 1006(b) and 1006(c) of the Listing Manual exceed 20%. Pursuant to Rule 1014 of the Listing Manual, SCI is required to obtain Shareholders' approval for the Proposed Acquisition.

A circular containing further details on the Proposed Acquisition ("**Circular**") and enclosing a notice of an extraordinary general meeting in connection therewith will be despatched to Shareholders in due course.

- 7.2 Joint Financial Advisers.** SCI has appointed DBS Bank Limited and Goldman Sachs (Singapore) Pte. as its joint financial advisers ("**JFA**") in respect of the Proposed Acquisition. Each of the JFAs will provide a fairness opinion to the Board of SCI on the terms of the Proposed Acquisition.

8. FURTHER INFORMATION

- 8.1 Directors' Service Contracts.** No person is proposed to be appointed as a director of SCI in connection with the Proposed Acquisition. Accordingly, no service contract is proposed to be entered into between SCI and any such person.
- 8.2 Interests of Directors and Controlling Shareholders.** None of the directors of SCI ("**Directors**") or substantial Shareholders has any interest, direct or indirect, in the Proposed Acquisition, other than in his/her capacity as Directors or Shareholders, as the case may be.

9. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the SSA will be made available for inspection during normal business hours at the registered office of SCI at 30 Hill Street, #05-04, Singapore 179360 from the date of this Announcement for a period of three (3) months commencing from the date of this Announcement.

10. DIRECTORS' RESPONSIBILITY STATEMENT

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

Shareholders and potential investors should note that the Proposed Acquisition is subject to the fulfilment of, *inter alia*, the Conditions Precedent. Shareholders are advised to exercise caution when dealing in SCI Shares and to refrain from taking any action in respect of their SCI Shares which may be prejudicial to their interests until they or their advisers have considered the information in the Circular.

BY ORDER OF THE BOARD

Lim Chee Ying
Company Secretary
Singapore, 11 December 2025

Any enquiries relating to the Proposed Acquisition should be directed during office hours to:
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Head, Group Corporate Communications & Investor Relations
Group Investor Relations
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Appendix A

CONDITIONS PRECEDENT

1. The approval, consent and/or clearance from specified regulatory authorities, namely (a) the Treasurer of the Commonwealth of Australia (Foreign Investment Review Board), (b) the Australian Competition and Consumer Commission, and (c) the Australian Offshore Infrastructure Regulator.
2. The Shareholders have approved, by the requisite majority, the Proposed Acquisition in accordance with rule 1014(2) of the Listing Manual.
3. The Sellers having obtained third party approvals and consents under certain contracts identified by the Sellers and the Purchasers, in relation to the transfer of the Sale Shares to the Purchasers.
4. No “**Material Adverse Change**” has occurred, which refers to an event that occurs after the date of the SSA, or on or before the date of the SSA but which only becomes known to the Purchasers after the date of the SSA, which whether individually or when aggregated with events of the same or similar nature arising out of the same or similar facts, matters and circumstances, results in, or is reasonably likely to result in:
 - (i) damage to, loss or destruction of damage to, loss or destruction of one or more generation unit of certain operational assets of the Target Group which results or would reasonably be likely to result in the loss of greater than 400 MW of available capacity of the Loy Yang B Power Station for more than 12 months;
 - (ii) a reduction in the EBITDA of the Target Group Entities of more than AUD200 million for each year over any two (2) year period; or
 - (iii) a reduction in the aggregate net assets of the Target Group Entities of more than AUD600 million,

excluding any matter (a) fairly disclosed, (b) occurring or arising as a result of any action taken by, at the written request or with the written consent of the Purchasers, (c) due to any delay of a project of the Target Group Entities not caused directly by an act or omission of the Target Group Entities, (d) occurring or arising from changes in financial markets or general economic, political, industry or business conditions or major disruptions or fluctuations in markets, (e) occurring or arising from any change in law, regulation, any judicial or administrative interpretation of the law or any practice of policy of a government agency, generally accepted accounting standards or generally accepted accounting principles or the interpretation of any such standards or principles, other than any law or regulation which only applies to or is directed only at the Target Group Entities, or (f) the financial impact of which is recovered or the relevant insurer has confirmed is recoverable under the Purchasers’ group insurance policies.

