

SEMBCORP MARINE LTD

NOTICE OF ANNUAL GENERAL MEETING

Company Registration No. 196300098Z
(Incorporated in Singapore)

NOTICE IS HEREBY GIVEN THAT the 53rd Annual General Meeting of Sembcorp Marine Ltd (the “Company”) will be held at *The Auditorium, NTUC Centre, Level 7, One Marina Boulevard, Singapore 018989* on Monday, 18 April 2016 at 11.00 am to transact the following businesses:

ROUTINE BUSINESS

- | | | |
|---|--|---------------|
| 1 | To receive and adopt the directors’ statement and audited financial statements for the year ended 31 December 2015 and the auditor’s report thereon. | Resolution 1 |
| 2 | To declare a final one-tier tax exempt dividend of 2 cents per ordinary share for the year ended 31 December 2015. | Resolution 2 |
| 3 | To re-elect the following directors, each of whom will retire by rotation pursuant to Article 91 of the Company’s Constitution and who, being eligible, have offered themselves for re-election: | |
| | (a) Mr Ajaib Haridass | Resolution 3 |
| | (b) Mr Lim Ah Doo | Resolution 4 |
| | (c) Mr Wong Weng Sun | Resolution 5 |
| 4 | To re-elect the following directors, each of whom will cease to hold office pursuant to Article 97 of the Company’s Constitution and who, being eligible, have offered themselves for re-election: | |
| | (a) Mrs Gina Lee-Wan | Resolution 6 |
| | (b) Mr Bob Tan Beng Hai | Resolution 7 |
| 5 | To approve additional directors’ fees of S\$904,792 for the year ended 31 December 2015. (See explanatory note.) | Resolution 8 |
| 6 | To approve directors’ fees of up to S\$2,600,000 for the year ending 31 December 2016 (2015: up to S\$2,037,000). (See explanatory note.) | Resolution 9 |
| 7 | To re-appoint KPMG LLP as the auditor of the Company and authorise the directors to fix their remuneration. | Resolution 10 |

SPECIAL BUSINESS

To consider and, if thought fit, to pass, with or without modifications, the following resolutions, of which Resolutions 11, 12, 13 and 14 will be proposed as Ordinary Resolutions and Resolution 15 will be proposed as a Special Resolution:

- | | | |
|---|---------------------------------------|---------------|
| 8 | Renewal of Share Issue Mandate | Resolution 11 |
|---|---------------------------------------|---------------|

That authority be and is hereby given to the directors to:

- (a) (i) issue shares of the Company (“shares”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “Instruments”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

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; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the directors while this Resolution was in force,

SEMBCORP MARINE LTD

NOTICE OF ANNUAL GENERAL MEETING

Company Registration No. 196300098Z
(Incorporated in Singapore)

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued shares excluding treasury shares (as calculated in accordance with paragraph (2) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 5% of the total number of issued shares excluding treasury shares (as calculated in accordance with paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (the "SGX-ST")) for the purpose of determining the aggregate number of shares that may be issued under paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) at the time this Resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue or consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.

9 **Renewal of Share Plan Mandate**

Resolution 12

That approval be and is hereby given to the directors to:

- (a) grant awards in accordance with the provisions of the Sembcorp Marine Performance Share Plan 2010 (the "Performance Share Plan") and/or the Sembcorp Marine Restricted Share Plan 2010 (the "Restricted Share Plan") (the Performance Share Plan and the Restricted Share Plan, together the "Share Plans"); and
- (b) allot and issue from time to time such number of ordinary shares of the Company as may be required to be delivered pursuant to the vesting of awards under the Share Plans,

provided that:

- (i) the aggregate number of (i) new ordinary shares allotted and issued and/or to be allotted and issued, (ii) existing ordinary shares (including shares held in treasury) delivered and/or to be delivered, and (iii) ordinary shares released and/or to be released in the form of cash in lieu of shares, pursuant to the Share Plans, shall not exceed 7% of the total number of issued shares of the Company (excluding treasury shares) from time to time; and

SEMBCORP MARINE LTD

NOTICE OF ANNUAL GENERAL MEETING

Company Registration No. 196300098Z
(Incorporated in Singapore)

- (ii) the aggregate number of ordinary shares under awards to be granted pursuant to the Share Plans during the period commencing from this annual general meeting and ending on the date of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier, shall not exceed 1% of the total number of issued shares of the Company (excluding treasury shares) from time to time.

