

SEMBCORP MARINE LTD
(Incorporated in Singapore)
(Company Registration No. 196300098Z)
(the “Company” or “SCM”)

**MINUTES OF THE 57TH ANNUAL GENERAL MEETING OF THE COMPANY HELD BY
WAY OF ELECTRONIC MEANS ON WEDNESDAY, 20 MAY 2020 AT 11.00 AM**

PRESENT

Shareholders (who attended via live webcast or audio conference) : Please refer to the attendance records maintained by the Company.

Board of Directors

Tan Sri Mohd Hassan Marican : Chairman
Mr Wong Weng Sun (WWS) : Director
Mr Ron Foo Siang Guan : Director (attended via video conference)
Mr Bob Tan Beng Hai : Director (attended via video conference)
Mr Eric Ang Teik Lim : Director (attended via video conference)
Mr William Tan Seng Koon : Director (attended via video conference)
Mrs Gina Lee-Wan : Director (attended via video conference)
Mr Patrick Daniel : Director (attended via video conference)
Mr Tan Wah Yeow : Director (attended via video conference)
Mr Neil McGregor : Director (attended via video conference)
Mr Koh Chiap Khiong : Director (attended via video conference)

In Attendance / By Invitation

Mr Goh Khor Boon William (WG) : Director, Group Finance
Ms Tan Yah Sze : Company Secretary
Mr Tan Cheng Tat : Chief Financial Officer (attended via live webcast)
Ms Ang Fung Fung : Audit Partner, KPMG LLP (attended via live webcast)

Other Advisers / Management / Employees (who attended via live webcast) : Please refer to the attendance records maintained by the Company.

1 INTRODUCTION

1.1 WG welcomed all who had joined the 57th Annual General Meeting of the Company (the “AGM”) by webcast and audio means. He introduced the directors as well as the Company Secretary. Representatives from the Company’s auditors and legal advisers had also joined the AGM via webcast.

2 PRESENTATION BY PRESIDENT AND CEO

2.1 WWS gave an overview of the Company’s businesses, global competitive strategy, management of Covid-19, business outlook and ongoing sustainability initiatives. A copy of his presentation (attached hereto as Appendix 1) was posted on SGXNet on the same day after the AGM.

2.2 WWS’ presentation also covered some of the substantial and relevant questions submitted by shareholders in advance of AGM. A copy of the Company’s responses to all shareholders’ questions submitted in advance of the AGM (attached hereto as Appendix 2) was posted on SGXNet as well as the Company’s website on the same day before the AGM.

3 CHAIRMAN'S GREETING

- 3.1 The Chairman welcomed shareholders who attended the virtual AGM by webcast and audio means.

4 QUORUM

- 4.1 The Chairman noted that there was a quorum and proceeded to call the AGM to order.

5 NOTICE OF MEETING

- 5.1 The Chairman took the notice of the AGM dated 28 April 2020, which was sent together with the letter to shareholders dated 28 April 2020 (the "LTS") to shareholders by electronic means via publication on the Company's website, as read.

6 PROXY AND POLLING

- 6.1 The Chairman informed that due to the current Covid-19 restriction orders, shareholders were not able to attend the AGM in person. Shareholders had appointed him, the Chairman of the meeting, as their proxy to vote on their behalf. He would vote and abstain from voting according to their specific instructions on each resolution.
- 6.2 The Chairman informed that the Company had appointed T S Tay Public Accounting Corporation as the scrutineer for the vote taking.

7 RESOLUTION 1 – ADOPTION OF DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS

- 7.1 The Chairman proposed:

"That the directors' statement and the audited financial statements for the year ended 31 December 2019 and the auditors' report thereon be and are hereby received and adopted."

- 7.2 The Chairman put the motion to vote. The proposed resolution was passed by a majority of votes as set out in the poll results attached hereto as "Appendix 3" (the "Poll Results").

8 RESOLUTION 2 - RE-ELECTION OF MR ERIC ANG TEIK LIM AS DIRECTOR

- 8.1 The Chairman proposed:

"That Mr Eric Ang Teik Lim, a director retiring under Article 94 of the Company's Constitution, be and is hereby re-elected as a director of the Company."

- 8.2 The Chairman put the motion to vote. The proposed resolution was passed by a majority of votes as set out in the Poll Results.

9 RESOLUTION 3 – RE-ELECTION OF MR KOH CHIAP KHIONG AS DIRECTOR

9.1 The Chairman proposed:

“That Mr Koh Chiap Khiong, a director retiring under Article 94 of the Company’s Constitution, be and is hereby re-elected as a director of the Company.”

9.2 The Chairman put the motion to vote. The proposed resolution was passed by a majority of votes as set out in the Poll Results.

10 APPRECIATION TO DIRECTORS RETIRING AT THE AGM

10.1 The Chairman thanked Mr Ron Foo Siang Guan and Mr Neil McGregor, both of whom would retire at the conclusion of the AGM, for their deep insights and invaluable contributions during their tenure as directors of the Company.

11 RESOLUTION 4 – APPROVAL OF DIRECTORS’ FEES

11.1 The Chairman informed that the directors had recommended the payment of a sum of up to S\$2,000,000 as directors’ fees for the year ending 31 December 2020. All directors and their associates were required to abstain from voting their shareholdings on this motion

11.2 The Chairman proposed:

“That the directors’ fees of up to S\$2,000,000 for the year ending 31 December 2020 be approved.”

11.3 The Chairman put the motion to vote. The proposed resolution was passed by a majority of votes as set out in the Poll Results.

12 RESOLUTION 5 – RE-APPOINTMENT OF AUDITORS

12.1 The Chairman informed that the Audit Committee had recommended the re-appointment of KPMG LLP as the auditors of the Company.

