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## PROXY FORM FOR SCHEME MEETING

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**Important:**

1. This Proxy Form is not valid for use by CPF/SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
2. CPF Investors who wish to attend the Scheme Meeting as OBSERVERS have to submit their requests through their respective Agent Banks so that their Agent Banks may register with the Share Registrar.

**Personal data privacy**

By submitting an instrument appointing a proxy, the Scheme Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of Scheme Meeting dated 6 September 2016.

### SMRT CORPORATION LTD

(Incorporated in the Republic of Singapore)  
(Company Registration No. 20001855H)

#### FORM OF PROXY FOR USE AT THE SCHEME MEETING (OR ANY ADJOURNMENT THEREOF) OF THE SCHEME SHAREHOLDERS

#### IN THE HIGH COURT OF THE REPUBLIC OF SINGAPORE

Originating Summons    )  
No. 866 of 2016         )

In the Matter of Section 210 of  
the Companies Act, Chapter 50

And

In the Matter of  
SMRT Corporation Ltd  
(Company Registration No. 200001855H)

...Applicant

#### SCHEME OF ARRANGEMENT

Under Section 210 of the Companies Act, Chapter 50

Between

SMRT Corporation Ltd

And

The Scheme Shareholders (as defined herein)

And

Belford Investments Pte. Ltd.

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## PROXY FORM FOR SCHEME MEETING

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\*I/We \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport No.)

of \_\_\_\_\_ (Address)

being a \*member/members of SMRT Corporation Ltd (the “**Company**”) hereby appoint

Name	Address	NRIC/Passport No.

or failing \*him/her, the Chairman of the Scheme Meeting of the Company, as \*my/our proxy to attend and to vote for \*me/us on my/our behalf at the Scheme Meeting, 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, and at any adjournment thereof, for the purpose of considering and, if thought fit, approving the scheme of arrangement referred to in the notice convening the Scheme Meeting, and at such Scheme Meeting (or at any adjournment thereof) to vote for \*me/us and in \*my/our name(s) for the said Scheme or against the said Scheme as hereunder indicated.

\*I/We direct \*my/our proxy to vote for or against the Scheme to be proposed at the Scheme Meeting as indicated hereunder. If no specific direction as to voting is given, the proxy will vote or abstain from voting at \*his/her discretion, as \*he/she will on any other matter arising at the Scheme Meeting (or at any adjournment thereof). If no person is named in the above boxes, the Chairman of the Scheme Meeting shall be \*my/our proxy to vote, for or against the Scheme at the Scheme Meeting, for \*me/us and on \*my/our behalf at the Scheme Meeting and at any adjournment thereof.

If you wish to vote “FOR” the Scheme referred to in the notice convening the Scheme Meeting, please indicate with a tick (✓) in the box marked “FOR” set out below. If you wish to vote “AGAINST” the Scheme referred to in the notice convening the Scheme Meeting, please indicate with a tick (✓) in the box marked “AGAINST” set out below. **DO NOT TICK IN BOTH BOXES.**

RESOLUTION	FOR	AGAINST
To approve the scheme of arrangement		

\* *Delete accordingly.*

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016

<b>Total No. of Scheme Shares held</b>

\_\_\_\_\_  
Signature(s) of Member(s) or Common Seal

**IMPORTANT: PLEASE READ NOTES ON THE OPPOSITE PAGE**

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## PROXY FORM FOR SCHEME MEETING

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### NOTES TO PROXY FORM:

1. A Scheme Shareholder entitled to attend and vote at the Scheme Meeting is entitled to appoint one (and not more than one) proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. The instrument appointing a proxy must be under the hand of the appointor or his attorney duly authorised in writing or, where the instrument appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Any alteration made to the proxy form should be initialled by the person who signs it.
3. A corporation which is a Scheme Shareholder may authorise by a resolution of its directors or other governing body an authorised representative in accordance with its articles of association or other constitutional document and Section 179 of the Companies Act, Chapter 50 of Singapore, to attend and vote at the Scheme Meeting on its behalf.
4. The instrument appointing a proxy (together with the power of attorney, if any, under which it is signed or a certified copy thereof), must be deposited with the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, at least 48 hours before the time appointed for the Scheme Meeting.
5. A Scheme Shareholder should insert into the proxy form the total number of Scheme Shares held by him. If the Scheme Shareholder has Scheme Shares entered against his name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), he should insert that number of Scheme Shares. If the Scheme Shareholder has Scheme Shares registered in his name in the Register of Members of the Company, he should insert that number of Scheme Shares. If the Scheme Shareholder has Scheme Shares entered against his name in the Depository Register as well as Scheme Shares registered in his name in the Register of Members of the Company, he should insert the aggregate number of Scheme Shares. If no number is inserted, the instrument appointing a proxy will be deemed to relate to all the Scheme Shares held by the Scheme Shareholder (in both the Register of Members and the Depository Register).
6. The submission of an instrument appointing a proxy by a Scheme Shareholder does not preclude him from attending and voting at the Scheme Meeting if he so wishes. In such event, the instrument appointing a proxy will be deemed to be revoked and the Company reserves the right to refuse to admit to the Scheme Meeting any person appointed under the instrument appointing a proxy.
7. In the case of joint holders of Scheme Shares, any one of such persons may vote, but if more than one of such persons be present at the Scheme Meeting, the person whose name stands first on the Register of Members or (as the case may be) the Depository Register shall alone be entitled to vote.
8. The Company shall be entitled to reject the instrument appointing a proxy if it is incomplete, improperly completed, unexecuted or improperly executed, or illegible, or where in the Company's opinion the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy, or if the proxy form is not submitted on time and in accordance with Note 4 above. In addition, in the case of Scheme Shares entered in the Depository Register, the Company shall be entitled to reject any instrument appointing a proxy if the Scheme Shareholder, being the appointor, is not shown to have Scheme Shares, or the number of Scheme Shares in relation to which the proxy has been appointed, entered against his name in the Depository Register as at 72 hours before the time appointed for holding the Scheme Meeting, as certified by The Central Depository (Pte) Limited to the Company.
9. Agent Banks acting at the request of CPF Investors and/or SRS Investors who wish to attend the Scheme Meeting as observers are requested to submit in writing, a list with details of the investors' names, NRIC/Passport numbers, address and number of Scheme Shares held. The list, signed by an authorised signatory of the Agent Bank, should reach the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, at least 48 hours before the time fixed for holding the Scheme Meeting.
10. All capitalised terms not otherwise defined herein shall have the meanings given to them in the Company's Scheme Document dated 6 September 2016.