



SMRT CAPITAL PTE. LTD.
(Company Registration No. 200816704H)
(Incorporated in the Republic of Singapore on 22 August 2008)

S\$1,300,000,000
Multicurrency Guaranteed Medium Term Note Programme
(the "MTN Programme")

Unconditionally and irrevocably guaranteed by

SMRT CORPORATION LTD
(Company Registration No. 200001855H)
(Incorporated in the Republic of Singapore on 6 March 2000)

This Supplemental Information Memorandum is a supplement to, and is to be read together with, the Information Memorandum dated 27 September 2012 (the "**Original Information Memorandum**") and, together with this Supplemental Information Memorandum, the "**Information Memorandum**") and all other documents that are deemed to be incorporated by reference therein relating to the S\$1,000,000,000 Multicurrency Guaranteed Medium Term Note Programme.

Save to the extent defined in this Supplemental Information Memorandum, terms defined or otherwise attributed meanings in the Original Information Memorandum have the same meaning when used in this Supplemental Information Memorandum. References in the Original Information Memorandum and this Supplemental Information Memorandum to "this Information Memorandum" mean the Original Information Memorandum as supplemented by this Supplemental Information Memorandum, unless the context requires otherwise. To the extent that there is any inconsistency between (a) any statement in this Supplemental Information Memorandum or any statement incorporated by reference into the Original Information Memorandum by this Supplemental Information Memorandum and (b) any other statement in or incorporated by reference into the Original Information Memorandum, the statements in (a) above will prevail. All references in this Supplemental Information Memorandum to "**Latest Practicable Date**" refer to 30 April 2014.

The Information Memorandum has not been and will not be registered as a prospectus with the Monetary Authority of Singapore. Accordingly, the Information Memorandum and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of notes (the "**Notes**") to be issued from time to time by SMRT Capital Pte. Ltd. (the "**Issuer**") pursuant to the MTN Programme may not be circulated or distributed, nor may the Notes be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the "**SFA**"), (ii) to a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Notes are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities (as defined in Section 239(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Notes pursuant to an offer made under Section 275 of the SFA except:

- (1) to an institutional investor or to a relevant person defined in Section 275(2) of the SFA, or (in the case of such corporation) where the transfer arises from an offer referred to in Section 276(3)(i)(B) of the SFA or (in the case of such trust) where the transfer arises from an offer referred to in Section 276(4)(i)(B) of the SFA;
- (2) where no consideration is or will be given for the transfer;
- (3) where the transfer is by operation of law;
- (4) as specified in Section 276(7) of the SFA; or
- (5) as specified in Regulation 32 of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 of Singapore.

All sums payable in respect of the Notes are unconditionally and irrevocably guaranteed by SMRT Corporation Ltd (the "**Guarantor**"). The MTN Programme has been rated AAA by Standard & Poor's Rating Services, a division of The McGraw-Hill Companies, Inc. ("**Standard & Poor's**"). The Notes of each Tranche or Series issued under the MTN Programme may be rated or unrated. Where the Notes of a Tranche or a Series are rated, such rating will not necessarily be the same as the rating(s) assigned to the Guarantor. A rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the assigning rating agency.

Application has been made to the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") for permission to deal in and the quotation for any Notes which are agreed at or prior to the time of issue thereof to be so listed on the Official List of the SGX-ST. In addition, at the relevant time of issue of the Notes which are agreed at or prior to the time of issue to be listed on the Official List of the SGX-ST, a separate application will be made to the SGX-ST for the permission to deal in and quotation of such Notes on the Official List of the SGX-ST. Such permission will be granted when the Notes have been admitted to the Official List of the SGX-ST. There is no assurance that the application to the SGX-ST for permission to deal in and quotation of the Notes of any Series will be approved. The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained herein. The approval in-principle from, and admission to the Official List of, the SGX-ST are not to be taken as an indication of the merits of the Issuer, the Guarantor, their respective subsidiaries (if any), their respective associated companies (if any), the MTN Programme and/or the Notes. Unlisted Notes may also be issued under the MTN Programme. The relevant Pricing Supplement (as defined below) in respect of any Series will specify whether or not such Notes will be listed, and if so, which exchange(s) the Notes are to be listed.