12.2 The Chairman proposed:

“That KPMG LLP be re-appointed as auditors of the Company to hold office until the next annual general meeting of the Company and that the directors of the Company be authorized to fix their remuneration.”

12.3 The Chairman put the motion to vote. The proposed resolution was passed by a majority of votes as set out in the Poll Results.

13 RESOLUTION 6 – RENEWAL OF SHARE ISSUE MANDATE

13.1 The Chairman proposed the following ordinary resolution:

“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,

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 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (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 and subsidiary holdings) (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 and subsidiary holdings) 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 were issued and are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue or consolidation or subdivision of shares;

and, in paragraph (1) above and this paragraph (2), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST;

- (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.”

13.2 The Chairman put the motion to vote. The proposed resolution was passed by a majority of votes as set out in the Poll Results.

14 RESOLUTION 7 – RENEWAL OF INTERESTED PERSON TRANSACTIONS MANDATE

14.1 The Chairman proposed the following ordinary resolution:

“That:

- (a) 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 the Appendix to the Company’s Letter to Shareholders dated 28 April 2020 (the “Letter”) with any party who is of the class of interested persons described in the Appendix 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 (a) 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.”

14.2 The Chairman informed that each of the directors, Temasek Holdings (Private) Limited, Sembcorp Industries Ltd and their associates were required to abstain from voting their shareholdings on this motion.

14.3 The Chairman put the motion to vote. The proposed resolution was passed by a majority of votes as set out in the Poll Results.

15 RESOLUTION 8 – RENEWAL OF SHARE PURCHASE MANDATE

15.1 The Chairman proposed the following ordinary resolution:

“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”);

- (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 the 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 during the relevant five-day period and the date of the 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;

“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 treasury shares and subsidiary holdings (as defined in the Listing Manual of the SGX-ST)); 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, whether pursuant to a market purchase or an off-market purchase, 105% 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.”

15.2 The Chairman put the motion to vote. The proposed resolution was passed by a majority of votes as set out in the Poll Results.

16 RESOLUTION 9 – ADOPTION OF THE SEMBCORP MARINE PERFORMANCE SHARE PLAN 2020

16.1 The Chairman proposed the following ordinary resolution:

“That:

- (a) a new performance share plan to be known as the “Sembcorp Marine Performance Share Plan 2020” (the “SCM PSP 2020”), the rules of which, for the purpose of identification, have been subscribed to by the Chairman of the Meeting, under which awards (“PSP Awards”) of fully paid-up ordinary shares, their equivalent cash value or combinations thereof will be granted, free of payment, to selected employees (including executive directors) of the Company, its subsidiaries and associated companies, details of which are set out in the Company’s Letter to Shareholders dated 28 April 2020, be and is hereby approved;
- (b) the directors of the Company be and are hereby authorised:
 - (i) to establish and administer the SCM PSP 2020; and
 - (ii) to modify and/or alter the SCM PSP 2020 at any time and from time to time, provided that such modification and/or alteration is effected in accordance with the provisions of the SCM PSP 2020, and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the SCM PSP 2020; and
- (c) the directors of the Company be and are hereby authorised to grant PSP Awards in accordance with the provisions of the SCM PSP 2020 and to allot and issue from time to time such number of fully paid-up ordinary shares as may be required to be delivered pursuant to the vesting of PSP Awards under the SCM PSP 2020, provided that:
 - (i) the aggregate number of (1) new ordinary shares allotted and issued and/or to be allotted and issued, (2) existing ordinary shares (including shares held in treasury) delivered and/or to be delivered, and (3) ordinary shares released and/or to be released in the form of cash in lieu of ordinary shares, pursuant to the SCM PSP 2020 and the SCM RSP 2020 (as defined in Resolution 10 below), shall not exceed 5% of the total number of issued ordinary shares (excluding treasury shares and subsidiary holdings) from time to time; and
 - (ii) the aggregate number of ordinary shares under PSP Awards and RSP Awards (as defined in Resolution 10 below) to be granted pursuant to the SCM PSP 2020 and the SCM RSP 2020 respectively 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 0.5% of the total number of issued

ordinary shares (excluding treasury shares and subsidiary holdings) from time to time,

and in this Resolution, “subsidiary holdings” has the meaning given to it in the Listing Manual of the Singapore Exchange Securities Trading Limited.”

16.2 The Chairman informed that shareholders who were eligible to participate in Sembcorp Marine Performance Share Plan 2020 were required to abstain from voting their shareholdings on this motion.

16.3 The Chairman put the motion to vote. The proposed resolution was passed by a majority of votes as set out in the Poll Results.

17 RESOLUTION 10 – ADOPTION OF THE SEMBCORP MARINE RESTRICTED SHARE PLAN 2020

17.1 The Chairman proposed the following ordinary resolution:

“That:

