

Supplementary Information

Year ended December 31, 2018

(Under SGX-ST Listing Manual requirements)

A. Directors' and Key Executives' Remuneration Earned for the Year

Summary compensation table for the year ended December 31, 2018

Name of Director	Salary ¹ \$'000	Bonus earned \$'000	Fair value of share-based compensation granted for the year ³ \$'000	Directors' fees		Brought forward bonus bank ² \$'000
				Cash-based ⁴ \$'000	Share-based ⁵ \$'000	
Payable by Company						
Ang Kong Hua	–	–	–	525	225	–
Neil McGregor	1,344	812	826	–	–	12
Margaret Lui ⁴	–	–	–	128	55	–
Tan Sri Mohd Hassan Marican	–	–	–	118	51	–
Tham Kui Seng	–	–	–	118	50	–
Dr Teh Kok Peng	–	–	–	125	54	–
Ajaib Haridass	–	–	–	127	55	–
Nicky Tan ⁴	–	–	–	127	54	–
Yap Chee Keong	–	–	–	131	56	–
Jonathan Asherson OBE	–	–	–	107	46	–
Dr Josephine Kwa Lay Keng <i>(appointed on August 1, 2018)</i>	–	–	–	39	17	–
Payable by Subsidiaries						
Neil McGregor ⁴	–	–	–	185	44	–
Tan Sri Mohd Hassan Marican	–	–	–	378	162	–
Ajaib Haridass	–	–	–	82	–	–
Tham Kui Seng	–	–	–	63	–	–
Name of Key Executive						
Graham Cockroft ^{4,6}	195	182	226	12	–	–
Wong Weng Sun	811	508	1,348	–	–	2,306
Koh Chiap Khiong ⁴	568	375	291	164	52	1,208
Kelvin Teo ⁵	414	290	124	10	–	267
Vipul Tuli	690	435	124	–	–	230

(Under SGX-ST Listing Manual requirements) (cont'd)

A. Directors' and Key Executives' Remuneration Earned for the Year (cont'd)

Notes:

- The amounts shown are inclusive of basic salary, fixed allowances, AWS and other emoluments.
- The Brought Forward Bonus Bank is the outstanding balance of bonus as at December 31, 2018 (incorporating any adjustment made to the bank balance but excluding the bonus earned during the financial year). Typically, one-third of the accumulated bonus, comprising Bonus Earned in the financial year and the Brought Forward Bonus, is paid out in cash each year, with the balance carried forward to the following year. Future balances of the bonus bank will be adjusted according to the yearly EVA performance of the Group and its subsidiaries, and payouts will be made accordingly from the Bonus Bank.
- The fair value of the share plans granted for the year is disclosed. The shares granted to key executives are contingent upon meeting performance measures. If these performance measures are not met, the key executives will not be vested with any shares.
- Directors' fees in cash for Margaret Lui are payable to Azalea Investment Management Pte Ltd. Directors' fees in cash for Nicky Tan are payable to Tan Kok Wah and Tee Min Foundation Ltd. Directors' fees in cash from subsidiaries for Neil McGregor, Graham Cockroft and Koh Chiap Khiong are payable to SCL. Directors' fees in cash from subsidiaries for Kelvin Teo are payable to Sembcorp Parks Management Pte Ltd and Batamindo Shipping & Warehousing Pte Ltd.
- To align the interests of non-executive directors with the interests of shareholders, up to 30% of the aggregate directors' fees approved by shareholders for a particular financial year may be paid out in the form of restricted share awards under the Sembcorp Industries Restricted Share Plan 2010.
From 2011, the awards granted under the Sembcorp Industries Restricted Share Plan 2010 to all directors as part of their directors' fees (except for Neil McGregor, who is the Group President & CEO and who did not receive any directors' fees) will consist of the grant of fully paid shares outright with no performance and vesting conditions attached, but with a selling moratorium. Non-executive directors are required to hold shares (including shares obtained by other means) worth the value of their annual base retainer fee (currently 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 actual number of shares awarded to each non-executive director will be determined with reference to the volume-weighted average price of a share on the SGX-ST over the 14 trading days from (and including) the day on which the shares are first quoted ex-dividend after the AGM (or, if the resolution to approve the final dividend is not approved, over the 14 trading days immediately following the date of the 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 director's fees for the year (calculated on a pro-rated basis, where applicable) in cash.
Details of the performance shares and restricted shares granted to the directors are set out in the section on Share-based Incentive Plans in the Directors' Report.
- The amount excludes sign-on bonus of S\$150,000.

Supplementary Information

Year ended December 31, 2018

(Under SGX-ST Listing Manual requirements) (cont'd)

B. Interested Person Transactions

Interested person transactions carried out during the financial year which fall under Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited (SGX-ST) are as follows:

(\$ million)	2018
Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 of the SGX-ST Listing Manual (excluding transactions less than S\$100,000)	
Sale of Goods and Services	
Temasek Holdings (Private) Limited and its Associates	
– Temasek Holdings (Private) Limited	0.3
– Accuron Technologies Limited and its Associates	1.3
– Mapletree Investments Pte Ltd and its Associates	0.4
– PSA International Pte Ltd and its Associates	5.5
– Singapore Power Limited and its Associates	4.2
– Singapore Technologies Telemedia Pte Ltd and its Associates	47.6
– SingEx Holdings Pte Ltd and its Associates	4.2
– SMRT Corporation Ltd and its Associates	2.4
– Temasek Capital (Private) Limited and its Associates	4.3
– Wildlife Reserves Singapore Pte Ltd and its Associates	3.7
	73.9
Olam International Ltd and its Associates	1.8
Starhub Ltd and its Associates	11.5
SATS Ltd and its Associates	0.2
Singapore Technologies Engineering Ltd and its Associates	21.9
	109.3
Purchase of Goods and Services	
Temasek Holdings (Private) Limited and its Associates	
– Lan Ting Holdings Pte Ltd and its Associates	0.4
– Singapore Power Limited and its Associates	5.6
– Temasek Capital (Private) Limited and its Associates ¹	563.1
	569.1
Singapore Technologies Engineering Ltd and its Associates	5.3
Starhub Ltd and its Associates	0.3
	574.7
Provision of Management and Support Services	
Temasek Holdings (Private) Limited and its Associates	
– Temasek Capital (Private) Limited and its Associates	2.9
	686.9

There are no interested person transactions during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920).

Note:

¹ This relates mainly to the purchase of gas by Sembcorp Cogen Pte Ltd from Sembcorp Gas Pte Ltd for the generation of electricity. Sembcorp Gas Pte Ltd is 30% owned by Seletar Investments Pte Ltd, a wholly-owned subsidiary of Temasek Holdings (Private) Limited.