

## **EXTRAORDINARY GENERAL MEETING TO BE HELD ON 8 NOVEMBER 2022**

*Unless otherwise defined, all capitalised terms shall bear the same meanings ascribed to them in the Circular (as defined below).*

**Singapore, 22 October 2022 –**

- 1. Background.** Sembcorp Industries Ltd (“**SCI**” or the “**Company**”) refers to:
  - 1.1.** the Company’s announcement dated 5 September 2022 in relation to the Proposed Sale;
  - 1.2.** the COVID-19 (Temporary Measures) Act 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
  - 1.3.** the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**Order**”) which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies;
  - 1.4.** the joint statement by the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation of 13 April 2020 (and subsequently updated on 27 April 2020, 22 June 2020, 1 October 2020 and 4 February 2022) which provides additional guidance on the conduct of general meetings amid the evolving COVID-19 situation;
  - 1.5.** the Regulator’s Column titled “What SGX RegCo expects on the conduct of general meetings amid the ongoing COVID-19 situation” published by the Singapore Exchange Regulation on 16 December 2021; and
  - 1.6.** the Regulator’s Column titled “Live engagement and voting expected at all AGMs for FYs ending 30 June 2022 or after” published by the Singapore Exchange Regulation on 23 May 2022, requiring any general meetings on or after 1 October 2022 seeking shareholders’ approval for corporate transactions to adopt real-time electronic voting and real-time electronic communications during the general meeting.

2. **Date, time and conduct of Extraordinary General Meeting.** The Company is pleased to announce that the Company has today issued a circular to shareholders of the Company (“**Shareholders**”) dated 22 October 2022 (the “**Circular**”) setting out further information on the Proposed Sale. The purpose of the Circular is to provide Shareholders with information pertaining to, and to seek Shareholders’ approval at an extraordinary general meeting of the Company (the “**EGM**”) for, the Proposed Sale. Pursuant to the Order, the EGM will be convened and held by way of electronic means, on **Tuesday, 8 November 2022 at 10.00 a.m.** (Singapore time).

The Company’s Chairman, Mr Ang Kong Hua, and Group President & CEO, Mr Wong Kim Yin, will conduct the proceedings of the EGM.

3. **Circular, Notice and Proxy Form.** The Circular, the notice of the EGM (the “**Notice**”) and the Proxy Form will be made available to Shareholders by electronic means via publication on the Company’s website and will also be made available on the Singapore Exchange Limited (“**SGX**”) website<sup>1</sup>. No printed copies of these documents will be sent to Shareholders.

4. **No personal attendance at the EGM.** To keep physical interactions and COVID-19 transmission risk to a minimum, **the Company is not providing for physical attendance by Shareholders at the EGM.**

The EGM will be conducted virtually. To facilitate shareholder engagement, the Company will implement real-time remote electronic voting (“live” voting) and real-time electronic communications (“live” Q&A) at the EGM.

5. **Alternative arrangements for participation at the EGM.** Shareholders may participate at the EGM by:

- (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 Shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the EGM)<sup>2</sup> via electronic means or (b) by appointing the Chairman of the EGM as proxy to vote on their behalf at the EGM.

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<sup>1</sup> The Circular, the Notice and the Proxy Form may be accessed at the Company’s website at the URL <https://www.sembcorp.com/en/investor-relations/extraordinary-general-meeting/> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

<sup>2</sup> For the avoidance of doubt, CPF and SRS investors will not be able to appoint third party proxy(ies) (i.e., persons other than the Chairman of the EGM) to vote “live” at the EGM on their behalf.

Details of the steps for pre-registration, submission of questions and voting at the EGM by shareholders, including Central Provident Fund (“CPF”) and Supplementary Retirement Scheme (“SRS”) investors, are set out in the Appendix to this announcement.

In particular, CPF and SRS investors should note that they (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**.

**6. Persons who hold SCI Shares through relevant intermediaries.** Persons who hold ordinary shares of the Company (“SCI Shares”) through relevant intermediaries (as defined in section 181 of the Companies Act 1967), including CPF and SRS investors, and who wish to participate in the EGM by:

- (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” via electronic means or (b) by appointing the Chairman of the EGM as proxy to vote on their behalf at the EGM,

should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such SCI Shares as soon as possible in order for the necessary arrangements to be made for their participation in the EGM.