- (a) a new restricted share plan to be known as the “Sembcorp Marine Restricted Share Plan 2020” (the “SCM RSP 2020”), the rules of which, for the purpose of identification, have been subscribed to by the Chairman of the Meeting, under which awards (“RSP Awards”) of fully paid-up ordinary shares, their equivalent cash value or combinations thereof will be granted, free of payment, to selected employees (including executive directors) and non-executive directors of the Company, its subsidiaries and associated companies, details of which are set out in the Company’s Letter to Shareholders dated 28 April 2020, be and is hereby approved;
- (b) the directors of the Company be and are hereby authorised:
 - (i) to establish and administer the SCM RSP 2020; and
 - (ii) to modify and/or alter the SCM RSP 2020 at any time and from time to time, provided that such modification and/or alteration is effected in accordance with the provisions of the SCM RSP 2020, and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the SCM RSP 2020; and
- (c) the directors of the Company be and are hereby authorised to grant RSP Awards in accordance with the provisions of the SCM RSP 2020 and to allot and issue from time to time such number of fully paid-up ordinary shares as may be required to be delivered pursuant to the vesting of RSP Awards under the SCM RSP 2020, provided that:
 - (i) the aggregate number of (1) new ordinary shares allotted and issued and/or to be allotted and issued, (2) existing ordinary shares (including shares held in treasury) delivered and/or to be delivered, and (3) ordinary shares released and/or to be released in the form of cash in lieu of ordinary shares, pursuant to the SCM RSP 2020 and the SCM PSP 2020 (as defined in Resolution 9 above), shall not exceed 5% of the total number of issued ordinary shares (excluding treasury shares and subsidiary holdings) from time to time; and

- (ii) the aggregate number of ordinary shares under RSP Awards and PSP Awards (as defined in Resolution 9 above) to be granted pursuant to the SCM RSP 2020 and the SCM PSP 2020 respectively 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 0.5% of the total number of issued ordinary shares (excluding treasury shares and subsidiary holdings) from time to time,

and in this Resolution, “subsidiary holdings” has the meaning given to it in the Listing Manual of the Singapore Exchange Securities Trading Limited.”

- 17.2 The Chairman informed that shareholders who were eligible to participate in Sembcorp Marine Restricted Share Plan 2020 were required to abstain from voting their shareholdings on this motion.
- 17.3 The Chairman put the motion to vote. The proposed resolution was passed by a majority of votes as set out in the Poll Results.

18 CLOSURE OF MEETING

- 18.1 There being no other business, the meeting ended at 11.40 am. The Chairman thanked shareholders for their attendance at this virtual AGM.

Approved and Signed By

Tan Sri Mohd Hassan Marican
Chairman
Sembcorp Marine Ltd



 semcorp
marine

Semcorp Marine 57th AGM
Mr Wong Weng Sun, President & CEO
20 May 2020

A very good morning to Shareholders, Chairman Tan Sri Mohd Hassan Marican, Directors, ladies and gentlemen.

Highlights

- **Managing COVID-19**
- **Revisiting FY2019**
- **Strategies for Competing Globally**
- **Sustainability Highlights**
- **Looking Ahead**



Over the next few minutes, I will give an update on various areas of our business and operations, as shown on the screen. I will start with the COVID-19 situation.

Our Immediate Priority

COVID-19 pandemic causes severe supply chain disruption globally.

We are complying with all circuit-breaker measures to safeguard our employees and other stakeholders.

We initiated a production timeout from April 17 to 30, coinciding with subsequent government measures that substantially reduced our yard workforce.

Project schedules and production plans are being reviewed. We will be ready to resume yard activities safely and efficiently when the measures are lifted.



Managing COVID-19 is our immediate priority. The pandemic is affecting businesses worldwide, and has been particularly disruptive to the global supply chain.

We are working closely with the authorities to contain and control the situation. We are complying with all circuit-breaker measures in Singapore.

On April 17, we implemented a two-week production timeout to mitigate COVID-19 transmission by temporarily lowering the number of people in our yards. This coincided with subsequent government measures that substantially reduced our workforce.

We are now reviewing our project schedules and production plans to manage the resulting delays. We will be ready to reactivate our workforce and resume yard activities safely and efficiently when the measures are lifted.

Highlights

- Managing COVID-19
- **Revisiting FY2019**
- Strategies for Competing Globally
- Sustainability Highlights
- Looking Ahead



Let me now walk everyone through Sembcorp Marine's 2019 Financial Year.

Financial Highlights

Group Revenue
\$2.88b

EBITDA
\$104m

New Orders
\$1.49b

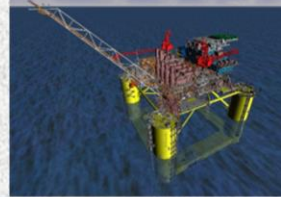
Net Order Book
\$2.44b

Net Loss attributable to shareholders was \$137m, amidst difficult market conditions.

New Orders in FY2019 (\$1.49b) rose 26% over FY2018 (\$1.18b). Some \$530m of new orders (>1/3 of total) related to cleaner solutions.

Completed **280 ship repairs/upgrades (over \$600m in revenue generated)**, including 55 LNG projects, 16 cruise ships and 72 scrubber & ballast water treatment system installations.

FY2019 Net Order Book totalled \$2.44b.



Although FY 2019 had been challenging, with a \$137 million net loss, there were encouraging developments. We recorded a revenue of \$2.88 billion, with new orders increasing 26% at \$1.49 billion, compared to \$1.18 billion the year before. Some \$530 million of these orders related to cleaner solutions, such as gas and renewables. I will highlight some of these projects later.

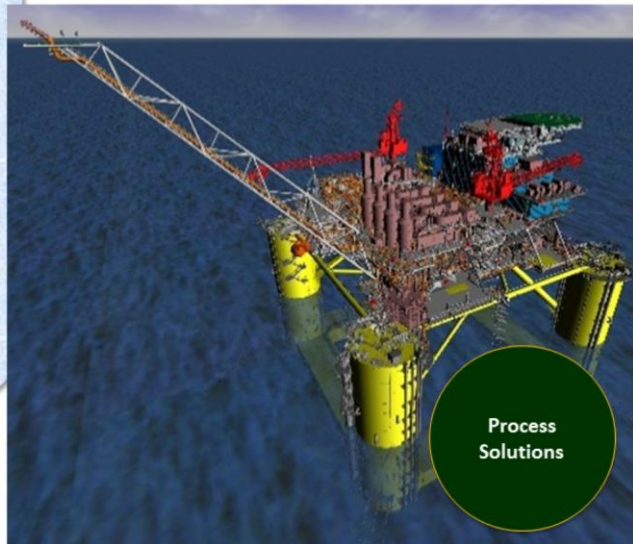
We also completed 280 ship repairs and upgrades that brought in over \$600 million in revenue.

