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SEMBCORP MARINE LTD

(Incorporated in the Republic of Singapore)

Company Registration No.: 196300098Z

ANNOUNCEMENT

**PROPOSED (A) RENOUNCEABLE UNDERWRITTEN RIGHTS ISSUE; AND
(B) DISTRIBUTION *IN SPECIE* BY HOLDING COMPANY**

Unless otherwise defined, all terms and references used herein shall bear the same meanings ascribed to them in the Announcement (as defined below).

RECEIPT OF APPROVAL IN-PRINCIPLE FROM THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

Further to the announcement of Sembcorp Marine Ltd (the "**Company**") on 8 June 2020 (the "**Announcement**") relating to, among others, the Rights Issue and the Whitewash Resolution, the Directors wish to announce that the Company has on 22 July 2020 received the approval in-principle from the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") for the listing of and quotation for 10,462,690,870 Rights Shares¹ on the Main Board of the SGX-ST, subject to the following conditions:

- (i) compliance with the SGX-ST's listing requirements;
- (ii) approval of the Company's shareholders ("**Shareholders**") for the Rights Issue;
- (iii) a written undertaking from the Company that it will comply with Rules 704(30), 877(8) and 1207(20) of the SGX-ST Listing Manual (the "**Listing Manual**") in relation to the use of proceeds from the Rights Issue and where proceeds are to be used for working capital purposes, the Company will disclose a breakdown with specific details on the use of proceeds for working capital in the Company's announcements on use of proceeds and in the annual report; and
- (iv) a written undertaking from the Company that it will comply with the confirmation given in Rule 877(10) of the Listing Manual with regards to the allotment of any Excess Rights Shares.

¹ Based on the issued share capital of the Company as at the date of this announcement of 2,092,538,174 ordinary shares in the capital of the Company ("**Shares**") (excluding treasury shares).

Subsequent to the Announcement, as announced by the Company on 24 June 2020, the Company had allotted and issued an aggregate of 2,050,445 new Shares pursuant to the release of awards under the Sembcorp Marine Restricted Share Plan 2010 approved and adopted by the Shareholders on 20 April 2010 (the "**SCM RSP 2010**") and for the payment of Directors' fees. Save for the foregoing, the Company will not be allotting and issuing any additional new Shares pursuant to the release of awards under the SCM RSP 2010 or for the payment of Directors' fees prior to the Record Date.

Not for distribution in the United States

The approval in-principle of the SGX-ST is not to be taken as an indication of the merits of the Rights Issue, the Rights Shares, the Rights², the Company, its subsidiaries and/or the Shares.

The notice of the extraordinary general meeting to be convened and a circular to Shareholders containing details on, among others, the Rights Issue and the Whitewash Resolution will be made available to Shareholders in due course.

BY ORDER OF THE BOARD

Tan Yah Sze
Company Secretary

22 July 2020

IMPORTANT NOTICE

This announcement is for information only and does not constitute or form part of any offer or invitation to sell or issue or subscribe for, or any solicitation of any offer to acquire, any Rights Shares or to take up any entitlements to Rights Shares in any jurisdiction in which such an offer or solicitation is unlawful. No person should acquire any Rights Shares except on the basis of the information contained in an offer information statement to be lodged by the Company with the Monetary Authority of Singapore. The information contained in this announcement is not for release, publication or distribution to persons in the United States and should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of applicable securities laws or regulations. The issue, exercise or sale of Rights Shares and the acquisition or purchase of the Rights Shares are subject to specific legal or regulatory restrictions in certain jurisdictions. The Company assumes no responsibility in the event there is a violation by any person of such restrictions.

The distribution of this announcement into jurisdictions other than Singapore may be restricted by law. Persons into whose possession this announcement and such other documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. Neither the content of the Company's website nor any website accessible by hyperlinks on the Company's website is incorporated in, or forms part of, this announcement.

² "Rights" means the rights to subscribe for five (5) Rights Shares for every one (1) existing Share held by Entitled Company Shareholders as at the Record Date, fractional entitlements to be disregarded.