

# Proxy Form

## IMPORTANT

1. For investors who have used their CPF monies to buy Sembcorp Industries Ltd's shares, this report is forwarded to them at the request of their CPF Approved Nominees solely **FOR INFORMATION ONLY**.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF Investors who wish to vote should contact their CPF Approved Nominees.

## SEMBCORP INDUSTRIES LTD

Co Regn No. 199802418D

(Incorporated in the Republic of Singapore)

## ELEVENTH ANNUAL GENERAL MEETING

I / We, \_\_\_\_\_ (Name), \_\_\_\_\_ (NRIC No.)

of \_\_\_\_\_ (Address)

being a member / members of SEMBCORP INDUSTRIES LTD 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 and vote for me / us on my / our behalf and, if necessary, to demand a poll, at the Annual General Meeting of the Company to be held on Monday, April 20, 2009 at 11.00 am at The Auditorium, NTUC Centre, Level 7, One Marina Boulevard, Singapore 018989 and at any adjournment thereof.

*(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 Annual General Meeting. 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 Annual General Meeting.)*

|     | Resolutions  | For | Against |
|-----|--|-----|---------|
|     | <b>ORDINARY BUSINESS</b>   |     |         |
| 1.  | To adopt the Directors' Report and Accounts  |     |         |
| 2.  | To declare a final dividend  |     |         |
| 3.  | To re-elect Peter Seah Lim Huat  |     |         |
| 4.  | To re-elect Lee Suet Fern  |     |         |
| 5.  | To re-elect Bobby Chin Yoke Choong   |     |         |
| 6.  | To re-appoint Richard Hale, OBE  |     |         |
| 7.  | To approve directors' fees for financial year ended December 31, 2008                                  |     |         |
| 8.  | To re-appoint KPMG LLP as auditors and to fix their remuneration                                       |     |         |
|     | <b>SPECIAL BUSINESS</b>  |     |         |
| 9.  | To approve the renewal of Share Issue Mandate  |     |         |
| 10. | To authorise the directors to grant awards and issue shares under the Sembcorp Industries' Share Plans |     |         |

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

\_\_\_\_\_  
Date

**Total Number of Shares Held**

Glue and seal along the edge

Glue and seal along the edge

**Notes:**

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares held by you.
2. A member entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote instead of him. Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportion of his holding (expressed as a percentage of the whole) to be represented by each proxy.
3. The instrument appointing a proxy or proxies must be deposited at the office of the Company's Registrar, M & C Services Private Limited, 138 Robinson Road, #17-00 The Corporate Office, Singapore 068906 not less than 48 hours before the time appointed for the Annual General Meeting.

1st FOLD

4. 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.
5. 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 of Singapore.
6. 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. 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 48 hours before the time appointed for holding the Annual General Meeting as certified by the Central Depository (Pte) Limited to the Company.

2nd FOLD



BUSINESS REPLY SERVICE PERMIT  
NO. 04910



The Company Secretary  
**SEMBCORP INDUSTRIES LTD**  
c/o M&C Services Private Limited  
138 Robinson Road #17-00  
The Corporate Office  
Singapore 068906

Postage will be  
paid by addressee.  
For posting in  
Singapore only.

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