We closed FY 2019 with a \$2.44 billion net order book. In the next few slides, I will discuss the new contracts secured last year.

New Contract Highlights – Whale FPU

The Shell Whale Floating Production Unit (FPU) follows the Shell Vito PFU project awarded in 2018 for deepwater development in the US Gulf of Mexico.

Whale FPU's construction phase started in February 2020; will draw considerable synergies from the ongoing Vito project.



We won the Shell Whale FPU contract, after clinching the Vito FPU project from the same customer in 2018. Whale FPU's construction started in February 2020 and will draw considerable synergies from the ongoing Vito FPU project. Both projects fall under our Process Solutions, which is one of six global strategic areas we are competing in.

New Contract Highlights – MOL LNG Bunker Vessel

Project with Mitsui O.S.K. Lines for construction of a 12,000-cubic-metre capacity LNG bunker vessel, based on our proprietary design.

Equipped with GTT membrane containment system, the vessel is **the largest of its kind to be built in Singapore.**



In FY 2019, we received a contract to design and build our first LNG bunker vessel. This project is with MOL. The vessel is the largest of its kind to be built here and will have a 12,000-cubic-metre gas containment system, with two GTT membrane tanks. The LNG bunker vessel project falls under our Gas Solutions.

New Contract Highlights – Formosa Offshore Wind Farm Jacket Foundations

Project with first-time customer Jan De Nul to fabricate jacket foundations for Formosa 2, the biggest offshore wind farm in Taiwan.

Through this collaboration, we have managed to penetrate the highly competitive Taiwanese offshore wind industry.

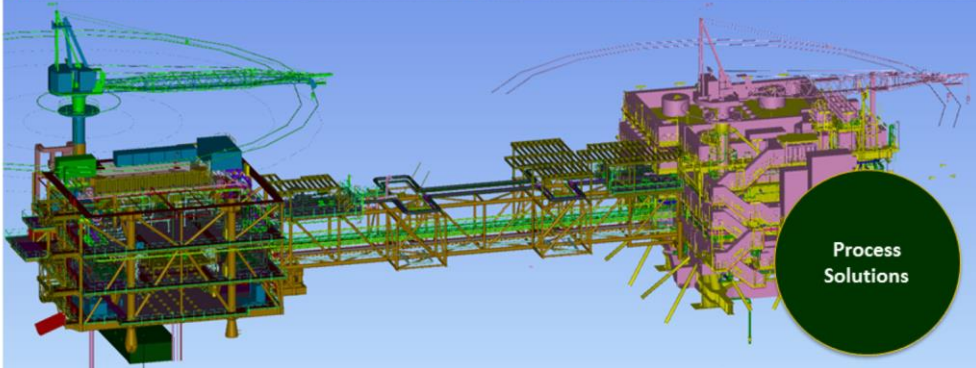


We also won our first project with Jan De Nul, to fabricate jacket foundations for the Formosa 2 offshore wind farm in Taiwan. This Renewables Solutions project helps us penetrate the highly competitive Taiwanese offshore wind market.

New Contract Highlights – Al Shaheen Field Wellhead Platforms Fabrication

Fabrication of 2 Wellhead Platforms for North Oil Company under the Gallaf 2 Project, to be deployed at the Al Shaheen Field.

Al Shaheen has one of the world's biggest oil reserves. It is the largest oil field in Qatar, contributing to 45% of the country's oil production.

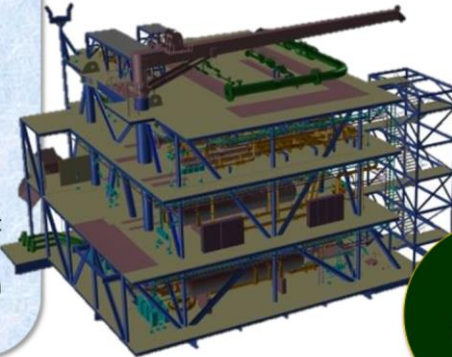


We closed FY2019 with two more contracts secured in December. The first was with North Oil Company to fabricate two wellhead platforms for the Al Shaheen oil field, which has one of the world's largest oil reserves. This project is under our Process Solutions.

New Contract Highlights – Tyra Field Redevelopment Platforms & Bridges Fabrication

Fabrication of Platforms and Bridges for Total E&P Danmark A/S, to be deployed at the Tyra Field Redevelopment Project.

Tyra is the largest gas condensate field in the Danish sector of the North Sea. Post-redevelopment, it will produce enough gas to power 1.5 million homes in Denmark.



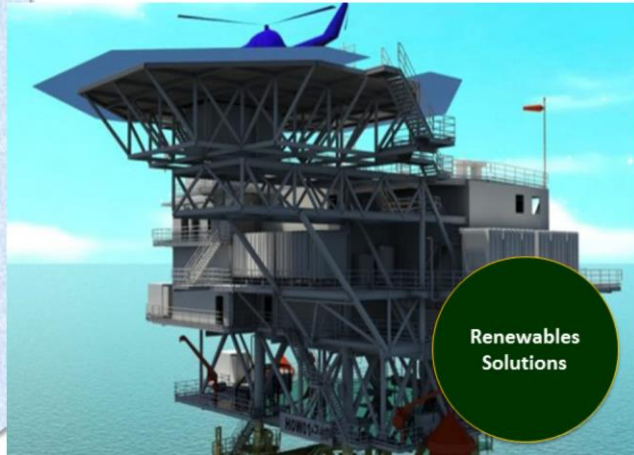
Gas
Solutions

Our final new project in FY2019 was with Total for the Tyra Field Redevelopment platforms and bridges fabrication. This is a Gas Solutions project. Tyra is the largest gas condensate field in the Danish North Sea.

