

# Supplementary Information

Year ended December 31, 2012

## (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, 2012

Name of Director	Fair value of share-based compensation					
	Salary <sup>1</sup> S\$'000	Bonus Earned S\$'000	granted for the year <sup>3</sup> S\$'000	Directors' fees		Brought Forward Bonus Bank <sup>2</sup> S\$'000
				Cash-based <sup>4</sup> S\$'000	Share-based <sup>5</sup> S\$'000	
<b>Payable by Company</b>						
Ang Kong Hua	–	–	–	183	78	–
Tang Kin Fei	1,145	3,558	2,322	–	–	6,578
Goh Geok Ling	–	–	–	105	45	–
Evert Henkes	–	–	–	148	63	–
Bobby Chin Yoke Choong	–	–	–	118	51	–
Margaret Lui	–	–	–	100	43	–
Tan Sri Mohd Hassan Marican	–	–	–	104	45	–
Tham Kui Seng	–	–	–	66	28	–
Dr Teh Kok Peng	–	–	–	16	7	–
<b>Payable by Subsidiaries</b>						
Goh Geok Ling	–	–	–	280	84	–
Tan Sri Mohd Hassan Marican	–	–	–	99	42	–
Tang Kin Fei <sup>4</sup>	–	–	–	287	64	–

Name of Key Executive	Fair value of share-based compensation					
	Salary <sup>1</sup> S\$'000	Bonus Earned S\$'000	granted for the year <sup>3</sup> S\$'000	Directors' fees		Brought Forward Bonus Bank <sup>2</sup> S\$'000
				Cash-based <sup>4</sup> S\$'000	Share-based <sup>5</sup> S\$'000	
Low Sin Leng	580	646	591	–	–	1,111
Tan Cheng Guan <sup>4</sup>	594	1,194	591	32	–	1,269
Koh Chiap Khiong <sup>4</sup>	497	1,082	591	195	32	792
Ng Meng Poh	512	1,602	591	–	–	1,167
Wong Weng Sun	795	2,830	1,273	–	–	10,946

Notes:

- The amount shown is 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, 2012 (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 being carried forward to the following year. The balances of the bonus bank in future will be adjusted by the yearly EVA performance of the Group and the payouts made 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 executive will not be vested with any shares.
- Directors' fees in cash from subsidiaries for Mr Tang Kin Fei, Mr Tan Cheng Guan and Mr Koh Chiap Khiong are payable to SCL.

**(Under SGX-ST Listing Manual requirements)****A. Directors' and Key Executives' Remuneration Earned for the Year** *(cont'd)*

## Notes:

5. To align the interests of the 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 Mr Tang Kin Fei, who is the Group President & CEO, and who does 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 at least one-time the annual base retainer (currently S\$65,000); 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 to be awarded to each non-executive director will be determined by reference to the volume-weighted average price of a share on the Singapore Exchange Securities Trading Limited (SGX-ST) over the 14 trading days immediately following the date of the Annual General Meeting (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.

Details on the share options, performance shares and restricted shares granted to the directors are set out in the Share-based Incentive Plans of the Directors' Report.

**(Under SGX-ST Listing Manual requirements)****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:

<b>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)</b>	
	<b>2012</b>
	<b>S\$'000</b>
<b>Sale of goods and services</b>	
Temasek Holdings (Private) Limited and its Associates	
– PSA International Pte Ltd and its Associates	3,755
– Singapore Power Ltd and its Associates	2,119
– Temasek Capital (Private) Limited and its Associates	1,490
– Singapore Technologies Telemedia Pte Ltd and its Associates	617
	7,981
Starhub Ltd and its Associates	960
SATS Ltd and its Associates	236
Singapore Airlines Limited and its Associates	2,740
Singapore Technologies Engineering Ltd and its Associates	7,858
	19,775
<b>Purchase of goods and services</b>	
Temasek Holdings (Private) Limited and its Associates	
– Temasek Capital (Private) Limited and its Associates <sup>1</sup>	1,269,077
– Singapore Power Ltd and its Associates	4,259
– Certis CISCO Security Pte Ltd	149
	1,273,485
SMRT Corporation Ltd and its Associates	1,208
Singapore Technologies Engineering Ltd and its Associates	6,057
	1,280,750
<b>Management and support services</b>	
– Temasek Capital (Private) Limited and its Associates	2,370
<b>Sub-total</b>	<b>1,302,895</b>
<b>Establishment of joint venture</b>	
Temasek Holdings (Private) Limited and its Associates	
– Tembusu Capital Pte. Ltd. and its Associates	92,837
<b>Sale of property</b>	
Singapore Technologies Engineering Ltd and its Associates	8,233
<b>Sub-total</b>	<b>101,070</b>
<b>Total interested person transactions</b>	<b>1,403,965</b>

## 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.