10 Renewal of IPT mandate

Resolution 13

That:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual ("Chapter 9") of the Singapore Exchange Securities Trading Limited, for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in Appendix 1 to the Company's Letter to Shareholders dated 23 March 2016 (the "Letter") with any party who is of the class of interested persons described in Appendix 1 to the Letter, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions;
- (b) the approval given in paragraph (1) above (the "IPT Mandate") shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company; and
- (c) the directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the IPT Mandate and/or this Resolution.

11 Renewal of Share Purchase Mandate

Resolution 14

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 (the "Companies Act"), the exercise by the directors of all the powers of the Company to purchase or otherwise acquire issued ordinary shares of the Company ("Shares") not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (i) market purchase(s) on the Singapore Exchange Securities Trading Limited (the "SGX-ST") and/or any other securities exchange on which the Shares may for the time being be listed and quoted ("Other Exchange"); and/or
 - (ii) off-market purchase(s) (if effected otherwise than on the SGX-ST or, as the case may be, the Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST or, as the case may be, Other Exchange, as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");

SEMBCORP MARINE LTD

NOTICE OF ANNUAL GENERAL MEETING

Company Registration No. 196300098Z
(Incorporated in Singapore)

(b) unless varied or revoked by the Company in general meeting, the authority conferred on the directors pursuant to the Share Purchase Mandate may be exercised by the directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:

- (i) the date on which the next annual general meeting of the Company is held;
- (ii) the date by which the next annual general meeting of the Company is required by law to be held; and
- (iii) the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

(c) in this Resolution:

“Average Closing Price” means the average of the last dealt prices of a Share for the five consecutive market days on which the Shares are transacted on the SGX-ST or, as the case may be, the Other Exchange, immediately preceding the date of market purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the off-market purchase, and deemed to be adjusted in accordance with the listing rules of the SGX-ST for any corporate action which occurs after the relevant five day period;

“date of the making of the offer” means the date on which the Company makes an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the relevant terms of the equal access scheme for effecting the off-market purchase;

“Maximum Limit” means that number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares as at that date); and

“Maximum Price”, in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a market purchase of a Share, 105% of the Average Closing Price of the Shares; and
- (ii) in the case of an off-market purchase of a Share pursuant to an equal access scheme, 110% of the Average Closing Price of the Shares; and

(d) the directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

12 Adoption of New Constitution

Resolution 15

That the regulations contained in the new Constitution submitted to this meeting and, for the purpose of identification, subscribed to by the Chairman thereof, be approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the existing Constitution.

By Order of the Board

Tan Yah Sze
Company Secretary

23 March 2016

SEMBCORP MARINE LTD

NOTICE OF ANNUAL GENERAL MEETING

Company Registration No. 196300098Z
(Incorporated in Singapore)

Explanatory Notes:

Resolutions 3 to 7 – Detailed information on these directors can be found under the Board of Directors and Corporate Governance Report sections in the Annual Report 2015.

Resolutions 4 and 7 – If re-elected, both Mr Lim Ah Doo and Mr Bob Tan Beng Hai, each an independent director, will remain as members of the Audit Committee.

Resolution 8 – This resolution is to approve the payment of S\$904,792 as additional directors' fees (comprising a cash component and a share component) to meet the shortfall in the amount payable for the year ended 31 December 2015. The amount of S\$2,037,000 which was proposed and approved at the last annual general meeting held on 17 April 2015 ("2015 AGM") was insufficient due to (i) the appointment of two additional directors in 2015, (ii) the establishment of the Special Committee, and (iii) increased attendance fees attributed to the increase of the number of meetings of the Board and its committees held in 2015. The amount of S\$904,792 proposed as additional directors' fees for year 2015 includes a special fee of S\$500,000 payable to Mr Lim Ah Doo as Chairman of the Special Committee for his active oversight role in spearheading and guiding the Special Committee, which was established in February 2015 to conduct an internal investigation into an allegation of improper payments in Brazil and to deal with issues arising in connection with the matter. If approved, the aggregate amount of directors' fees payable for the year ended 31 December 2015 will be S\$2,941,792 (2014: S\$1,930,231). As stated in the notice of the 2015 AGM, up to 30% of the directors' fees for year 2015 may be paid out in the form of restricted share awards under the Sembcorp Marine Restricted Share Plan 2010. Detailed information can be found in pages 159 to 166 and 258 to 259 of the Annual Report 2015. Directors and their associates will abstain from voting on Resolution 8.