Ongoing Project Highlights – Hornsea 2 Offshore Wind Farm

Engineering, procurement, construction, hook-up and commissioning works on two substation topsides and jackets for Ørsted's Hornsea 2 Offshore Wind Farm in the UK North Sea.

Operational in 2022, the 1.4-gigawatt capacity Hornsea 2 will be **the world's biggest offshore wind farm, supplying green electricity to over 1.3 million households.**



Moving on to our ongoing jobs, I will highlight two clean energy-related projects.

We are now fabricating substation topsides and jackets for Hornsea 2, the largest offshore wind farm in the UK North Sea. This project is with our customer Ørsted and falls under our Renewables Solutions.

Ongoing Project Highlights – Norled Zero-Emission Battery-Powered ROPAX Ferries

Design and construction of three identical **zero-emission battery-powered** Roll-on/Roll-Off Passenger (ROPAX) ferries for Norwegian operator Norled.

The ferries will be deployed on short-sea routes in Norway, where they will tap on shore-side hydro-generated electricity.



We are also building three zero-emission, battery-powered ROPAX ferries for our customer Norled. These ferries will ply short-sea routes in Norway and tap on shore-side hydro-generated electricity. The Norled ROPAX ferries project comes under our Ocean Living Solutions.

Project Delivery – SSCV Sleipnir

Delivered to Heerema Marine Contractors in July 2019, Sleipnir is the **biggest and strongest semi-submersible crane vessel ever built**, using LNG as primary fuel.

Equipped with a 20,000-tonne lifting capacity, Sleipnir hoisted record-breaking 15,300 tonnes in a single lift at Noble Energy's Leviathan field development in the Mediterranean.



In 2019, we completed several outstanding projects, including Sleipnir, the biggest and strongest semi-submersible crane vessel ever built. Delivered to Heerema Marine Contractors in July 2019, this dual-fuel vessel runs primarily on LNG and has a 20,000-tonne lifting capacity. It recently set a record hoisting 15,300 tonnes in a single lift at Noble Energy's Leviathan field development.

Project Delivery – Q7000

Q7000 well intervention semi-submersible rig was delivered to Helix Energy Solutions in November 2019. It combines customer's well intervention technology with our proprietary hull design optimised to reach 11.5-knot transit speed – **faster than any other semi-submersible rigs.**

With its -20°C structural design temperature, Q7000 showcases our advanced engineering solutions for **deeper, colder and harsher operating environments.**



We delivered the Q7000 well intervention semi-submersible rig to Helix Energy Solutions in November 2019. Q7000 combines the customer's well intervention technology with our hull design, optimised for 11.5-knot transit speed which is faster than any other semi rigs. With its -20°C structural design temperature, Q7000 showcases Sembcorp Marine's solutions for deeper, harsher and colder operations.

Repairs & Upgrades Highlights – Cruise Segment

Major upgrade of Royal Caribbean International's **Quantum of the Seas**, completed in November 2019.

This cruise liner was among 16 cruise vessels repaired and upgraded by Sembcorp Marine in 2019, making us once again **Asia's top service provider for the cruise segment**.



Our Repairs & Upgrades business completed major works on Royal Caribbean International's Quantum of the Seas – one of 16 cruise liners we serviced last year, reinforcing our reputation as Asia's top service provider for the cruise market segment. Cruise repairs and upgrades are under our Ocean Living Solutions.

Repairs & Upgrades Highlights – LNG Segment

Modification works on BW LNG's Floating Storage & Regasification Unit (FSRU) BW Magna, completed in December 2019.

It is one of 55 LNG-related repair and upgrade jobs we received in 2019 – a **world record for the highest number of such contracts awarded to a single service provider in the global gas segment.**



Lastly, we delivered the FSRU BW Magna to our customer BW LNG in December 2019, following modification works on the vessel. This project was among 55 LNG-related repair and upgrade jobs we received in FY2019 – which is a world record for the highest number of such contracts awarded to a single service provider in the global gas segment.

Highlights

- Managing COVID-19
- Revisiting FY2019
- **Strategies for Competing Globally**
- Sustainability Highlights
- Looking Ahead



To compete successfully in the global arena – especially in these challenging times – our strategies include: (1) continuously strengthening our yard capabilities; (2) acquiring IP, technology and solution assets that give us a differentiated edge; and (3) diversifying and expanding into new and existing markets. I'll describe these strategies in more detail.

30,000-tonne (2 X 15,000 tonnes) gantry cranes provide game-changing heavy-lift for assembly and integration of mega-projects. Complex offshore structures will leave Tuas Boulevard Yard fully integrated with the cranes' lifting support, instead of in several smaller components requiring further installation. In this way, we help customers reduce costs and logistics, and achieve shorter turnaround and safer on-site execution.

Strengthening Our Yard Capabilities: Game-changing 30,000-Tonne Cranes at Tuas Boulevard Yard



At our flagship Tuas Boulevard Yard, our new 30,000-tonne gantry cranes enhances Sembcorp Marine's yard capabilities by providing game-changing lifting support for assembling and integrating mega-structures. Complex offshore structures will leave our yard fully integrated, whereas in the past these structures might have to be delivered in several smaller and lighter parts, requiring further installation. Our superior lifting capacity helps customers reduce costs and logistics, with shorter turnaround and safer on-site execution.



