

SEMBCORP INDUSTRIES LTD

(Company Registration No. 199802418D)
(Incorporated in the Republic of Singapore)

MINUTES OF THE EXTRAORDINARY GENERAL MEETING HELD ON TUESDAY, 8 NOVEMBER 2022 AT 10.00 A.M. BY WAY OF ELECTRONIC MEANS

Board of Directors

Present in person: Mr Ang Kong Hua (Chairman)
Mr Wong Kim Yin (Group President & CEO)

Present remotely: Mr Tow Heng Tan
Mr Tham Kui Seng
Mr Ajaib Haridass
Mr Yap Chee Keong
Dr Josephine Kwa Lay Keng
Mr Nagi Hamiyeh
Mr Lim Ming Yan

In Attendance / By Invitation

Present in person / remotely:

Key Executives: Mr Eugene Cheng (Group CFO)
Mr Robert Chong (Chief Corporate & HR Officer)
Ms Looi Lee Hwa (General Counsel)
Mr Vipul Tuli (CEO, South Asia)
Mr Wong Kiew Kwong (Head, GIA)

Company Secretary: Ms Tan Yen Hui

Auditors: Mr Alex Koh, Partner, KPMG LLP
Mr Desmond Zhou, Senior Manager, KPMG LLP
Ms Josie Lee, Manager, KPMG LLP
Mrs Elvina Tee, Manager, KPMG LLP

Legal Advisers: Ms Lim Mei, Partner, Allen & Gledhill LLP
Ms Song Su-Min, Partner, Allen & Gledhill LLP
Mr Daniel Lin, Partner, Sidley Austin LLP
Mr John D. Inglis, Counsel, Sidley Austin LLP

Financial Advisers: Mr Lim Kwang Ming, Director, HSBC
Mr Glen Ng, Analyst, HSBC
Mr Loh Eu Wen, Analyst, HSBC

Scrutineers: Mr Andrew Teoh, Assurance Director, T S Tay Public
Accounting Corporation
Mr Tang Chin Sheng, Senior Auditor, T S Tay Public Accounting
Corporation

PARTICIPATION BY SHAREHOLDERS

The Meeting noted that 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, arrangement had been made for shareholders to participate at the Extraordinary General Meeting (“**Meeting**”) via electronic means. Real-time remote electronic voting (“live” voting) and real-time electronic communications (“live” Q&A) were implemented at the Meeting.

PRESENTATION BY GROUP PRESIDENT & CEO AND GROUP CHIEF FINANCIAL OFFICER

Mr Wong Kim Yin, Group President & CEO (“**GP&CEO**”) and Mr Eugene Cheng, Group Chief Financial Officer (“**GCFO**”), took the Meeting through a presentation on the proposed sale of entire shareholding in Sembcorp Energy India Limited (“**SEIL**”) by Sembcorp Utilities Pte Ltd (the “**Proposed Sale**”). The presentation slides can be found at URL https://www.sembcorp.com/en/media/783290/sci_egm-presentation_081122.pdf.

CHAIRMAN

After the presentation, Mr Ang Kong Hua, Chairman of the Board of Directors, called the Meeting to order.

QUORUM / NOTICE OF MEETING

Chairman advised that there were sufficient shareholders present to form a quorum. The Notice dated 22 October 2022 was taken as read.

POLL VOTING

Chairman informed the shareholders that voting would be conducted by poll. Further, shareholders had appointed the Chairman of the Meeting as their proxy to vote on their behalf and the Chairman of the Meeting would be voting on behalf of such shareholders according to their specific instructions on the resolution. Shareholders accessing the Meeting would be able to vote in real time through the webcast platform.

All proxy forms that had been submitted at least 72 hours before the Meeting and the webcast polling system had been verified by the Company’s share registrar, M & C Services Private Limited, and the independent scrutineer, TS Tay Public Accounting Corporation.

Chairman further informed the shareholders present that voting is open and they may cast their votes during the course of the Meeting.

QUESTION AND ANSWER SESSION

Chairman then invited shareholders to post their questions using the webcast platform. The explanations and answers given by Chairman, GP&CEO and GCFO in response to substantial and relevant questions submitted by shareholders were summarised as follows:

A. Rationale for the Deferred Payment Note

- i. The transaction structure of the Proposed Sale is an outright sale with the sale price settled by the purchaser via a Deferred Payment Note (“DPN”);
- ii. There is limited availability of funding for coal-related projects due to ESG considerations of financial institutions globally. Thermal coal transactions, particularly in India, were concluded at significant discount to fair value in the last few years due to lack of or limitations in financing;
- iii. The option of vendor financing via a DPN was given to bidders to address the above financing issues and realise the fair value of the assets, with a view to facilitate the sale;
- iv. The assets are expected to maintain stable cash flows and distributions after completion of the Proposed Sale, due to 85% of the plant operations underpinned by long-term fixed power purchaser agreements, and Sembcorp rendering advisory services to maintain the high degree of operational efficiency in the management of the assets. This would enable the purchaser to, *inter alia*, service the DPN; and
- v. To support on a continuing basis the decarbonisation initiatives at SEIL to reduce its GHG emissions intensity, Sembcorp would provide a financial incentive, where the interest rate under the DPN would reduce correspondingly with improvements in SEIL’s GHG emissions intensity.

B. Selection of buyer

- i. The Proposed Sale was calibrated with key considerations to ensure stable transition to a proven and trusted long-term partner, accelerate the transformation of our portfolio from brown to green, strengthen our balance sheet with the deconsolidation of SEIL, preserve value for shareholders and protect interests of stakeholders;
- ii. Sembcorp conducted a broad market sounding for a potential sale of SEIL in 2020, and followed up with targeted market sounding exercise in 2021 with potential bidders to gauge the market’s appetite for a transaction. Bidders were then invited to participate in the competitive sale process which culminated in the Proposed Sale;
- iii. The competitive sale process was held with the advice of reputable international legal and financial advisors; and

- iv. The purchaser is indirectly owned by the Tanweer Consortium, which is led by Oman Investment Corporation S.A.O.C. ("**OIC**"), a leading private equity investment company located in the Sultanate of Oman. OIC is also a proven and trusted long-term partner of Sembcorp, having jointly developed and operated the Salalah Independent Power and Water Plant in Oman since 2009. Partnering OIC in this consortium, Ministry of Defence Pension Fund, Oman is one of Oman's largest pension funds, with significant investments across power and infrastructure.

C. Payment of dividends after the Proposed Sale

- i. As and when payment is received from the purchaser under the DPN, the proceeds would be primarily utilized to drive the growth of our renewables portfolio, in line with our strategic plan to transform our portfolio from brown to green;
- ii. Sembcorp's dividend policy aims to balance cash return to shareholders and investment for sustaining growth and driving our strategic transformation, while ensuring an efficient capital structure; and
- iii. Sembcorp strives to provide consistent and sustainable ordinary dividend payments to our shareholders.

ORDINARY RESOLUTION – PROPOSED SALE

Chairman proceeded to propose the following ordinary resolution:

"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."

There being no further questions, Chairman put the ordinary resolution to vote by way of poll.

Chairman announced the following poll results, which have been duly verified, and declared the ordinary resolution carried.

Ordinary Resolution	For		Against	
	Number of Shares	Percentage %	Number of Shares	Percentage %
To approve the Proposed Sale	1,247,903,638	99.95	615,200	0.05

There being no other business to discuss, the Meeting ended at 10.30 a.m. with a vote of thanks to the Chair.

Signed by Chairman of the Meeting