

REPL::General Announcement::Court Sanction of Scheme and Last Day of Trading of the Shares

Issuer & Securities

Issuer/ Manager	SMRT CORPORATION LTD
Securities	SMRT CORPORATION LTD - SG1I86884935 - S53
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Announcement Details

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Submitted By (Co./ Ind. Name)	Jacquelin Tay Gek Poh
Designation	Company Secretary
Description (Please provide a detailed description of the event in the box below)	Please refer to the attachment.

Attachments	Court Order and Last Day of Trading.pdf Total size =27K
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Related Announcements	05/10/2016 19:16:40
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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**

COURT SANCTION OF SCHEME AND LAST DAY OF TRADING OF THE SHARES

1. Introduction

The board of directors of the Company (the "**Board**") refers to:

- (a) the scheme document (the "**Scheme Document**") despatched on 6 September 2016 to the shareholders of the Company 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 and in accordance with the Code and the terms and conditions of the Implementation Agreement; and
- (b) the announcement dated 5 October 2016 released by the Company in relation to the update on the hearing of the application to the Court to sanction the Scheme and the notice of the Books Closure Date (the "**5 October Announcement**").

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

2. Court Sanction

The Board wishes to announce that the Scheme has been sanctioned by the Court today.

Subject to 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 ACRA.

3. Indicative Timetable for the Scheme

Further to the 5 October Announcement, the Company wishes to confirm that the last day of trading of the Shares will be on 18 October 2016.

Scheme Shareholders should note the updated indicative dates for the following events:

Last day of trading of the Shares	:	18 October 2016
Date of suspension of the Shares	:	19 October 2016
Books Closure Date	:	21 October 2016, 5.00 p.m.
Expected Record Date	:	24 October 2016 ⁽¹⁾
Expected Effective Date	:	25 October 2016 ⁽²⁾
Expected date for the payment of the Scheme Price	:	By 1 November 2016 ⁽¹⁾
Expected date that the Scheme Shares will be transferred to the Offeror	:	1 November 2016 ⁽¹⁾⁽³⁾
Expected date for the delisting of the Shares	:	After payment of the Scheme Price

Notes:

- (1) Assuming that the Effective Date is on 25 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.

Save for the last day of trading of the Shares, the date of suspension of the Shares and the Books Closure Date, the above dates are indicative only and may be subject to change. Please refer to future announcement(s) by the Company for the exact dates of these events.

4. 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

17 October 2016