Appendix B

PRO FORMA FINANCIAL EFFECTS

1. **Assumptions.** For illustrative purposes only, the pro forma financial effects of the Proposed Acquisition on selected financial measures of the SCI Group have been prepared based on: (1) the audited consolidated financial statements of the SCI Group for FY2024, being the most recently completed financial year for which financial statements are publicly available as at the date of this announcement and the change in accounting policy relating to the subsequent measurement of investment properties from the cost model to the fair value model as announced on 8 August 2025; and (2) the last twelve months from 1 July 2024 to 30 June 2025, based on the Target Group's most recently audited consolidated financial statements. The pro forma financial effects are prepared based on, and take into account, the following assumptions:
- (i) the Purchase Price is estimated to be AUD5,587 million, and is calculated based on the latest management accounts of the Target Group as at 31 October 2025;
 - (ii) funding expenses for the Proposed Acquisition based on the Purchase Price in **paragraph 1(i)** above, is estimated to be SGD176 million, based on the SGD and AUD interest benchmark rate;
 - (iii) the impact on financial performance is presented on a comparable basis, excluding one-off transaction costs to reflect underlying operational results, while the financial position includes these costs to ensure completeness and transparency. These one-off costs are estimated to be approximately AUD223 million, which include stamp duty, insurance fees, professional fees and other related expenses;
 - (iv) (in respect of the 12 months period ended 31 December 2024) the financials of the Target Group used in computing these pro forma financial effects are based on the pro-forma management accounts for continuing operations of the Target Group less dividends declared in August 2025 of AUD106.7 million;
 - (v) (in respect of the 12 months period ended 30 June 2025) the financials of the Target Group used in computing these proforma financial effects are based on Target Group's most recently audited consolidated financial statements less dividends declared in August 2025 of AUD106.7 million;
 - (vi) the financials of the Target Group in **paragraph 1(iv) and 1(v)** above were adjusted for the Purchase Price Allocation ("**PPA**"), and prepared based on available information and shall be subject to changes based on information at Completion and when detailed information becomes available. The residual goodwill amount from the PPA was adjusted on the basis that the Proposed Acquisition had been completed as at (a) 31 December 2024 and (b) 30 June 2025 respectively, based on the Target Group's net tangible assets as of those respective dates;
 - (vii) no outstanding performance shares and restricted shares pursuant to SCI's performance share plan and SCI's restricted share plan are exercised or released prior to the record date of the Proposed Acquisition;

- (viii) the number of SCI Shares is 1,775,767,908, excluding 11,779,824 treasury shares as at market close on 10 December 2025;
- (ix) the AUD:SGD exchange rate of 1:0.8615 is applied for the conversion of any AUD currency into SGD as published by Bloomberg at the close of business on 10 December 2025; and
- (x) any discrepancies presented in the tables of this Appendix is due to rounding. Accordingly, totals and percentages presented may not be a precise reflection of the figures that precede them.

The pro forma financial effects are for illustrative purposes only and do not reflect the actual financial position of the SCI Group after the Proposed Acquisition.

2. Impact on NAV and NAV per SCI Share.

- (i) The pro forma financial effects of the Proposed Acquisition on the NAV and NAV per SCI Share of the SCI Group as of 31 December 2024, assuming that the Proposed Acquisition was completed on 31 December 2024, are as follows:

	Before the Proposed Acquisition	After the Proposed Acquisition
NAV ⁽¹⁾ (S\$ million)	5,441	5,262
NAV per SCI Share ⁽²⁾ (S\$)	3.06	2.96

Notes:

- (1) Computed as total assets less total liabilities and non-controlling interests.
- (2) The figures are based on 1,775,767,908 SCI Shares (excluding treasury shares) as at 10 December 2025.

- (ii) The pro forma financial effects of the Proposed Acquisition on the NAV and NAV per SCI Share of the SCI Group as of 30 June 2025 assuming that the Proposed Acquisition was completed on 30 June 2025, are as follows:

	Before the Proposed Acquisition	After the Proposed Acquisition
NAV ⁽¹⁾ (S\$ million)	5,213	5,034
NAV per SCI Share ⁽²⁾ (S\$)	2.94	2.83

Notes:

- (1) Computed as total assets less total liabilities and non-controlling interests.
- (2) The figures are based on 1,775,767,908 SCI Shares (excluding treasury shares) as at 10 December 2025.

2. Impact on NTA and NTA per SCI Share.

- (i) The pro forma financial effects of the Proposed Acquisition on the NTA and NTA per SCI Share of the SCI Group as of 31 December 2024, assuming that the Proposed Acquisition was completed on 31 December 2024, are as follows:

	Before the Proposed Acquisition	After the Proposed Acquisition
NTA ⁽¹⁾ (S\$ million)	4,416	1,010

NTA per SCI Share ⁽²⁾ (\$)	2.49	0.57
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Notes:

- (1) Computed as total assets less total liabilities, goodwill, intangible assets and non-controlling interests.
(2) The figures are based on 1,775,767,908 SCI Shares (excluding treasury shares) as at 10 December 2025.

