



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

**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**

DESPATCH OF SCHEME DOCUMENT

1. Introduction

The board of directors of the Company (the "**Board**") refers to the joint announcement made on 20 July 2016 (the "**Joint Announcement**") by the Company and the Offeror 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 in the capital of the Company (other than those already held by Temasek) by way of a scheme of arrangement at a Scheme Price of S\$1.68 in cash for each Scheme Share under Section 210 of the Companies Act (Chapter 50 of Singapore) and in accordance with the Singapore Code on Take-Over 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 (as defined below).

2. Despatch of Scheme Document

The Board wishes to announce that the Company has today despatched to Shareholders a scheme document ("**Scheme Document**") dated 6 September 2016 consisting of, *inter alia*, the following:

- (i) the terms and other details of the Scheme, including the recommendation of the Independent Directors and the advice of the IFA to the Independent Directors in relation to the Scheme; and
- (ii) a notice of a meeting of the Scheme Shareholders convened at the direction of the Court to be held at The Star Theatre, Level 5, The Star Performing Arts Centre, 1 Vista Exchange Green, Singapore 138617 on 29 September 2016 at 3.30 p.m. or as soon thereafter following the conclusion or adjournment of the NRFF EGM to be held at 2.30 p.m. on the same day and at the same venue, whichever is later, for the purpose of seeking approval of the Scheme Shareholders for the Scheme ("**Notice of Scheme Meeting**").

Shareholders (including Overseas Shareholders) may obtain copies of the Scheme Document and any related documents during normal business hours and up to the date of the Scheme Meeting from the share registrar of the Company, Boardroom Corporate & Advisory Services Pte. Ltd. (the "**Share Registrar**") at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623. Alternatively, an Overseas Shareholder may

write in to the Share Registrar at the same address to request for the Scheme Document and any related documents to be sent to an address in Singapore by ordinary post at his own risk, up to three (3) market days prior to the date of the Scheme Meeting.

An electronic copy of the Scheme Document and the Notice of Scheme Meeting is available at the website of the SGX-ST at www.sgx.com.

3. Directors' Responsibility Statement

The directors of the Company (including those 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

6 September 2016