Potential Investors should pay attention to the risk factors and investment considerations set out in the section "Investment Considerations" in the Original Information Memorandum.

Arranger



Dealers

Australia and New Zealand Banking Group Limited
HSBC
Oversea-Chinese Banking Corporation Limited Standard Chartered Bank

DBS Bank Ltd.
J.P. Morgan
United Overseas Bank Limited

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NOTICE

The Hongkong and Shanghai Banking Corporation Limited (the "**Arranger**") has been appointed by SMRT Capital Pte. Ltd. (the "**Issuer**") to arrange the MTN Programme described in the Information Memorandum. Under the MTN Programme, the Issuer may, subject to compliance with all relevant laws, regulations and directives, from time to time issue Notes denominated in Singapore dollars and/or any other currencies. The payment of all amounts payable in respect of the Notes will be unconditionally and irrevocably guaranteed by SMRT Corporation Ltd (the "**Guarantor**"). The Information Memorandum contains information with regard to the Issuer, the Guarantor, the Group, the Notes and the Guarantee. Each of the Issuer and the Guarantor, having made all reasonable enquiries, confirms that the Information Memorandum contains information with respect to the Issuer, the Guarantor, the Group and the Notes which is material in the context of the MTN Programme, the issue and offering of the Notes and the giving of the Guarantee and all such information relating to the Issuer, the Guarantor, the Group and the Notes is true and accurate in all material respects, that the opinions, expectations and intentions expressed in the Information Memorandum with regard to the Issuer, the Guarantor, the Group and the Notes have been carefully considered and that there are no other facts relating to the Issuer, the Guarantor, the Group and the Notes the omission of which, in the context of the MTN Programme and the issue and offering of the Notes and the giving of the Guarantee would make any statement in the Information Memorandum misleading in any material respect.

The maximum aggregate principal amount of the Notes to be issued, when added to the aggregate principal amount of all Notes outstanding (as defined in the Trust Deed) shall be S\$1,300,000,000 (or its equivalent in any other currencies) or such higher amount as may be increased under the MTN Programme.

No person has been authorised by the Issuer or the Guarantor to give any information or to make any representation other than those contained in the Information Memorandum and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer, the Guarantor, the Arranger or the Dealers. The delivery or dissemination of the Information Memorandum at any time after the date of the Information Memorandum does not imply that the information contained in the Information Memorandum or any part of the Information Memorandum is correct at any time after such date. Save as expressly stated in the Information Memorandum, nothing contained herein is, or may be relied upon as, a promise or representation as to the future performance or policies of the Issuer, the Guarantor or any of their respective subsidiaries (if any) or associated companies (if any). Neither the Information Memorandum nor any other document or information (or any part thereof) delivered or supplied under or in relation to the MTN Programme may be used for the purpose of, and does not constitute an offer of, or solicitation or invitation by or on behalf of the Issuer, the Guarantor, the Arranger or the Dealers to subscribe for or purchase, the Notes in any jurisdiction or under any circumstances in which such offer, solicitation or invitation is unlawful, or not authorised or to any person to whom it is unlawful to make such offer, solicitation or invitation. The distribution and publication of the Information Memorandum or any such other document or information and the offer of the Notes in certain jurisdictions may be restricted by law. Persons who distribute or publish the Information Memorandum or any such other document or information or into whose possession the Information Memorandum or any such other document or information comes are required to inform themselves about and to observe any such restrictions and all applicable laws, orders, rules and regulations.

The Notes have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended or with any securities regulatory authority of any state or other jurisdiction of the United States and the Notes are subject to U.S. tax law requirements and restrictions. Subject to certain exceptions, the Notes may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons (as defined in the U.S. Internal Revenue Code of 1986, as amended, and regulations thereunder).

Neither the Information Memorandum nor any other document or information (or any part thereof) delivered or supplied under or in relation to the MTN Programme shall be deemed to constitute an offer of, or an invitation by or on behalf of the Issuer, the Guarantor, the Arranger or the Dealers to subscribe for or purchase, any of the Notes.