**7. Key dates / deadlines.** In summary, the key dates / deadlines which Shareholders should take note of are set out in the table below:

Key Dates	Actions
<b>9.00 a.m. on 22 October 2022 (Saturday)</b>	Shareholders and, where applicable, their appointed proxy(ies), may begin to pre-register at the pre-registration website at the URL <a href="https://www.sembcorp.com/en/investor-relations/extraordinary-general-meeting/">https://www.sembcorp.com/en/investor-relations/extraordinary-general-meeting/</a> for live audio-visual webcast / live audio-only stream of the EGM proceedings, submission of questions in advance of the EGM and appointment of proxy(ies).

Key Dates	Actions
<b>5.00 p.m. on 27 October 2022 (Thursday)</b>	Deadline for CPF or SRS investors who wish to appoint the Chairman of the EGM as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes.
<b>8.00 a.m. on 30 October 2022 (Sunday)</b>	Deadline for Shareholders (including CPF and SRS investors) to submit questions in advance of the EGM.
<b>2 November 2022 (Wednesday) before trading hours</b>	The Company will publish its responses to the substantial and relevant questions submitted by Shareholders by the <b>30 October 2022</b> deadline on the Company's website at the URL <a href="https://www.sembcorp.com/en/investor-relations/extraordinary-general-meeting/">https://www.sembcorp.com/en/investor-relations/extraordinary-general-meeting/</a> and on the SGX website at the URL <a href="https://www.sgx.com/securities/company-announcements">https://www.sgx.com/securities/company-announcements</a> .
<b>10.00 a.m. on 5 November 2022 (Saturday)</b>	Deadline for Shareholders to: <ul style="list-style-type: none"> <li>• pre-register for live audio-visual webcast / live audio-only stream of the EGM proceedings; and</li> <li>• submit Proxy Forms.</li> </ul> <p><b>Shareholders who wish to appoint third party proxy(ies) are encouraged to submit their Proxy Forms early and should request their proxy(ies) to pre-register for the live audio-visual webcast or live audio-only stream of the EGM proceedings by this deadline.</b></p>
<b>12.00 p.m. on 7 November 2022 (Monday)</b>	Authenticated Shareholders and, where applicable, their appointed proxy(ies), who have pre-registered via the pre-registration website will receive an email via the email address provided on pre-registration, which will contain the instructions on how to access the live audio-visual webcast and a toll-free telephone number and conference code to access the live audio-only stream of the EGM proceedings (the " <b>Confirmation Email</b> "). <p>Shareholders and, where applicable, their appointed proxy(ies), who do not receive the Confirmation Email by <b>12.00 p.m. on 7 November 2022</b>, but have registered by the <b>5 November 2022</b> deadline should contact the Company's Share Registrar, M &amp; C Services Private Limited, at +65 6228 0506 or via email at <a href="mailto:gpe@mncsingapore.com">gpe@mncsingapore.com</a> before <b>5.00 p.m. on 7 November 2022</b> or between <b>8.00 a.m. and 9.00 a.m. on 8 November 2022</b>.</p>

Key Dates	Actions
<p><b>Date and time of EGM</b></p> <p><b>10.00 a.m. on 8 November 2022 (Tuesday)</b></p>	<ul style="list-style-type: none"> <li>• Go to the pre-registration website and enter the email address and password created during pre-registration to access the live audio-visual webcast of the EGM proceedings; or</li> <li>• Call the toll-free telephone number and enter the conference code in the Confirmation Email to access the live audio-only stream of the EGM proceedings.</li> </ul> <p>Shareholders and, where applicable, their appointed proxy(ies), must access the EGM proceedings via the live audio-visual webcast in order to submit relevant questions “live” through the audio-visual webcast platform at the EGM and/or vote at the EGM “live” via electronic means.</p>

8. **Further information.** For more information, Shareholders can refer to the FAQs on the Company’s website at the URL <https://www.sembcorp.com/en/investor-relations/extraordinary-general-meeting/> or email the Company at [investorrelations@sembcorp.com](mailto:investorrelations@sembcorp.com).
9. **Important reminder.** Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change its arrangements for the EGM at short notice. Shareholders should check the Company’s website at the URL <https://www.sembcorp.com/en/investor-relations/extraordinary-general-meeting/> or the SGX website at the URL <https://www.sgx.com/securities/company-announcements> for the latest updates on the status of the EGM.

The Company would like to thank all Shareholders for their patience and co-operation in enabling the Company to hold the EGM with the optimum safe distancing measures amidst the current COVID-19 pandemic.