Resolution 9 – This resolution, if passed, will facilitate the payment of directors' fees during the financial year in which the fees are incurred, that is during the financial year ending 31 December 2016. The amount of directors' fees is computed based on the anticipated number of board and committee meetings for year 2016, assuming full attendance by all of the non-executive directors. In the event that the amount proposed is insufficient, approval will be sought at the next annual general meeting in year 2017 ("2017 AGM") before payments are made to directors for the shortfall. Directors and their associates will abstain from voting on Resolution 9.

The current intention is that the directors' fees for the non-executive directors for year 2016 will comprise a cash component and a share component, with up to 30% being paid out in the form of restricted share awards under the Sembcorp Marine Restricted Share Plan 2010. Any such award would typically consist of the grant of fully paid shares outright with no performance or vesting conditions attached, but with a selling moratorium. Under the directors' fee framework (which is set out on page 86 of the Annual Report 2015), non-executive directors are required to hold shares (including shares obtained by other means) worth S\$75,000; any excess may be sold as desired. A non-executive director can dispose of all of his shares one year after leaving the Board.

The cash component of the directors' fees for year 2016 is intended to be paid half-yearly in arrears. The share component of the directors' fees for year 2016 is intended to be paid after the 2017 AGM has been held. The actual number of shares to be awarded to each non-executive director holding office at the time of the payment is intended to be determined by reference to the volume-weighted average price of a share on the Singapore Exchange Securities Trading Limited (the "SGX-ST") over the 14 trading days from (and including) the day on which the shares are first quoted ex-dividend after the 2017 AGM (or, if no final dividend is proposed at the 2017 AGM, or the resolution to approve any such final dividend is not approved at the 2017 AGM, over the 14 trading days immediately following the date of the 2017 AGM). The number of shares to be awarded will be rounded down to the nearest hundred and any residual balance will be settled in cash. A non-executive director who steps down before the payment of the share component will receive all of his directors' fees for year 2016 (calculated on a pro-rated basis, where applicable) in cash.

Resolution 11 – This resolution is to empower the directors to issue shares of the Company and to make or grant Instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such Instruments, up to a number not exceeding 50% of the total number of issued shares of the Company excluding treasury shares, of which up to 5% may be issued other than on a *pro rata* basis to shareholders. The aggregate number of shares which may be issued shall be based on the total number of issued shares of the Company excluding treasury shares at the time that Resolution 11 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that Resolution 11 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.

SEMBCORP MARINE LTD

NOTICE OF ANNUAL GENERAL MEETING

Company Registration No. 196300098Z
(Incorporated in Singapore)

Resolution 12 – This resolution is to empower the directors to offer and grant awards pursuant to the Sembcorp Marine Performance Share Plan 2010 and the Sembcorp Marine Restricted Share Plan 2010 (collectively, the “Share Plans”) and to issue ordinary shares of the Company pursuant to the vesting of awards granted pursuant to the Share Plans provided that: (a) the aggregate number of (i) new ordinary shares allotted and issued and/or to be allotted and issued, (ii) existing ordinary shares (including shares held in treasury) delivered and/or to be delivered, and (iii) ordinary shares released and/or to be released in the form of cash in lieu of shares, pursuant to the Share Plans, shall not exceed 7% of the total number of issued shares of the Company (excluding treasury shares) from time to time; and (b) the aggregate number of ordinary shares under awards to be granted pursuant to the Share Plans during the period commencing from this annual general meeting and ending on the date of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier, shall not exceed 1% of the total number of issued shares of the Company (excluding treasury shares) from time to time. Approval for the adoption of the Share Plans was given by shareholders at an extraordinary general meeting of the Company held on 20 April 2010. The grant of awards under the Share Plans will be made in accordance with their respective provisions.