The Information Memorandum and any other documents or materials in relation to the issue, offering or sale of the Notes have been prepared solely for the purpose of the initial sale or placement by the relevant Dealers of the Notes from time to time to be issued pursuant to the MTN Programme. The Information Memorandum and such other documents or materials are made available to the recipients thereof solely on the basis that they are persons falling within the ambit of Section 274 and/or Section 275 of the SFA and may not be relied upon by any person other than persons to whom the Notes are sold or with whom they are placed by the relevant Dealers as aforesaid or for any other purpose. Recipients of the Information Memorandum shall not reissue, circulate or distribute the Information Memorandum or any part thereof in any manner whatsoever.

Neither the delivery of the Information Memorandum (or any part thereof) nor the issue, offering, purchase or sale of the Notes shall, under any circumstances, constitute a representation, or give rise to any implication, that there has been no change in the prospects, results of operations or general affairs of the Issuer, the Guarantor or any of their subsidiaries (if any) or associated companies (if any) or in the information herein since the date hereof or the date on which the Information Memorandum has been most recently amended or supplemented.

None of the Issuer, the Guarantor, the Arranger, the Dealers or any of their respective officers or employees is making any representation or warranty expressed or implied as to the merits of the Notes or the subscription for, purchase or acquisition thereof, the creditworthiness or financial condition or otherwise of the Issuer, the Guarantor or their subsidiaries (if any) or associated companies (if any). The Arranger and the Dealers have not separately verified the information contained in the Information Memorandum. Further, neither the Arranger nor the Dealers makes any representation or warranty as to the Issuer, the Guarantor, their respective subsidiaries (if any) or associated companies (if any) or as to the accuracy, reliability or completeness of the information set out herein (including the legal and regulatory requirements pertaining to Sections 274, 275 and 276 or any other provisions of the SFA) and the documents which are incorporated by reference in, and form part of, the Information Memorandum.

To the fullest extent permitted by law, none of the Arranger or the Dealer(s) accepts any responsibility for the contents of the Information Memorandum or for any other statement made or purported to be made by the Arranger or the Dealer(s) or on its behalf in connection with the Issuer, the Guarantor and the Group, the MTN Programme, the giving of the Guarantee or the issue and offering of the Notes. The Arranger and each Dealer accordingly disclaims all and any liability whether arising in tort or contract or otherwise (save as referred to above) which it might otherwise have in respect of the Information Memorandum or any such statement.

Neither the Information Memorandum nor any other document or information (or any part thereof) delivered or supplied under or in relation to the MTN Programme or the issue of the Notes is intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by the Issuer, the Guarantor, the Arranger or the Dealers that any recipient of the Information Memorandum or such other document or information (or such part thereof) should subscribe for or purchase any of the Notes. A prospective purchaser shall make its own assessment of the foregoing and other relevant matters including the financial condition and affairs and creditworthiness of the Issuer, the Guarantor and their respective subsidiaries (if any) and associated companies (if any), and obtain its own independent legal or other advice thereon, and its investment shall be deemed to be based on its own independent investigation of the financial condition and affairs and its appraisal of the creditworthiness of the Issuer, the Guarantor and their respective subsidiaries (if any) and associated companies (if any). Accordingly, notwithstanding anything herein, none of the Issuer, the Guarantor, their respective subsidiaries (if any) and associated companies (if any), the Arranger, the Dealers or any of their respective officers, employees or agents shall be held responsible for any loss or damage suffered or incurred by the recipients of the Information Memorandum or such other document or information (or such part thereof) as a result of or arising from anything expressly or implicitly contained in or referred to in the Information Memorandum or such other document or information (or such part thereof) and the same shall not constitute a ground for rescission of any purchase or acquisition of any of the Notes by a recipient of the Information Memorandum or such other document or information (or such part thereof).

Any subscription, purchase or acquisition of the Notes is in all respects conditional on the satisfaction of certain conditions set out in the Programme Agreement and the issue of the Notes by the Issuer to the Arranger or the Dealers pursuant to the Programme Agreement. Any offer, invitation to offer or agreement made in connection with the purchase or acquisition of the Notes or pursuant to the Information Memorandum shall (without any liability or responsibility on the part of the Issuer, the Guarantor, the Arranger or the Dealers) lapse and cease to have any effect if (for any other reason whatsoever) the Notes are not issued by the Issuer to the Arranger or the Dealers pursuant to the Programme Agreement. The attention of recipients of the Information Memorandum is drawn to the restrictions on resale of the Notes set out under the section on "Subscription, Purchase and Distribution" in the Original Information Memorandum.

