

# NOTICE OF ANNUAL GENERAL MEETING

SMRT CORPORATION LTD

(Incorporated in the Republic of Singapore)

Company Registration Number: 200001855H

To: All Shareholders

**NOTICE IS HEREBY GIVEN** that the Eleventh Annual General Meeting of the Company will be held at Marina Mandarin Ballroom, Level 1, Marina Mandarin Singapore, 6 Raffles Boulevard, Marina Square, Singapore 039594, on Friday, 16 July 2010 at 2.30 p.m. to transact the following business:

## AS ORDINARY BUSINESS:

1. To receive and adopt the Directors' Report and Audited Financial Statements for the financial year ended 31 March 2010 together with the Auditors' Report thereon.
2. To declare a Final (tax exempt one-tier) Dividend of 6.75 cents per share for the financial year ended 31 March 2010.
3. To approve the sum of \$592,920 as Directors' Fees for the financial year ended 31 March 2010 (FY2009: \$527,809).
4. To re-elect the following Directors who are retiring in accordance with Article 94 of the Company's Articles of Association:
  - (i) Mr Koh Yong Guan;
  - (ii) Mdm Halimah Yacob; and
  - (iii) Mr Paul Ma Kah Woh.
5. To re-elect the following Directors who are retiring in accordance with Article 100 of the Company's Articles of Association:
  - (i) Mr Tan Ek Kia; and
  - (ii) Mr Peter Tan Boon Heng.
6. To approve the appointment of Messrs PricewaterhouseCoopers LLP as the Auditors of the Company in place of the retiring Auditors, Messrs KPMG LLP and to authorise the Directors to fix their remuneration.

## AS SPECIAL BUSINESS:

7. To consider, and if thought fit, to pass, with or without modifications, the following resolutions as Ordinary Resolutions:
  - 7.1 That authority be and is hereby given to the Directors to:
    - (a) (i) allot and issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or
    - (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,  
  
at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
  - (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

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## AS SPECIAL BUSINESS: (cont'd)

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50 per cent of the total number of issued shares, excluding treasury shares, (as calculated in accordance with sub-paragraph (2) below) but subject to sub-paragraph (3) below, of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 5 per cent of the total number of issued shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited ("SGX-ST")) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above and sub-paragraph (3) below, the percentage of issued shares shall be based on the Company's total number of issued shares, excluding treasury shares, at the time this Resolution is passed, after adjusting for:
  - (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
  - (ii) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) the 50 per cent limit in sub-paragraph (1) above may be increased to 100 per cent if the Company undertakes pro-rata renounceable rights issues.
- (4) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
- (5) (unless revoked or varied by the Company in General Meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

7.2 That authority be and is hereby given to the Directors to:

- (a) grant awards in accordance with the provisions of the SMRT Corporation Restricted Share Plan ("SMRT RSP") and/or the SMRT Corporation Performance Share Plan ("SMRT PSP") (the SMRT RSP and SMRT PSP, together the "Share Plans"); and
- (b) allot and issue from time to time such number of ordinary shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the SMRT Corporation Employee Share Option Plan ("SMRT ESOP") and/or such number of fully paid ordinary shares as may be required to be issued pursuant to the vesting of awards under the SMRT RSP and/or SMRT PSP,

provided always that:

- (i) the aggregate number of ordinary shares to be issued pursuant to the Share Plans and the SMRT ESOP shall not exceed 15 per cent of the total number of issued shares (excluding treasury shares) of the Company from time to time; and
- (ii) the aggregate number of ordinary shares to be issued pursuant to the Share Plans and the SMRT ESOP during the period commencing from the date of the Eleventh Annual General Meeting of the Company and ending on the date of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier, shall not exceed 2 per cent of the total number of issued shares (excluding treasury shares) of the Company from time to time.

## AS SPECIAL BUSINESS: (cont'd)

8. To consider, and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"That for the purpose of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST") ("Chapter 9"):

- (a) approval be and is hereby given for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9), or any of them, to enter into any of the transactions falling within the types of interested person transactions, particulars of which are set out in Appendix A to the Notice of the Eleventh Annual General Meeting ("Appendix A"), provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions;
- (b) the approval given in paragraph (a) above (the "General Mandate") shall, unless revoked or varied by the Company in General Meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and
- (c) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the General Mandate and/or this Resolution."

