

Proxy Form

Sembcorp Industries Ltd

Co Regn No. 199802418D

(Incorporated in the Republic of Singapore)

Twenty-First Annual General Meeting

IMPORTANT

1. Relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 may appoint more than two proxies to attend, speak and vote at the Annual General Meeting.
2. For CPF / SRS investors who have used their CPF / SRS moneys to buy shares in Sembcorp Industries Ltd, this form of proxy is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF / SRS investors should contact their respective Agent Banks / SRS Operators if they have any queries regarding their appointment as proxies.
3. By submitting an instrument appointing a proxy(ies) and / or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated March 27, 2019.

I / We _____ (Name) _____ (NRIC / Passport / Co Regn No.)
of _____ (Address)

being a member / members of SEMBCORP INDUSTRIES LTD ("the Company") hereby appoint:

| Name | Address | NRIC / Passport No. | % of Shareholdings |
|------|---------|---------------------|--------------------|
| | | | |

and / or (delete as appropriate)

| Name | Address | NRIC / Passport No. | % of Shareholdings |
|------|---------|---------------------|--------------------|
| | | | |

as my / our proxy / proxies to attend, speak and vote for me / us on my / our behalf at the Twenty-First Annual General Meeting ("21st AGM") of the Company to be held on Thursday, April 18, 2019 at 10.00 a.m. at Stephen Riady Auditorium@NTUC, NTUC Centre, Level 7, One Marina Boulevard, Singapore 018989 and at any adjournment thereof.

(Voting will be conducted by poll. Please indicate with an "X" in the spaces provided whether you wish your vote(s) to be cast for or against the Resolutions as set out in the Notice of the 21st AGM. In the absence of specific directions, the proxy / proxies will vote or abstain as he / they may think fit, as he / they will on any other matter arising at the 21st AGM.)

| | Ordinary Resolutions | For | Against |
|-------------------------|---|-----|---------|
| ROUTINE BUSINESS | | | |
| 1. | To adopt the Directors' Statement and Audited Financial Statements | | |
| 2. | To declare a final dividend | | |
| 3. | To re-elect Tan Sri Mohd Hassan Marican | | |
| 4. | To re-elect Tham Kui Seng | | |
| 5. | To re-elect Ajaib Haridass | | |
| 6. | To re-elect Nicky Tan Ng Kuang | | |
| 7. | To re-elect Dr Josephine Kwa Lay Keng | | |
| 8. | To approve directors' fees for the year ending December 31, 2019 | | |
| 9. | To re-appoint KPMG LLP as Auditors and to authorise the directors to fix their remuneration | | |
| SPECIAL BUSINESS | | | |
| 10. | To approve the proposed renewal of the Share Issue Mandate | | |
| 11. | To authorise the directors to grant awards and issue shares under the Sembcorp Industries Share Plans | | |
| 12. | To approve the proposed modifications to, and renewal of, the IPT Mandate | | |
| 13. | To approve the proposed renewal of the Share Purchase Mandate | | |

Total Number of Shares Held

Signature(s) or Common Seal of Member(s)

Date

Notes:

1. If the member has shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited), he should insert that number of shares. If the member has shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert that number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.
2. 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 Annual General 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 Annual General 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.
3. A proxy need not be a member of the Company.
4. The instrument appointing a proxy or proxies must be deposited at the office of the Company's Share Registrar, M & C Services Private Limited, 112 Robinson Road #05-01, Singapore 068902 not less than 72 hours before the time appointed for the Annual General Meeting.
5. Completion and return of this instrument appointing a proxy or proxies shall not preclude a member from attending and voting in person at the Annual General Meeting if he finds that he is able to do so. In such event, the relevant instrument appointing a proxy or proxies will be deemed to be revoked.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
7. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Annual General Meeting, in accordance with Section 179 of the Companies Act, Chapter 50.
8. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies (including any related attachment). In addition, in the case of members whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have shares entered against their names in the Depository Register 72 hours before the time appointed for holding the Annual General Meeting as certified by The Central Depository (Pte) Limited to the Company.

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**BUSINESS REPLY SERVICE
PERMIT NO. 06735**



The Company Secretary
Sembcorp Industries Ltd
c/o M & C Services Private Limited
112 Robinson Road #05-01
Singapore 068902

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