BY ORDER OF THE BOARD

Tan Yen Hui  
Company Secretary

22 October 2022

## APPENDIX

### Steps for pre-registration, submission of questions and voting at the EGM

Shareholders will be able to observe and/or listen to the EGM proceedings through a live audio-visual webcast or live audio-only stream via their mobile phones, tablets or computers, submit questions to the Chairman of the EGM in advance of, or “live” through the audio-visual webcast platform at, the EGM, and vote at the EGM (a) “live” by the Shareholders themselves or their 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 their behalf at the EGM.

To do so, they will need to complete the following steps:

No.	Steps	Details
1.	<b>Pre-registration</b>	<p><b>Shareholders (including CPF and SRS investors) and, where applicable, their appointed proxy(ies), must pre-register at the pre-registration website at <a href="https://www.sembcorp.com/en/investor-relations/extraordinary-general-meeting/">https://www.sembcorp.com/en/investor-relations/extraordinary-general-meeting/</a> from 9.00 a.m. on 22 October 2022 up to 10.00 a.m. on 5 November 2022 to enable the Company to verify their status as Shareholders.</b></p> <p>Following the verification, authenticated Shareholders will receive a Confirmation Email by <b>12.00 p.m. on 7 November 2022</b>. Shareholders will be able to login to the pre-registration website using their login credentials created during pre-registration to access the live audio-visual webcast and a toll-free telephone number and conference code to access the live audio-only stream of the EGM proceedings.</p> <p>Shareholders who do not receive an email by <b>12.00 p.m. on 7 November 2022</b>, but have registered by the 5 November 2022 deadline, should contact the Company’s Share Registrar, M &amp; C Services Private Limited, at +65 6228 0506 or via email at <a href="mailto:gpe@mncsingapore.com">gpe@mncsingapore.com</a> before 5.00 p.m. on 7 November 2022 or between 8.00 a.m. and 9.00 a.m. on 8 November 2022.</p>
2.	<b>Submit questions in advance of, or “live” through the audio-visual webcast platform at, the EGM</b>	<p><b>Shareholders, including CPF and SRS investors, can submit their questions in advance of, or “live” through the audio-visual webcast platform at, the EGM.</b></p> <p><b>Submission of substantial and relevant questions in advance of the EGM.</b> Shareholders can submit questions related to the resolution to be tabled for approval at the EGM to the Chairman of the EGM, in advance of the EGM, in the following manner:</p>

No.	Steps	Details
		<p>(a) <b>Via pre-registration website.</b> Shareholders who pre-register to observe and / or listen to the EGM proceedings may submit their questions via the pre-registration website at the URL <a href="https://www.sembcorp.com/en/investor-relations/extraordinary-general-meeting/">https://www.sembcorp.com/en/investor-relations/extraordinary-general-meeting/</a>. Pre-registration commences from <b>9.00 a.m. on 22 October 2022.</b></p> <p>(b) <b>Via email.</b> Shareholders may submit their questions via email to <a href="mailto:gpe@mncsingapore.com">gpe@mncsingapore.com</a>.</p> <p>(c) <b>By post.</b> Shareholders may also submit their questions by post to the Company's Share Registrar, M &amp; C Private Limited, at 112 Robinson Road, #05-01, Singapore 068902.</p> <p>When submitting questions via email or by post, please also provide the following details:</p> <ul style="list-style-type: none"> <li>• your full name;</li> <li>• NRIC / passport number;</li> <li>• your address; and</li> <li>• the manner in which you hold Shares (e.g., via CDP, CPF, SRS and/or scrip based).</li> </ul> <p><b>Deadline to submit questions.</b> All questions submitted in advance of the EGM via any of the above channels must be received by the Company or the Company's Share Registrar (as the case may be), no later than <b>8.00 a.m. on 30 October 2022.</b></p> <p><b>Submission of substantial and relevant questions "live" at the EGM.</b> Shareholders (including CPF and SRS investors) and, where applicable, appointed proxy(ies), can also ask the Chairman of the EGM substantial and relevant questions related to the resolution to be tabled for approval at the EGM, "live" at the EGM by typing in and submitting their questions through the "Ask a question" function via the audio-visual webcast platform.</p> <p>Shareholders (including CPF and SRS investors) and, where applicable, appointed proxy(ies), who wish to ask questions "live" at the EGM must first pre-register at the pre-registration website at the URL <a href="https://www.sembcorp.com/en/investor-relations/extraordinary-general-meeting/">https://www.sembcorp.com/en/investor-relations/extraordinary-general-meeting/</a>.</p>