9. To consider, and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore ("Companies Act"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company ("Shares") not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
  - (i) on-market purchases (each an "On-Market Purchase") on the Singapore Exchange Securities Trading Limited ("SGX-ST"); and/or
  - (ii) off-market purchases (each an "Off-Market Purchase") effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they may, in their absolute discretion, deem fit, which schemes shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally ("Share Purchase Mandate");

- (b) unless varied or revoked by the Company in General Meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:
  - (i) the date on which the next Annual General Meeting of the Company is held; or
  - (ii) the date by which the next Annual General Meeting of the Company is required by law to be held;

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## AS SPECIAL BUSINESS: (cont'd)

9. (c) in this Resolution:

“Prescribed Limit” means the number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares as at that date);

“Maximum Price” in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) not exceeding:

- (i) in the case of an On-Market Purchase, 105% of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price of the Shares,

where:

“Average Closing Price” means the average of the closing market prices of a Share over the last five (5) market days on which transactions in the Shares on the SGX-ST were recorded immediately preceding the date of the On-Market Purchase by the Company or, as the case may be, the date of the making of the offer for an Off-Market Purchase, and in the case of an On-Market Purchase, deemed to be adjusted in accordance with the listing rules of the SGX-ST for any corporate actions occurring after the relevant 5-day period; and

“date of the making of the offer” means the date on which the Company announces its intention to make an offer for the Off-Market Purchase of Shares from shareholders, stating the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- (d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.”

## ANY OTHER BUSINESS:

10. To transact any other business that may be transacted at an Annual General Meeting.

By Order of the Board  
S. Prema (Ms)  
Company Secretary

Singapore  
22 June 2010

## NOTICE OF CLOSURE OF BOOKS

**Notice is hereby given** that the Transfer Books and the Register of Members of the Company will be closed from 26 July 2010 to 27 July 2010 (both dates inclusive) for the preparation of dividend warrants. The final dividend, if approved at the Eleventh Annual General Meeting, will be paid on 5 August 2010 to members on the Register as at 23 July 2010. In respect of shares in securities accounts with The Central Depository (Pte) Limited ("CDP"), the said final dividend will be paid by the Company to CDP, which will in turn distribute the final dividend entitlements to CDP account holders in accordance with its normal practice.

Duly completed transfers received by the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623 up to 5.00 p.m. on 23 July 2010 will be registered to determine shareholders' entitlement to the final dividend.

### Explanatory notes on Ordinary Business to be transacted:

Resolution 3 The increase in the aggregate amount of Directors' fees payable for the financial year ended 31 March 2010 is due mainly to the revised Directors' fee structure following a review by the Remuneration Committee taking into account industry practice and the public nature of the business of the Group. The revised Directors' fee structure (per annum) is set out below:

#### **Board of Directors**

Chairman's Basic Fee	\$83,000
Board Member's Basic Fee	\$44,000

#### **Audit Committee**

Chairman's Allowance	\$30,000
Member's Allowance	\$20,000

#### **Remuneration Committee/ Nominating Committee/ Board Risk Committee**

Chairman's Allowance	\$18,000
Member's Allowance	\$ 9,000

Resolution 4(i) Mr Koh Yong Guan will, upon re-election as a Director of the Company, continue to serve as Chairman of the Board, Chairman and Member of the Remuneration Committee and Member of the Nominating Committee. Mr Koh Yong Guan is an independent director.

Resolution 4(ii) Mdm Halimah Jacob will, upon re-election as a Director of the Company, continue to serve as a Member of the Remuneration Committee. Mdm Halimah Jacob is an independent director.

Resolution 4(iii) Mr Paul Ma Kah Woh will, upon re-election as a Director of the Company, continue to serve as Chairman and Member of the Audit Committee and Member of the Nominating Committee. Mr Paul Ma Kah Woh is considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

Resolution 5(i) Mr Tan Ek Kia will, upon re-election as a Director of the Company, continue to serve as a Member of the Remuneration Committee and the Board Risk Committee. Mr Tan Ek Kia is an independent director.

Resolution 5(ii) Mr Peter Tan Boon Heng is an independent director.

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## Explanatory notes on Special Business to be transacted:

Resolution 6 Messrs KPMG LLP, the retiring Auditors, have served as external Auditors of the Company for ten years since 2000. As part of ongoing good corporate governance initiatives, the Directors are of the view that it would be timely to effect a change of external Auditors with effect from the Eleventh Annual General Meeting. The Audit Committee has sought proposals for the audit of the financial statements of the Company for FY2011 from various audit firms. Messrs PricewaterhouseCoopers LLP was selected for the proposed appointment after the competitive proposals were evaluated. Messrs KPMG LLP, the retiring Auditors, will accordingly not be seeking re-election at the forthcoming Annual General Meeting.

