

# SUPPLEMENTARY INFORMATION

Year ended December 31, 2016

## (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, 2016

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	–	–	–	525	225	–
Tang Kin Fei	1,190	3,055	998	–	–	3,084
Bobby Chin Yoke Choong	–	–	–	166	71	–
Margaret Lui <sup>4</sup>	–	–	–	152	65	–
Tan Sri Mohd Hassan Marican	–	–	–	140	60	–
Tham Kui Seng	–	–	–	134	58	–
Dr Teh Kok Peng	–	–	–	154	66	–
Ajaib Haridass	–	–	–	144	62	–
Neil McGregor <sup>4</sup>	–	–	–	101	43	–
Nicky Tan <sup>4</sup>	–	–	–	107	46	–
Yap Chee Keong	–	–	–	32	14	–
<b>Payable by Subsidiaries</b>						
Tang Kin Fei <sup>4</sup>	–	–	–	266	77	–
Tan Sri Mohd Hassan Marican	–	–	–	420	180	–
Ajaib Haridass	–	–	–	198	85	–
Tham Kui Seng	–	–	–	33	–	–
Tan Cheng Guan <sup>4</sup>	662	930	403	–	–	1,586
Koh Chiap Khiong <sup>4</sup>	612	1,190	403	202	71	1,608
Ng Meng Poh <sup>4</sup>	611	1,182	403	96	–	1,544
Wong Weng Sun	926	1,419	810	–	–	2,690
Kelvin Teo <sup>4</sup>	412	298	180	10	–	335

## (Under SGX-ST Listing Manual requirements)

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

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, 2016 (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 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 its subsidiaries 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 for Margaret Liu are payable to Azalea Asset Management Pte Ltd. Directors' fees for Neil McGregor are payable to Temasek International Pte Ltd. Directors' fees for Nicky Tan are payable to Tan Kok Wah and Tee Min Foundation Ltd. Directors' fees in cash from subsidiaries for Tang Kin Fei, Tan Cheng Guan, Koh Chiap Khiong and Ng Meng Poh 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 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 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 the value of their annual base retainer (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 by 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 on the share options, performance shares and restricted shares granted to the directors are set out in the section on Share-based Incentive Plans in the Directors' Report.

## SUPPLEMENTARY INFORMATION

### (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>2016</b>	
<b>S\$'000</b>	
<b>Sale of goods and services</b>	
Temasek Holdings (Private) Limited and its Associates	
– Accuron Technologies Limited and its Associates	105
– Mapletree Investments Pte Ltd and its Associates	1,308
– PSA International Pte Ltd and its Associates	6,223
– Singapore Power Limited and its Associates	13,741
– Temasek Capital (Private) Limited and its Associates	5,532
– Wildlife Reserves Singapore Pte Ltd and its Associates	238
	27,147
Olam International Ltd and its Associates	5,427
Starhub Ltd and its Associates	633
SATS Ltd and its Associates	101
Singapore Telecommunications Ltd and its Associates	114,321
Singapore Airlines Limited and its Associates	410
Singapore Technologies Engineering Ltd and its Associates	1,372
	149,411
<b>Purchase of goods and services</b>	
Temasek Holdings (Private) Limited and its Associates	
– Mapletree Investments Pte Ltd and its Associates	166
– Singapore Power Limited and its Associates	5,165
– Surbana-Jurong Private Limited	911
– Temasek Capital (Private) Limited and its Associates <sup>1</sup>	372,826
	379,068
Singapore Technologies Engineering Ltd and its Associates	8,932
	388,000
<b>Management and support services</b>	
Temasek Holdings (Private) Limited and its Associates	
– Temasek Capital (Private) Limited and its Associates	3,155
	3,155
<b>Total interested person transactions</b>	<b>540,566</b>

Note:

- 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.