Any person(s) who is invited to purchase or subscribe for the Notes or to whom the Information Memorandum is sent shall not make any offer or sale, directly or indirectly, of any Notes or distribute or cause to be distributed any document or other material in connection therewith in any country or jurisdiction except in such manner and in such circumstances as will result in compliance with any applicable laws and regulations.

It is recommended that persons proposing to subscribe for or purchase any of the Notes consult their own legal and other advisers before subscribing for, purchasing or acquiring the Notes.

Prospective subscribers or purchasers of the Notes are advised to consult their own tax advisors concerning the tax consequences of the acquisition, ownership or disposition of the Notes.

INCREASE IN THE AGGREGATE NOMINAL AMOUNT OF THE MTN PROGRAMME

With effect from the date of this Supplemental Information Memorandum, the Directors of each of the Issuer and the Guarantor have authorised an increase in the maximum aggregate principal amount of all Notes which may be outstanding from time to time under the MTN Programme from S\$1,000,000,000 to S\$1,300,000,000. By virtue of this Supplemental Information Memorandum, all references to the size of the MTN Programme set out in the Information Memorandum shall be deemed to be a reference to the size of the Programme as amended.

BOARD OF DIRECTORS OF SMRT CAPITAL PTE. LTD.

The name and position of each of the Directors, together with a summary of the positions held by each of them as at the date of this Supplemental Information Memorandum, are as follows:

<u>Name</u>	<u>Position</u>
Mr Desmond Kuek Bak Chye	Director
Mr Sam Ong Eng Keang	Director

DESMOND KUEK BAK CHYE

Desmond Kuek is the President and Chief Executive Officer ("**CEO**") of SMRT Corporation Ltd.

Prior to joining SMRT, Mr Kuek served in the Singapore Armed Forces ("**SAF**") from 1982 to 2010, rising steadily through the ranks to the pinnacle leadership position of Chief of Defence Force. From 2010 to 2012, Mr Kuek held the appointment of Permanent Secretary in the Ministry of the Environment and Water Resources. He has also previously served on the Boards of Singapore Technologies Engineering and its subsidiaries, Defence Science and Technology Agency, Housing and Development Board, Jurong Town Corporation and International Enterprise Singapore.

Mr Kuek holds a Master of Arts (Engineering Science) from Oxford University, United Kingdom ("**UK**") and a Masters in Public Administration from Harvard University, United States of America ("**USA**"). He is currently a member of the Civil Service College Board and chairs its Audit Committee. Mr Kuek is a member of the International Advisory Panel for the Lee Kuan Yew Centre for Innovative Cities at the Singapore University of Technology and Design.

SAM ONG ENG KEANG

Sam Ong is Executive Vice President and Chief Financial Officer of SMRT Corporation Ltd. He is responsible for the Group's Corporate Governance portfolio, including finance, risk management, internal audit, investor relations, legal and corporate secretariat. As the Growth Champion, he leads the Investment Committee in driving for international business growth and in developing financial platforms for the Group. He joined the Group in March 2014.

Prior to joining SMRT, Mr Ong was the Group Deputy CEO of Hyflux Ltd where he spearheaded the water infrastructure business and the development of global partnerships with an emphasis on the Middle East and Africa region. Since joining Hyflux Ltd seven years ago in 2006, he had served as the Group Chief Financial Officer and Chief Investment Officer responsible for finance, risk management, and investment as well as other corporate functions. Mr Ong was on the Board of Hyflux Water Trust and the Chairman of SingSpring, a sub trust of CitySpring Trust.

In the 15 years prior to joining Hyflux Ltd, Mr Ong held regional and global leadership positions at Dow Chemical with responsibilities ranging from corporate finance, treasury, project financing, pension fund management and mergers and acquisitions to strategic business planning to support growth and productivity initiatives. Mr Ong holds a Bachelor's degree in Economics from the University of Alberta, Canada and a Master of Business Administration ("**MBA**") from Drake University, USA.

