

20 October 2021

Dear Sir/Madam

**NOTICE TO SHAREHOLDERS REGARDING ELECTRONIC DISSEMINATION OF THE OFFEREE CIRCULAR (THE “NOTICE”)**

**1. Introduction**

**1.1** The Board of Directors (the “**Board**”) of Sembcorp Marine Ltd (the “**Company**”) refers to:

**1.1.1** the announcement dated 22 September 2021 (the “**Offer Announcement**”) made by Morgan Stanley Asia (Singapore) Pte. (“**Morgan Stanley**”) for and on behalf of Startree Investments Pte. Ltd. (the “**Offeror**”), in respect of a mandatory conditional general cash offer (the “**Offer**”) for all the Offer Shares, in accordance with Rule 14 of the Singapore Code on Take-overs and Mergers (the “**Code**”);

**1.1.2** the announcement dated 22 September 2021 made by the Company in response to the Offer Announcement and in relation to the appointment of Provenance Capital Pte. Ltd. as independent financial adviser (the “**IFA**”) to advise the directors of the Company (the “**Directors**”) who are considered independent for the purposes of the Offer (the “**Independent Directors**”);

**1.1.3** the offer document dated 6 October 2021 and related documents in connection with the Offer (the “**Offer Document**”) issued by Morgan Stanley for and on behalf of the Offeror;

**1.1.4** the announcement dated 6 October 2021 issued by Morgan Stanley for and on behalf of the Offeror in relation to the electronic despatch of the Offer Document and the despatch of the notification containing instructions for the electronic retrieval of the Offer Document by ordinary post to shareholders of the Company (“**Shareholders**”); and

**1.1.5** the offeree circular in connection with the Offer dated 20 October 2021 issued by the Board to Shareholders in accordance with the Code (the “**Offeree Circular**”).

**1.2** Unless otherwise defined, all capitalised terms not defined herein shall have the same meanings ascribed to them in the Offeree Circular.

**2. Electronic Dissemination of the Offeree Circular**

**2.1** The Board would like to inform Shareholders that the Company has today issued the Offeree Circular containing, *inter alia*, the IFA Letter and the recommendation of the Independent Directors in respect of the Offer. Pursuant to the Securities Industry Council’s Public Statement on the Further Extension of Temporary Measure to Allow for Electronic Dissemination of Rights Issue and Take-over Documents on 29 June 2021, the Company has opted to electronically disseminate the Offeree Circular. Accordingly, please note that no printed copies of the Offeree Circular will be despatched to Shareholders.

**2.2** To access the electronic version of the Offeree Circular:

**2.2.1** You may access the website of the SGX-ST at <https://www.sgx.com> and select the section “**Securities**”, select “**Company Information**” and then “**Company Announcements**” from the drop-down menu list and type the name of the Company: “**Sembcorp Marine Ltd**” in the box titled “**Filter by Company/Security Name**”. “**Sembcorp Marine Ltd**” will appear as a drop-down item below the filter box. Thereafter, please select the announcement dated 20 October 2021 titled “**Electronic Dissemination of Offeree Circular**”. The Offeree Circular and its related documents can be accessed by clicking on the links under the section titled “**Attachments**” at the bottom of the announcement;

**2.2.2** The electronic version of the Offeree Circular and its related documents may also be accessed on the Company's corporate website at [https://www.sembmarine.com/stock-exchange-announcements/2021\\_offeree-circular-announcement](https://www.sembmarine.com/stock-exchange-announcements/2021_offeree-circular-announcement). Alternatively, you may directly access the page at the Company's corporate website by scanning the following QR code:



**2.3** The electronic version of the Offer Document and its related documents may be accessed on the Company's corporate website at [https://www.sembmarine.com/stock-exchange-announcements/2021\\_despatch-of-offer-document](https://www.sembmarine.com/stock-exchange-announcements/2021_despatch-of-offer-document). Alternatively, you may directly access the page at the Company's corporate website by scanning the following QR code:



**2.4** Shareholders should read the Offer Document, the Offeree Circular and the IFA Letter (as set out in Appendix A to the Offeree Circular) carefully and consider the recommendation of the Independent Directors and the advice and recommendation of the IFA to the Independent Directors before deciding whether or not to accept the Offer. Shareholders who are in any doubt about the Offer should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional advisers immediately.

### **3. Closing Date**

Shareholders should note that, as stated in the Offer Document, the Offer will close at 5.30 p.m. (Singapore time) on 3 November 2021 ("**Closing Date**") and the Offeror will not extend the Offer beyond the Closing Date.

### **4. Responsibility Statement**

The Directors (including any who may have delegated detailed supervision of the preparation of this Notice) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Notice are fair and accurate and that no material facts have been omitted from this Notice, and they jointly and severally accept responsibility accordingly. Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, the Offer Announcement and the Offer Document), the sole responsibility of the Directors has been to ensure, through reasonable enquiries, that such information has been accurately extracted from such sources or, as the case may be, reflected or reproduced in this Notice.

Yours faithfully  
for and on behalf of the  
Board of Directors of  
Sembcorp Marine Ltd

**Tan Sri Mohd Hassan Marican**  
**Chairman**