- (ii) The pro forma financial effects of the Proposed Acquisition on the NTA and NTA per SCI Share of the SCI Group as of 30 June 2025, assuming that the Proposed Acquisition was completed on 30 June 2025, are as follows:

	Before the Proposed Acquisition	After the Proposed Acquisition
NTA ⁽¹⁾ (\$ million)	4,259	783
NTA per SCI Share ⁽²⁾ (\$)	2.40	0.44

Notes:

- (1) Computed as total assets less total liabilities, goodwill, intangible assets and non-controlling interests.
(2) The figures are based on 1,775,767,908 SCI Shares (excluding treasury shares) as at 10 December 2025.

3. Impact on Revenue, EBITDA, PATMI and Earnings.

- (i) The pro forma financial effects of the Proposed Acquisition on the SCI Group's performance, including earnings per share ("EPS"), for the financial year ended 31 December 2024 on the assumption that the Proposed Acquisition was completed on 1 January 2024, are as follows:

Continuing operations	Before the Proposed Acquisition	After the Proposed Acquisition
Revenue (\$ million)	6,417	10,909 ⁽¹⁾
Adjusted EBITDA ^(2,3) (\$ million)	2,050	2,719
Adjusted EBITDA ^(2,3) – underlying ⁽⁴⁾ (\$ million)	2,039	2,938
PATMI (\$ million)	1,025	1,116
PATMI – underlying ⁽⁴⁾ (\$ million)	1,014	1,301
EPS ⁽⁵⁾ (cents)	57.52	62.61
EPS ⁽⁶⁾ – underlying ⁽⁴⁾ (cents)	56.90	73.03

Notes:

- (1) Coal-related revenue accounts for less than 5% of the SCI Group's total revenue.
(2) EBITDA refers to earnings before net interest expense, tax, depreciation and amortisation.
(3) Adjusted to include share of results of associates and joint ventures (net of tax).
(4) Underlying results refers to results before Exceptional Items, DPN FXΔ and before fair valueΔ on energy derivatives.
(5) Computed as PATMI from continuing operations divided by the weighted average number of 1,782 million SCI Shares (excluding treasury shares) for the financial year ended 31 December 2024.
(6) Computed as underlying PATMI from continuing operations, divided by the weighted average number of 1,782 million SCI Shares (excluding treasury shares) for the financial year ended 31 December 2024.

- (ii) The pro forma financial effects of the Proposed Acquisition on the SCI Group's performance, including EPS, for the 12-month period from 1 July 2024 to 30 June 2025

on the assumption that the Proposed Acquisition was completed on 1 July 2024, are as follows:

Continuing operations	Before the Proposed Acquisition	After the Proposed Acquisition
Revenue (S\$ million)	6,151	10,650 ⁽¹⁾
Adjusted EBITDA ^(2,3) (S\$ million)	2,048	2,794
Adjusted EBITDA ^(2,3) - underlying ⁽⁴⁾ (S\$ million)	2,045	2,895
PATMI (S\$ million)	1,018	1,158
PATMI – underlying ⁽⁴⁾ (S\$ million)	1,016	1,248
EPS ⁽⁵⁾ (cents)	57.22	65.07
EPS ⁽⁶⁾ – underlying ⁽⁴⁾ (cents)	57.10	70.16

Notes:

- (1) Coal-related revenue accounts for less than 5% of the SCI Group's total revenue.
- (2) EBITDA refers to earnings before net interest expense, tax, depreciation and amortisation.
- (3) Adjusted to include share of results of associates and joint ventures (net of tax).
- (4) Underlying results refers to results before Exceptional Items, DPN FXΔ and before fair valueΔ on energy derivatives.
- (5) Computed as PATMI from continuing operations divided by the weighted average number of 1,779 million SCI Shares (excluding treasury shares) per 1H2025.
- (6) Computed as underlying PATMI from continuing operations, divided by the weighted average number of 1,779 million SCI Shares (excluding treasury shares) per 1H2025.