In accordance with the requirements of Rule 1203(5) of the Listing Manual of the SGX-ST:

- (a) the outgoing Auditors, Messrs KPMG LLP, have confirmed that they are not aware of any professional reasons why the new Auditors, Messrs PricewaterhouseCoopers LLP, should not accept appointment as Auditors of the Company;
- (b) the Company confirms that there were no disagreements with the outgoing Auditors, Messrs KPMG LLP, on accounting treatments within the last 12 months; and
- (c) the Company confirms that it is not aware of any circumstances connected with the proposed change of Auditors that should be brought to the attention of shareholders.

The Audit Committee has reviewed and deliberated on the proposed change of Auditors and has recommended the same for approval, after taking into consideration the suitability of Messrs PricewaterhouseCoopers LLP and the requirements of Rule 712(1) of the Listing Manual of the SGX-ST.

The Directors have taken into account the Audit Committee's recommendation, and considered factors such as the adequacy of the resources and experience of Messrs PricewaterhouseCoopers LLP and the persons to be assigned to the audit, Messrs PricewaterhouseCoopers LLP's audit engagements, the size and complexity of the Company and its subsidiaries, and the number and experience of supervisory and professional staff to be assigned to the audit, and is satisfied that Messrs PricewaterhouseCoopers LLP will be able to meet the audit requirements of the Company. Accordingly, the Directors recommend the appointment of Messrs PricewaterhouseCoopers LLP as the Auditors of the Company in place of the retiring Auditors, Messrs KPMG LLP.

The Directors accept responsibility for the accuracy of the information in the Notice of the Eleventh Annual General Meeting in relation to the change of Auditors of the Company sent to the Shareholders.

The SGX-ST assumes no responsibility for the accuracy of any statement made, opinion expressed or reports contain in the Notice of the Eleventh Annual General Meeting. If a Shareholder is in doubt as to the action, he should consult his stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

### Explanatory notes on Special Business to be transacted: (cont'd)

Resolution 7.1 Is to empower the Directors to issue shares in the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to an amount not exceeding in total fifty per cent (50%) of the total number of issued shares excluding treasury shares of the Company with a sub-limit of five per cent (5%) for issues other than on a pro-rata basis to shareholders save that such number shall be up to one hundred per cent (100%) of the issued shares excluding treasury shares in the capital of the Company in relation to a pro-rata renounceable rights issue to existing shareholders. For the purpose of determining the aggregate number of shares that may be issued, the total number of issued shares excluding treasury shares will be calculated based on the Company's total number of issued shares excluding treasury shares at the time that Resolution 7.1 is passed, after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time Resolution 7.1 is passed, and any subsequent bonus issue, consolidation or subdivision of shares.

Resolution 7.2 Is to authorise the Directors to:

- (a) grant awards in accordance with the SMRT Corporation Restricted Share Plan ("SMRT RSP") and/or the SMRT Corporation Performance Share Plan ("SMRT PSP") both of which were approved at the Extraordinary General Meeting on 15 July 2004; and
- (b) allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the SMRT Corporation Employee Share Option Plan and/or such number of shares to be issued pursuant to the vesting of awards under the SMRT RSP and/or the SMRT PSP.

Resolution 8 Is to renew the General Mandate granted by the Shareholders during the Tenth Annual General Meeting of the Company ("10th AGM") to authorise the Company, its subsidiaries and associated companies or any of them to enter into any of the mandated transactions with parties who are considered "Interested Persons" (as defined in Chapter 9 of the Listing Manual). The nature of the interested person transactions and the classes of interested persons in respect of which the General Mandate is sought to be renewed remains unchanged.

Resolution 9 Is to renew for another year, the mandate for share purchases as described in Appendix B to this Notice of Annual General Meeting, which will, unless revoked or varied by the Company at a General Meeting, continue in force until the next Annual General Meeting of the Company. This ordinary resolution, if passed, will authorise the Directors of the Company to make purchases or otherwise acquire issued ordinary shares in the capital of the Company subject to and in accordance with the guidelines set out in Appendix B to this Notice of Annual General Meeting.

### Notes

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and to vote in his stead. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.
2. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 251 North Bridge Road, Singapore 179102, at least 48 hours before the time appointed for the Eleventh Annual General Meeting.