Strategies for Competing Globally

Acquiring IP and Technology Companies to Access Innovative Designs, Solutions and Talent

LMG Marin (fully-owned)

Naval architecture, ship design and engineering house with extensive design portfolio including floating structures, platforms and ship types.

Sevan SSP (fully-owned)

Design, engineering and project execution of offshore floating units, with unique cylindrical platform solution for floating production and drilling.

Gravifloat (56% equity)

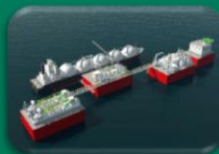
Integrated LNG production plant, storage & export terminal solutions.

Sembmarine Gas & Process (fully-owned)

Technical consultancy and gas project support in concept development, Pre-FEED, FEED, process system review and verification, safety studies, and innovation development.

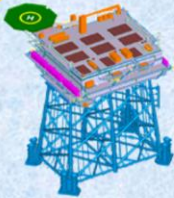
Aragon (50% equity)

Offshore oil and gas process design & technology and FPSO topside solutions.

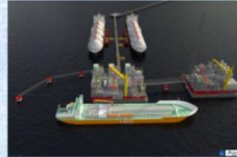


In recent years, we have selectively acquired intellectual property and interests in technology companies that give us access to innovative designs, solutions and talent. This enables us to compete for the bigger and more complex projects.

Diversification and Expansion



RENEWABLES SOLUTIONS
Offshore wind farm substation topsides and jackets, catering to global offshore wind segments and the biggest offshore wind farm projects.



GAS SOLUTIONS
Gravifloat modularised offshore platform serves an integrated purpose of liquefying, storing and loading natural gas into carrier vessels.



PROCESS SOLUTIONS
Sevan SSP circular-shaped FPSO for deepwater oil & gas development eliminates costly mooring turret, accommodates larger numbers of risers and has more flexibility for future tie-ins.



MARITIME SECURITY SOLUTIONS
Including naval vessels and patrol fast crafts.



OCEAN LIVING SOLUTIONS
Including cruise ships, ferries and polar expedition vessels.



ADVANCED DRILLING RIG SOLUTIONS
Espadon NG, our proprietary hull design for next-generation drilling development.

Diversifying and expanding into new and existing segments respectively not only help enlarge our revenue base, but also let us tap into opportunities less affected by the current business climate. In earlier slides, I have introduced several of our solution areas, such as Process, Gas, Renewables and Ocean Living. Besides these, we are focusing on Maritime Security and Advanced Drilling Rig solutions.



Strategies for Competing Globally

Developing Complete Gas Value Chain Solutions and Capabilities

Gas Exploration & Production

Gas Infrastructure, Transportation and Construction



I want to highlight offshore gas as an important segment for Sembcorp Marine, particularly with the global economy's move towards a cleaner energy mix. Our complete gas value chain solutions cover gas exploration and production, gas infrastructure, transportation and construction.

Highlights

- Managing the COVID-19 Situation
- Revisiting FY2019
- Strategies for Competing Globally
- **Sustainability Highlights**
- Looking Ahead



I will now move on to key aspects of our sustainability focus.

Sembcorp Marine Sustainability Report

Sembcorp Marine's first stand-alone Sustainability Report was published earlier this year. Previously, we reported our sustainability performance as part of the Group's Annual Report.

Our new Sustainability Report 2019 is assured by PricewaterhouseCoopers and available for download on the Sembcorp Marine corporate website.



We published Sembcorp Marine's first standalone Sustainability Report earlier this year. We have been reporting our sustainability performance since 2011 as part of the Group's Annual Report, but from this year on, we will give a better focus on our sustainability vision, objectives and progress through a separate publication. Our new Sustainability Report 2019 is assured by PricewaterhouseCoopers and can be downloaded from our corporate website.

Greener Operations, More Sustainable Solutions

About 24% of our total revenue in FY2019 came from sustainable products and solutions. We plan to raise this to 30% by 2030, supported by increasingly greener operations at our flagship Tuas Boulevard Yard.



Among the highlights of our 2019 sustainability performance, I am pleased to report that 24% of our total revenue last year came from sustainable products and solutions. We aim to increase this to 30% by 2030. Our ambition is being supported by our increasingly greener yard operations. Last year, for example, the solar roof at Tuas Boulevard Yard generated enough clean electricity to power 1,100 four-room flats for a whole year.

Our Growth Enablers: R&D & Innovation Development

3D printing certifications from DNV GL in 2019 enables us to **expand our 3D printing capabilities**. We will use large-format, metal-additive manufacturing printers to custom-made parts for repair and fabrication work, reducing reliance on external procurement.

We will set up an advanced manufacturing lab in Tuas Boulevard Yard with A*STAR to test-bed and implement Industry 4.0 technologies, eg. robotic systems, Virtual/Augmented Reality applications and 3D printing development.



3D printed components



Master Research Collaboration Agreement signed with A*STAR in February 2020

To sharpen our competitive advantage, we have been investing in certain areas of R&D and innovation development considered strategic to the Group, such as Industry 4.0 technologies. 3D printing is one such technology, allowing us to custom-make parts for repair and fabrication work and in the long term reduce our reliance on external procurement. We are now working closely with A*Star and other research partners to testbed and implement a wide range of Industry 4.0 technologies.

Empowering Our People to Do More

Our manpower strategy leverages **Industry 4.0 technologies** to achieve **safer, more efficient and sustainable outputs with less headcount.**

Continuous **upskilling and reskilling** help our people embrace Industry 4.0 technologies and take on higher-level work in an increasingly automated, technology-oriented and sustainability-focused work environment.



