



**Sembcorp Industries Ltd**  
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## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“**EGM**”) of Sembcorp Industries Ltd (the “**Company**”) will be convened and held by way of electronic means on 8 November 2022 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution which will be proposed as an ordinary resolution. All terms used in this Notice which are not defined herein shall have the meanings ascribed to them in the Company’s circular to shareholders dated 22 October 2022 in relation to the Proposed Sale (the “**Circular**”):

### ORDINARY RESOLUTION: PROPOSED SALE

RESOLVED THAT:

- (a) the proposed sale by Sembcorp Utilities Pte Ltd (“**SCU**”) to Tanweer Infrastructure S.A.O.C. (the “**Purchaser**”) of (i) 5,433,668,484 equity shares of par value INR10 each (“**SEIL Shares**”) in the capital of Sembcorp Energy India Limited, and (ii) the beneficial interest in respect of 90 SEIL Shares, the legal interest in which are held by certain nominees of SCU, representing in aggregate 100 per cent. of all SEIL Shares (the “**Proposed Sale**”), on and subject to the terms and conditions set out in (A) the share purchase agreement dated 5 September 2022 between SCU and Tanweer Infrastructure Pte. Ltd. (the “**Previous Purchaser**”), as amended, restated and novated to the Purchaser (the “**Share Purchase Agreement**”) and (B) the deferred payment note dated 5 September 2022 between SCU and the Previous Purchaser, as amended, restated and novated to the Purchaser (the “**Deferred Payment Note**”), be and is hereby approved; and
- (b) the Directors and each of them be and are hereby severally authorised to complete and do all such acts and things (including, without limitation, executing such documents as may be required pursuant to or in connection with the Share Purchase Agreement and/or the Deferred Payment Note and to make such amendments to the Share Purchase Agreement, the Deferred Payment Note and/or such other documents as the Directors may consider necessary, desirable and expedient) as they or he or she may consider necessary, desirable or expedient or in the interests of the Company to give effect to the Proposed Sale.

BY ORDER OF THE BOARD

Tan Yen Hui  
Company Secretary

Singapore  
22 October 2022

### NOTES:

1. The EGM is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice will not be sent to members. Instead, this Notice will be made available by electronic means via publication on the Company’s website at the URL <https://www.sembcorp.com/en/investor-relations/extraordinary-general-meeting/>. 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:
  - (i) attendance at the EGM via electronic means (including arrangements by which the EGM can be electronically accessed via live audio-visual webcast or live audio-only stream);
  - (ii) submission of questions to the Chairman of the EGM in advance of, or “live” through the audio-visual webcast platform at, the EGM; and
  - (iii) voting at the EGM (a) “live” by the member or his/its duly appointed proxy(ies) (other than the Chairman of the EGM) via electronic means or (b) by appointing the Chairman of the EGM as proxy to vote on the member’s behalf at the EGM,

are set out in the accompanying Company’s announcement dated 22 October 2022. This announcement may be accessed at the Company’s website at the URL <https://www.sembcorp.com/en/investor-relations/sgx-announcements/> and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

3. **To keep physical interactions and COVID-19 transmission risk to a minimum, the Company is not providing for physical attendance by members at the EGM. A member who wishes to exercise his/its voting rights at the EGM may:**

- (i) **(where the member is an individual) vote “live” via electronic means at the EGM, or (whether the member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the EGM) to vote “live” via electronic means at the EGM on his/its behalf; or**
- (ii) **(whether the member is an individual or a corporate) appoint the Chairman of the EGM as his/its proxy to vote on his/its behalf at the EGM.**

The accompanying proxy form may be accessed at the Company’s website at the URL <https://www.sembcorp.com/en/investor-relations/extraordinary-general-meeting/>, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

4. (i) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. 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.
- (ii) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, 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 given 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:

- (i) if submitted by post, be lodged at the office of the Company’s Share Registrar, M & C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902; or
- (ii) if submitted electronically, be submitted (a) via email to the Company’s Share Registrar at [gpe@mncsingapore.com](mailto:gpe@mncsingapore.com) or (b) via the pre-registration website at the URL <https://www.sembcorp.com/en/investor-relations/extraordinary-general-meeting/>,

in each case, by 10:00 a.m. on 5 November 2022 (being not less than 72 hours before the time appointed for the EGM).

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 scanning and sending it by email to the email address provided above. Alternatively, a member may download, complete and authorise the proxy form by way of the affixation of an electronic signature, before sending it by email to the email address provided above.

**Due to the current COVID-19 situation in Singapore, members are strongly encouraged to submit completed instruments appointing a proxy(ies) electronically via email or via the pre-registration website at the URL <https://www.sembcorp.com/en/investor-relations/extraordinary-general-meeting/>.**

7. Central Provident Fund (“**CPF**”) and Supplementary Retirement Scheme (“**SRS**”) investors:

- (i) may vote “live” via electronic means at the EGM 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
- (ii) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5:00 p.m. on 27 October 2022.

**Personal data privacy:**

By submitting an instrument appointing a proxy(ies) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (a) 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 proxy(ies) appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (the “**Purposes**”); (b) 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 (c) 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.