



**SMRT CORPORATION LTD**  
(Incorporated in the Republic of Singapore)  
(Company Registration Number: 200001855H)

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**THE PROPOSED ACQUISITION BY BELFORD INVESTMENTS PTE. LTD. (THE "OFFEROR") OF  
THE ISSUED AND PAID-UP ORDINARY SHARES IN THE CAPITAL OF SMRT CORPORATION  
LTD (THE "COMPANY") BY WAY OF A SCHEME OF ARRANGEMENT**

**RESULTS OF THE SCHEME MEETING**

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**1. Introduction**

The board of directors of the Company (the "**Board**") refers to the scheme document (the "**Scheme Document**") despatched on 6 September 2016 to the Shareholders in relation to the proposed acquisition by the Offeror, a wholly-owned subsidiary of Temasek Holdings (Private) Limited ("**Temasek**"), of all the issued and paid-up ordinary shares ("**Shares**") in the capital of the Company (other than those already held by Temasek) ("**Scheme Shares**"), by way of a scheme of arrangement (the "**Scheme**") under Section 210 of the Companies Act (Chapter 50 of Singapore) (the "**Companies Act**") and in accordance with the Singapore Code on Take-Overs and Mergers and the terms and conditions of the Implementation Agreement.

All capitalised terms used and not defined herein shall have the same meanings given to them in the Scheme Document.

**2. Results of Scheme Meeting – Scheme Approved**

The Board wishes to announce that at the Scheme Meeting convened pursuant to an order of the Court dated 2 September 2016 and held on 29 September 2016 at The Star Theatre, Level 5, The Star Performing Arts Centre, 1 Vista Exchange Green, Singapore 138617 at 4.36 p.m. following the conclusion of the NRFF EGM, the Scheme Shareholders have, by a majority in number of Scheme Shareholders present and voting, either in person or by proxy, at the Scheme Meeting, such majority representing not less than 75 per cent. in value of the Scheme Shares voted at the Scheme Meeting, **APPROVED** the Scheme.

The results of the poll on the resolution in respect of the Scheme Meeting are set out in following table.

Resolution		FOR		AGAINST		Total
		Number	Percentage (%)	Number	Percentage (%)	
To approve the Scheme	<b>Scheme Shareholders present and voting (either in person or by proxy)</b>	3,747	84.83%	670	15.17%	4,417
	<b>Scheme Shares represented by votes (either in person or by proxy)</b>	144,546,417	92.89%	11,057,911	7.11%	155,671,428

As set out in the Scheme Document, the Offeror Concert Party Group was required to abstain from voting on the Scheme in respect of their Scheme Shares.

Shareholders who are in any doubt as to the action they should take should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

### 3. Scrutineer for Scheme Meeting

TMF Singapore H Pte. Ltd. was appointed as the scrutineer for the Scheme Meeting.

### 4. Next Steps and Indicative Timetable for the Scheme

In light of the approval by the Scheme Shareholders of the Scheme, the Company will be submitting its application to the Court for sanction of the Scheme under Section 210 of the Companies Act.

Subject to the grant of the order of the Court sanctioning the Scheme (the "**Court Order**") and the satisfaction (or where applicable, waiver) of all the Scheme Conditions in accordance with the Implementation Agreement, the Scheme shall become effective and binding upon the lodgement of the Court Order with the Accounting and Corporate Regulatory Authority of Singapore ("**ACRA**").

As set out in the Scheme Document, Shareholders should note the following indicative timetable in relation to the Scheme:

Expected date of Court hearing of the application to sanction the Scheme	: 14 October 2016
Expected last day of trading of the Shares	: 17 October 2016
Expected date of suspension of the Shares	: 18 October 2016
Expected Books Closure Date	: 20 October 2016, 5.00 p.m.
Expected Record Date	: 20 October 2016 <sup>(1)</sup>
Expected Effective Date	: 21 October 2016 <sup>(2)</sup>
Expected date for the payment of the Scheme Price	: By 1 November 2016 <sup>(1)</sup>
Expected date that the Scheme Shares will be transferred to the Offeror	: 1 November 2016 <sup>(1)(3)</sup>
Expected date for the delisting of the Shares	: After payment of the Scheme Price

**Notes:**

- (1) Assuming that the Effective Date is on 21 October 2016.
- (2) The Scheme will only become effective and binding if all the Scheme Conditions have been satisfied (or, where applicable, waived) in accordance with the Implementation Agreement and upon lodgement of the Court Order with ACRA. The Court Order will be lodged with ACRA after the satisfaction (or, where applicable, waiver) of all the Scheme Conditions, a list of which is set out in Appendix 10 to the Scheme Document.
- (3) Assuming the Scheme Price is paid on 1 November 2016.

The above dates are indicative only and may be subject to change. Please refer to future announcement(s) by the Company and/or the SGX-ST for the exact dates of these events.

## **5. Directors' Responsibility Statement**

The directors of the Company (including any who may have delegated detailed supervision of the preparation of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement are fair and accurate and that no material facts have been omitted from this Announcement, the omission of which would make any statement in this Announcement misleading, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted from published, publicly available sources, the sole responsibility of the directors of the Company has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

## **BY ORDER OF THE BOARD**

Jacquelin Tay Gek Poh  
Company Secretary

29 September 2016