We are also up-skilling and re-skilling our people to help them embrace Industry 4.0 technologies. Sembcorp Marine employees are continuously equipped with new knowledge and skills to adapt and thrive in our increasingly automated, technology-oriented and sustainability-focused work environment.

In 2019, we contributed a total of **\$1.81 million and over 10,000 employee volunteering hours** towards CSR initiatives. We gave out **\$1.07 million scholarships and bursaries**, including our annual SchoolBAG grants.

By actively promoting Sustainability among students through our annual Green Wave Competition, we help prepare them for the important role of ensuring a greener planet and a brighter tomorrow.

Supporting Our Communities



The School Book Assistance Grant (SchoolBAG) has been a Sembcorp Marine anchor CSR programme since 2001

Supporting our communities is another integral part of our Sustainability Management. Last year, we contributed \$1.81 million and over 10,000 employee volunteering hours towards CSR initiatives. We have a tradition of helping youths as we see them as future leaders who will play an important role in ensuring a greener, healthier and more equitable living and working environment for all. Our annual SchoolBAG bursaries and Green Wave Environmental Care Competition are two anchor events targeted at youths and students.

Highlights

- Managing the COVID-19 Situation
- Revisiting FY2019
- Strategies for Competing Globally
- Sustainability Highlights
- **Looking Ahead**



In the concluding part of my presentation, I will discuss briefly our market outlook.

A More Challenging Market Awaits

We expect our business activities to remain low across all segments and likely weaken further in the year.

COVID-19 will adversely impact our new orders and project schedules.

We will prioritise sufficient liquidity to sustain our operations and ride through the severe downturn.

We will focus on executing our existing projects safely, while actively seeking and developing opportunities less affected by the current business climate.

We thank our valued shareholders for your understanding and seek your continued support during this challenging period.

As mentioned in our recent first-quarter 2020 Business Update, our business activities will remain low across all segments and may weaken further. This is largely due to COVID-19 and its adverse impact on new orders and project schedules.

We will prioritise sufficient liquidity to sustain our operations and ride through the severe downturn. We are able to fulfil our financial commitments currently. We will also focus on executing our projects safely and efficiently, while seeking opportunities in our broadened market base.

In this difficult period, we sincerely thank our shareholders for your understanding. We can and will overcome the challenges ahead with your continued support. Thank you again.



**sembcorp
marine**

Integrated Synergies, Global Possibilities.



Company Registration Number: 196300098Z

Sembcorp Marine 57th Annual General Meeting Responses to Substantial and Relevant Questions

Singapore, 20 May 2020 – Sembcorp Marine (the “Company”) would like to thank shareholders for submitting their questions in advance of the 57th Annual General Meeting (“AGM”) to be held by electronic means on 20 May 2020 at 11.00 am.

The Company’s responses to substantial questions, which are relevant to the resolutions tabled at the AGM, are set out in the Appendix according to the following themes:

- i Business
- ii Financials
- iii COVID-19 Impact
- iv Others

On 13 May 2020, the Company issued an interim Business Update for the first quarter of 2020, which addressed the business outlook as well as the impact of COVID-19 and the collapse in oil prices. Shareholders with questions relating to these topics can access the Business Update at <https://www.sembmarine.com/stock-exchange-announcements/sembcorp-marine-interim-business-update-for-first-quarter-2020>.

Sembcorp Marine President & CEO Mr Wong Weng Sun will provide an overview on the Company’s business, strategies and outlook, management of the COVID-19 impact, and sustainability initiatives during his presentation at the AGM.

Appendix

Business		
No.	Question	Responses
1.	What is the plan for Sembcorp Marine to return to profitability?	<p>Our current priority is to ensure that we have adequate liquidity to sustain operations and ride through this severe downturn.</p> <p>We will focus our efforts to progress with the safe and timely execution of our existing order book of over \$2.1 billion.</p> <p>We will use this downturn to right-size our resources in response to the activities outlook, and to better position ourselves when the industry recovers.</p> <p>While all our business segments have been affected by the current challenging business conditions, our Repairs & Upgrades segment, which generated revenue of over \$600m in FY 2019, has remained profitable. We will continue to allocate sufficient resources to help maintain and grow this business segment.</p> <p>Our broader strategy and plans to return to profitability include:</p> <ul style="list-style-type: none"> • Diversifying into non-drilling products and solutions; • Focusing on projects related to the gas value chain, including LNG powered vessels etc.; • Growing our new business segments such as the provision of renewable energy solutions and other green solutions; • Moving up the value chain to capture a larger part of the profit pool for our targeted products and solutions; and • Leveraging ongoing R&D efforts to develop new products and solutions aligned with global trends and our customers' needs. <p>We will work to build our order book to contribute positively to our profitability over the longer term.</p>

2.	<p>What is the long-term strategy for oil rig builders amid competition from fracking and shallow water drilling?</p>	<p>Our strategy is to expand into new product segments and provide innovative solutions across the offshore, marine and energy value chains, both within and outside the oil and gas sector.</p> <p>We have diversified into non-drilling solutions and ventured into new business segments, including gas value chain as well as renewable and clean energy solutions, such as offshore wind, battery and hydrogen fuel cells.</p> <p>While a large part of the Group's order book used to be in building offshore oil rigs, that is no longer the case. Our current order book comprises a fairly broad spectrum of product types, including several new-build floating production, storage and offloading vessels, offshore production platforms, offshore wind farm topsides and jackets as well as battery-operated roll-on, roll-off passenger (ROPAX) vessels and an LNG bunker vessel.</p> <p>Sembcorp Marine is consistently ranked among the leading facilities in the world for cruise ship and LNG vessel repairs & upgrades.</p>
3.	<p>It appears that the price of oil is going to be low for a long time. Are there perhaps plans to move into other related business?</p>	<p>In response to the rapidly changing dynamics of the offshore, marine and energy industries, we are aligning our businesses with global trends and developing new products and solutions that will strengthen shareholder value.</p> <p>Our goal is to move Sembcorp Marine's businesses towards cleaner fuel sources and solutions that support the global economy's adoption of a greener energy mix.</p>
4.	<p>Is there a break-even price for oil and for gas for Sembcorp Marine to be profitable?</p> <p>How can we get out of this excess supply glut?</p>	<p>Sembcorp Marine is a provider of innovative and sustainable engineering solutions, products and services for the offshore, marine and energy industries. Our profitability is driven mainly by the value of our contracts or jobs, versus the cost of executing them.</p> <p>Please refer to our responses to Questions 1 to 3 above for our strategies and plans that will reduce the impact of demand and supply for oil on our businesses.</p>