Resolution 13 – This resolution is to renew the mandate to enable the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9 of the Listing Manual), or any of them, to enter into certain interested person transactions with specified classes of interested persons, as described in the Letter to Shareholders dated 23 March 2016 (the “Letter”). Please refer to the Letter for more details.

Resolution 14 – This resolution is to renew the mandate to enable the Company to purchase or otherwise acquire issued ordinary shares of the Company, on the terms and subject to the conditions set out in the resolution.

The Company intends to use internal and/or external sources of funds to finance the purchase or acquisition of its ordinary shares. The amount of financing required for the Company to purchase or acquire its ordinary shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this Notice as these will depend on the number of ordinary shares purchased or acquired, the price at which such ordinary shares were purchased or acquired and whether the ordinary shares purchased or acquired are held in treasury or cancelled.

Based on the existing issued Shares as at 3 March 2016 (the “Latest Practicable Date”) and excluding any Shares held in treasury, the purchase by the Company of 10% of its issued Shares (and disregarding the 1,287,731 Shares held in treasury) will result in the purchase or acquisition of 208,847,237 Shares.

In the case of market purchases by the Company and assuming that the Company purchases or acquires the 208,847,237 ordinary shares at the Maximum Price of S\$1.62 for one ordinary share (being the price equivalent to 105% of the average of the last dealt prices of the ordinary shares for the five consecutive market days on which the ordinary shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 208,847,237 ordinary shares is S\$338,332,524.

In the case of off-market purchases by the Company and assuming that the Company purchases or acquires the 208,847,237 ordinary shares at the Maximum Price of S\$1.69 for one ordinary share (being the price equivalent to 110% of the average of the last dealt prices of the ordinary shares for the five consecutive market days on which the ordinary shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 208,847,237 ordinary shares is S\$352,951,831.

The financial effects of the purchase or acquisition of such ordinary shares by the Company pursuant to the proposed Share Purchase Mandate on the audited financial statements of the Group and the Company for the financial year ended 31 December 2015 based on these assumptions are set out in paragraph 3.7 of the Letter. Please refer to the Letter for more details.

Resolution 15 – This resolution is to adopt a new Constitution following the wide-ranging changes to the Companies Act, Chapter 50 (the “Companies Act”) introduced pursuant to the Companies (Amendment) Act 2014 (the “Amendment Act”). The new Constitution will consist of the memorandum and articles of association of the Company which were in force immediately before 3 January 2016 and incorporate amendments to (*inter alia*) take into account the changes to the Companies Act introduced pursuant to the Amendment Act. Resolution 15 will be proposed as a Special Resolution. Please refer to the Letter for more details.

SEMBCORP MARINE LTD

NOTICE OF ANNUAL GENERAL MEETING

Company Registration No. 196300098Z
(Incorporated in Singapore)

Notes:

1. (a) *A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.*
(b) *A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, 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 form of proxy 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 form of proxy.*

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.

2. *A proxy need not be a member of the Company.*
3. *The instrument appointing a proxy or proxies must be lodged at the office of the Company's Share Registrar, KCK Corpserve Pte Ltd, at 333 North Bridge Road #08-00 KH Kea Building, Singapore 188721 not later than 48 hours before the time of the annual general meeting.*

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the annual general meeting and/or any adjournment thereof, a member of the Company (i) 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 proxies and representatives appointed for the annual general meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the annual general meeting (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 (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) 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.

NOTICE OF BOOKS CLOSURE AND DIVIDEND PAYMENT DATE

NOTICE IS HEREBY GIVEN that the Register of Members and Share Transfer Books of the Company will be closed on 29 April 2016 to determine the members' entitlements to the proposed dividend.

Duly completed transfers of shares received by the Company's Share Registrar, KCK Corpserve Pte Ltd, 333 North Bridge Road #08-00, KH KEA Building, Singapore 188721, up to 5.00 pm on 28 April 2016 (the "Book Closure Date") will be registered to determine members' entitlements to the proposed dividend. Subject as aforesaid, shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares of the Company as at 5.00 pm on the Book Closure Date will be entitled to the proposed dividend.

The proposed dividend, if approved by the members at the 53rd Annual General Meeting, will be paid on 13 May 2016.

This page has been intentionally left blank.