BOARD OF DIRECTORS OF SMRT CORPORATION LTD

The name and position of each of the Directors, together with a summary of the positions held by each of them as at the date of this Supplemental Information Memorandum, are as follows:

<u>Name</u>	<u>Position</u>
Mr Koh Yong Guan	Chairman
Mr Desmond Kuek Bak Chye	President and Chief Executive Officer
Mr Patrick Ang Peng Koon	Director
Mr Lee Seow Hiang	Director
Mdm Moliyah Binte Hashim	Director
Mr Ong Ye Kung	Director
Mr Bob Tan Beng Hai	Director
Mr Peter Tan Boon Heng	Director
Mr Tan Ek Kia	Director
Mr Yap Chee Meng	Director
Mr Yap Kim Wah	Director

KOH YONG GUAN – CHAIRMAN

Koh Yong Guan is the Chairman of SMRT Corporation Ltd. He also chairs the Board of Singapore Deposit Insurance Corporation Limited and the Governing Board of the Cancer Science Institute of Singapore.

Mr Koh's career in the Singapore Civil Service included appointments at the Permanent Secretary level in the Ministries of Defence, Finance, Health and National Development. Mr Koh also held appointments as the Commissioner of Inland Revenue Authority of Singapore and the Managing Director of the Monetary Authority of Singapore. He was Singapore's High Commissioner to Canada from January 2008 to April 2013, and was appointed Ambassador to the Hellenic Republic (Greece) in June 2013.

Mr Koh completed his undergraduate and postgraduate studies at the University of Toronto, Canada, and received his MBA from the Catholic University of Leuven, Belgium.

DESMOND KUEK BAK CHYE – PRESIDENT AND CHIEF EXECUTIVE OFFICER

Please refer to page 5 for information on Mr Desmond Kuek Bak Chye.

PATRICK ANG PENG KOON

Patrick Ang is the Deputy Managing Partner of Rajah & Tann LLP. Mr Ang has 24 years experience handling both contentious and non-contentious matters. One of his key areas of expertise is in corporate restructuring and insolvency, acting for financial institutions and companies in many major and publicised cases. Some of the significant cases he has been involved in include Lehman Brothers Singapore, Nortel Networks, and China Aviation Oil Corporation.

Mr Ang has been consistently recognised as a leading lawyer internationally in his field by Asian Legal Business Legal Who's Who Singapore, AsiaLaw Leading Lawyers, Euromoney Guide To The World's Leading Insolvency and Restructuring Lawyers, International Financial Law Review 1000, Asia Pacific Legal 500 and Chambers Global - The World's Leading Lawyers.

He is also an Independent Director on the Boards of The Esplanade Co. Ltd and Singapore Deposit Insurance Corporation Limited, and an Independent Director of Singapore listed companies, Tiong Seng Holdings Limited and Malacca Trust Limited.

LEE SEOW HIANG

Lee Seow Hiang is the CEO of Changi Airport Group ("**CAG**") and the Deputy Chairman of Changi Airports International Pte Ltd. He also sits on the Board of Agency for Integrated Care Pte Ltd. He is also a member of the Advisory Board to the joint IATA-NTU Advanced Management Program and the joint Executive MBA degree in Aviation Management. In addition, he is a Board Member of the Governing Board of ACI World, a global trade representative of the world's airports.

Prior to joining CAG, he was the Deputy Director-General (Operations) of the Civil Aviation Authority of Singapore. From 2005 to 2008, Mr Lee was the Principal Private Secretary to Minister Mentor Lee Kuan Yew in the Prime Minister's Office. Between 1989 and 2005, he held various appointments in the Republic of Singapore Air Force ("**RSAF**") and Ministry of Defence. His last military appointment was Deputy Head of Air Operations in HQ RSAF.

Mr Lee was awarded the SAF (Overseas)/President's Scholarship in 1989 and the SAF Postgraduate Scholarship (General Development) in 2002. He has a Bachelor of Arts (Honours) degree from the University of Cambridge, UK, and a MBA from the Massachusetts Institute of Technology, USA.