5.	With the move into renewables (wind turbine sector), does the company have any competitive edge against existing wind turbine builders?	<p>Sembcorp Marine has successfully moved into the offshore windfarm segment since 2015. We have established a track record in the design, engineering, construction and installation of offshore platforms and jackets for the offshore energy segment.</p> <p>Our competitive edge stems from our ability to leverage our integrated marine and offshore engineering capabilities to provide a full value chain of offshore wind products and solutions.</p> <p>We build the platforms on which wind turbines are installed as well as windfarm substations platform and other such key structures. We also offer proprietary designs for specialised vessels supporting offshore wind turbine installations.</p>
6.	Does Sembcorp Marine need to diversify or merge to be stronger?	We have diversified our business by moving into new market segments since 2011, including non-drilling solutions, gas value chain as well as renewable and clean energy solutions, such as offshore wind, battery and hydrogen fuel cells.

Financials		
No.	Question	Responses
7.	<p>Sembcorp Marine has given notice that it has recorded pre-tax losses for recent three consecutive years.</p> <p>In view of the current global COVID-19 pandemic and the drastic fall in oil prices, which has affected your yards' performance and businesses greatly, what active steps or plans have been taken or will be taken in anticipation to satisfy the financial requirements to avoid being placed on the Singapore Exchange's (SGX) watch list?</p>	<p>Sembcorp Marine is not on the SGX watch list.</p> <p>Please refer to our responses to Question 8 below on our response to COVID-19 and Questions 1 to 3 above on our strategy and plans to generate sustainable returns to our stakeholders.</p>

COVID-19 Impact		
No.	Question	Responses
8.	What are Sembcorp Marine's plans for the coming year in light of COVID-19?	<p>Our current priority is to ensure that we have adequate liquidity to sustain operations and ride through this severe downturn.</p> <p>We will focus our efforts to progress with the safe and timely execution of our existing order book of over \$2.1 billion.</p> <p>While our yard activities have been curtailed by COVID-19 measures, we are actively assessing the impact on our project schedules and are working closely with our customers to manage the ongoing projects during this challenging period. This will also enable us to resume work safely and efficiently when the measures are lifted.</p> <p>We will continue to right-size our resources in response to the activities outlook. We will also defer all non-essential CAPEX to preserve our cash flow and manage our overall liquidity with prudence and discipline.</p> <p>We will continue to actively seek out opportunities to replenish our order book.</p>

Others		
No.	Question	Responses
9.	Can you address the rumour that there might be a potential merger between Keppel and Sembcorp Marine?	We do not comment on market speculations and rumours.



T S TAY Public Accounting Corporation

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Co. Regn. No. 201002810E

SEMBCORP MARINE LTD
(Incorporated in Singapore)
(Company Registration No. 196300098Z)

Annual General Meeting
Held on 20 May 2020

SCRUTINEER'S CERTIFICATE

To: The Chairman
Sembcorp Marine Ltd

Dear Sirs,

As Scrutineer appointed for the purpose of the poll taken at the Annual General Meeting of the Company, we certify that the results of the poll in respect of:-

SUMMARY RESULTS OF POLL

No	Ordinary resolutions	Total number of shares represented by votes for and against	FOR		AGAINST	
			Number of Shares	%	Number of Shares	%
1	To adopt the directors' statement and audited financial statements	1,332,830,160	1,332,656,160	99.99%	174,000	0.01%
2	To re-elect Mr Eric Ang Teik Lim	1,333,440,160	1,330,935,893	99.81%	2,504,267	0.19%
3	To re-elect Mr Koh Chiap Khiong	1,333,440,160	1,329,620,876	99.71%	3,819,284	0.29%
4	To approve directors' fees for the year ending 31 December 2020	1,333,405,560	1,333,231,560	99.99%	174,000	0.01%
5	To re-appoint KPMG LLP as auditors and to authorise the directors to fix their remuneration	1,333,440,160	1,333,266,160	99.99%	174,000	0.01%
6	To approve the renewal of the Share Issue Mandate	1,333,440,160	1,328,375,100	99.62%	5,065,060	0.38%
7	To approve the renewal of the Interested Person Transactions Mandate	59,134,796	58,960,796	99.71%	174,000	0.29%
8	To approve the renewal of the Share Purchase Mandate	1,333,405,560	1,332,167,663	99.91%	1,237,897	0.09%
9	To approve the adoption of the Sembcorp Marine Performance Share Plan 2020	1,333,207,515	1,326,630,696	99.51%	6,576,819	0.49%
10	To approve the adoption of the Sembcorp Marine Restricted Share Plan 2020	1,333,207,515	1,326,630,696	99.51%	6,576,819	0.49%

Yours faithfully,

Signed

Scrutineer Firm: T S Tay Public Accounting Corporation