No.	Steps	Details
		<p><b>Addressing questions.</b> The Company will address substantial and relevant questions received from shareholders by the <b>30 October 2022</b> deadline by publishing our responses to such questions on the Company’s website at the URL <a href="https://www.sembcorp.com/en/investor-relations/extraordinary-general-meeting/">https://www.sembcorp.com/en/investor-relations/extraordinary-general-meeting/</a> and on the SGX website at the URL <a href="https://www.sgx.com/securities/company-announcements">https://www.sgx.com/securities/company-announcements</a> on <b>2 November 2022</b>.</p> <p>The Company will also, during the EGM, address as many substantial and relevant questions (which are related to the resolution to be tabled for approval at the EGM) which have not already been addressed prior to the EGM, as well as those received “live” at the EGM, as possible. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.</p> <p><b>Minutes of EGM.</b> The Company will publish the minutes of the EGM on the Company’s website and on the SGX website within one month after the EGM, and the minutes will include the responses to substantial and relevant questions from Shareholders (if any) which are addressed during the EGM.</p>
3.	<p><b>Vote “live”, or submit Proxy Forms to vote “live”, at the EGM</b></p>	<p><b>Shareholders who wish to exercise their voting rights at the EGM may:</b></p> <p>(a) (where such Shareholders are individuals) vote “live” via electronic means at the EGM or (whether such Shareholders are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the EGM) to vote “live” via electronic means at the EGM on their behalf; or</p> <p>(b) (whether such Shareholders are individuals or corporates) appoint the Chairman of the EGM as their proxy to vote on their behalf at the EGM.</p> <p><b>Pre-register to vote “live” at the EGM.</b> Shareholders (including CPF and SRS investors) and, where applicable, appointed proxy(ies), who wish to vote “live” at the EGM must first pre-register at the pre-registration website at the URL <a href="https://www.sembcorp.com/en/investor-relations/extraordinary-general-meeting/">https://www.sembcorp.com/en/investor-relations/extraordinary-general-meeting/</a>.</p>



No.	Steps	Details
		<p><b>Submission of Proxy Forms.</b> Proxy Forms must be submitted in the following manner:</p> <ul style="list-style-type: none"> <li>(a) if submitted by post, be lodged at the office of the Company’s Share Registrar, M &amp; C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902; or</li> <li>(b) if submitted electronically, be submitted: <ul style="list-style-type: none"> <li>(i) via email to the Company’s Share Registrar at <a href="mailto:gpe@mncsingapore.com">gpe@mncsingapore.com</a> or</li> <li>(ii) via the pre-registration website at the URL <a href="https://www.sembcorp.com/en/investor-relations/extraordinary-general-meeting/">https://www.sembcorp.com/en/investor-relations/extraordinary-general-meeting/</a>,</li> </ul> </li> </ul> <p>in each case, by <b>10.00 a.m. on 5 November 2022</b> (being not less than 72 hours before the time appointed for the EGM).</p> <p>A Shareholder who wishes to submit a Proxy Form 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 Shareholder 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.</p> <p><b>Due to the current COVID-19 situation in Singapore, Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email or via the pre-registration website at the URL <a href="https://www.sembcorp.com/en/investor-relations/extraordinary-general-meeting/">https://www.sembcorp.com/en/investor-relations/extraordinary-general-meeting/</a>.</b></p> <p>Appointed proxy(ies) (other than the Chairman of the EGM) will be prompted via email (within 2 business days after the Company’s receipt of a validly completed and submitted proxy form) to pre-register at the pre-registration website at <a href="https://www.sembcorp.com/en/investor-relations/extraordinary-general-meeting/">https://www.sembcorp.com/en/investor-relations/extraordinary-general-meeting/</a> in order to access the “live” audiovisual webcast/“live” audio-only stream of the EGM proceedings. Shareholders who wish to appoint third party proxy(ies) are encouraged to submit their proxy forms early, and should inform their proxy(ies) to pre-register by <b>10.00 a.m. on 5 November 2022</b>.</p>

No.	Steps	Details
		<p><b>CPF and SRS investors.</b> CPF and SRS investors:</p> <ul style="list-style-type: none"> <li>(a) 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</li> <li>(b) 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 <b>5.00 p.m. on 27 October 2022.</b></li> </ul>