4. Impact on Leverage.

- (i) The pro forma financial effects of the Proposed Acquisition on the leverage of the SCI Group as of 31 December 2024 are as follows:

	Before the Proposed Acquisition	After the Proposed Acquisition
Gross Debt ⁽¹⁾ (S\$ million)	8,671	14,710 ⁽²⁾
Net Debt (S\$ million)	7,800	13,605
Finance Cost (S\$ million)	372	625
Gross Debt/ Adjusted EBITDA – underlying ^(3,4) (x)	4.25	5.01
Net Debt/ Adjusted EBITDA – underlying ^(3,4) (x)	3.83	4.63
Gross Debt/Capitalisation ⁽⁵⁾ (%)	0.60	0.72
Adjusted EBITDA – underlying /Interest ^(3,6,7) (x)	5.48	4.70

Notes:

- (1) Gross debt amount includes unamortised financing fee.
- (2) Includes the Target Group's gross debt (excluding shareholder loans) of S\$1,055 million as of 31 December 2024.
- (3) Please refer to **paragraph 3** of this Appendix for the assumptions on Adjusted EBITDA - underlying.
- (4) Computed as gross debt as of 31 December 2024, divided by the underlying adjusted EBITDA for the financial year ended 31 December 2024.
- (5) Capitalisation is computed as gross debt, equity attributable to owners of SCI and non-controlling interests, as of 31 December 2024.
- (6) The term "Interest" refers to finance cost.

(7) Computed as underlying Adjusted EBITDA for the financial year ended 31 December 2024, divided by the finance cost for the financial year ended 31 December 2024.

- (ii) The pro forma financial effects of the Proposed Acquisition on the leverage of the SCI Group as of 30 June 2025 are as follows:

	Before the Proposed Acquisition	After the Proposed Acquisition
Gross Debt ⁽¹⁾ (S\$ million)	8,260	14,406 ⁽²⁾
Net Debt (S\$ million)	7,381	13,257
Finance Cost (S\$ million)	381	640
Gross Debt/ Adjusted EBITDA -underlying ^(3,4) (x)	4.04	4.98
Net Debt/ Adjusted EBITDA - underlying ^(3,4) (x)	3.61	4.58
Gross Debt/Capitalisation ⁽⁵⁾ (%)	0.60	0.72
Adjusted EBITDA – underlying /Interest ^(3,6,7) (x)	5.37	4.52

Notes:

- (1) Gross debt amount includes unamortised financing fee.
(2) Includes the Target Group's gross debt (exclude shareholder's loan) of S\$1,161 million as of 30 June 2025.
(3) Please refer to paragraph 3 of this Appendix for the assumptions on Adjusted EBITDA - underlying.
(4) Computed as gross debt as of 30 June 2025, divided by the underlying adjusted EBITDA for the 12-month period from 1 July 2024 to 30 June 2025.
(5) Capitalisation is computed as gross debt, equity attributable to owners of SCI and non-controlling interests, as of 30 June 2025.
(6) The term "Interest" refers to finance cost.
(7) Computed as underlying Adjusted EBITDA for the 12-month period from 1 July 2024 to 30 June 2025, divided by the finance cost for the 12-month period from 1 July 2024 to 30 June 2025.

5. Impact on Returns.

- (i) The pro forma financial effects of the Return on Equity ("ROE") of the SCI Group for the financial year ended 31 December 2024 are as follows:

	Before the Proposed Acquisition	After the Proposed Acquisition
ROE ^(1,2,3) (%)	20.3	22.3 ⁽²⁾
ROE – underlying ^(2,3,4) (%)	20.1	26.0 ⁽²⁾

Notes:

- (1) Computed as PATMI from continuing operations for the financial year ended 31 December 2024, divided by average equity attributable to owners of SCI as of 31 December 2024.
(2) Please refer to paragraph 3 of this Appendix for the assumptions on PATMI and PATMI - underlying.
(3) Equity attributable to owners of SCI as of 31 December 2024 includes the estimated transaction costs, the proforma PATMI in paragraph 4 of this Appendix.
(4) Computed as underlying PATMI from continuing operations for the financial year ended 31 December 2024, divided by average equity attributable to owners of SCI as of 31 December 2024.

- (ii) The pro forma financial effects of the Return on Equity (“**ROE**”) of the SCI Group for the 12-month period from 1 July 2024 to 30 June 2025 are as follows:

	Before the Proposed Acquisition	After the Proposed Acquisition
ROE ^(1,2,3) (%)	19.7	22.5 ⁽²⁾
ROE – underlying ^(2,3,4) (%)	19.7	24.3 ⁽²⁾

Notes:

- (1) Computed as PATMI from continuing operations for the 12-month period from 1 July 2024 to 30 June 2025, divided by average equity attributable to owners of SCI as of 30 June 2025
- (2) Please refer to paragraph 3 of this Appendix for the assumptions on PATMI and PATMI - underlying.
- (3) Equity attributable to owners of SCI as of 30 June 2025 includes the estimated transaction costs, the proforma PATMI in paragraph 4 of this Appendix.
- (4) Computed as underlying PATMI from continuing operations for the 12-month period from 1 July 2024 to 30 June 2025, divided by average equity attributable to owners of SCI as of 30 June 2025