MOLIAH BINTE HASHIM

Moliah Hashim is the Principal of Princess Elizabeth Primary School. Prior to her appointment as Principal of Princess Elizabeth Primary School, she was the CEO of Yayasan MENDAKI for a period of four years from December 2009 to December 2013 and had served 27 years with the Ministry of Education. During the span of her career, the key appointments she had held, included that of Principal of Northland Primary School and Superintendent of Cluster Schools, Schools Division South.

Mdm Moliah serves on several governing boards in the public sector, including the Media Development Authority and Majlis Ugama Islam Singapura (Islamic Religious Council of Singapore).

Mdm Moliah holds a Bachelor of Arts and Social Science degree from the then University of Singapore and post graduate diplomas in education and educational leadership.

ONG YE KUNG

Ong Ye Kung is the Director of Group Strategy at Keppel Corporation Limited. Prior to that, he was the Deputy Secretary-General of National Trades Union Congress ("**NTUC**"), the Chief Executive of the Singapore Workforce Development Agency and was the Deputy Chief Negotiator for the US-Singapore Free Trade Agreement. He continues to serve as a union advisor and Chairman of the NTUC Employment and Employability Institute. He is also an active volunteer at the Kaki Bukit Citizen Consultative Committee, and the Chinese Development Assistance Council.

Mr Ong obtained First Class Honours in Economics from the University of London, London School of Economics and Political Science, UK, and an MBA from the Institute of Management Development, Lausanne, Switzerland.

BOB TAN BENG HAI

Bob Tan is the Chairman of Jurong Engineering Limited, Singapore LNG Corporation Pte Ltd, the Singex Group of companies and a Director of CapitaMalls Asia Limited and SBF Holdings Pte Ltd. He is also the Chairman of the Institute of Technical Education, President of the Singapore Golf Association, Vice President of the Singapore National Employers Federation and Council Member of Singapore Business Federation. He is a member of the Board at the Ong Teng Cheong Labour

Leadership Institute and serves as a member of the NTUC Club Management Council. He also sits on the Board of the Inland Revenue Authority of Singapore and serves as a member of the Board of Governors of Singapore Manufacturing Federation.

Mr Tan is a Fellow of the Institute of Chartered Accountants in England and Wales.

PETER TAN BOON HENG

Peter Tan is presently Director and Managing Partner of JP Asia Capital Partners Pte Ltd, and also sits on the Boards of InnoTek Limited and Exploit Technologies Pte Ltd. He is also co-Chairman of the Advanced Remanufacturing and Technology Center. He has held senior management roles across a wide range of technology companies, including National Semiconductors Pte Ltd, Molex Singapore Pte Ltd, Apple Computer Inc. and Flextronics International Inc.

Mr Tan also holds an advisory function in the National University of Singapore B. Tech Programme, and is a member of the International Evaluation Panel for the Singapore National Research Foundation.

Mr Tan holds a Graduate Diploma in Management Studies from the University of Chicago and an Executive MBA Degree from the Golden Gate University, San Francisco.

TAN EK KIA

Tan Ek Kia is the Chairman of City Gas Pte Ltd and Star Energy Group Holdings Pte Ltd. He is also a director on the Boards of Keppel Corporation Ltd, Keppel Offshore and Marine Ltd, PT Chandra Asri Petrochemical Tbk, Dialog Systems (Asia) Pte Ltd, KrisEnergy Ltd, Singapore LNG Corporation Pte. Ltd. and Transocean Ltd.

Mr Tan is a veteran of over 30 years in the oil and gas and petrochemicals business. Prior to his retirement in September 2006, he held senior positions in Shell including that of Managing Director of Shell Malaysia Exploration and Production, Chairman of Shell North East Asia, and Vice President of Shell Chemicals Asia Pacific and Middle East.

Mr Tan has a First Class Honours in Mechanical Engineering from Nottingham University, UK. He is a Chartered Engineer with the UK Engineering Council and a Fellow of the Institute of Engineers, Malaysia. Mr Tan has also attended a management development programme by the International Institute of Management Development, Lausanne. Mr Tan was awarded the Panglima Gemilang Bintang Kenyalang, and carries the title "Datuk", conferred by the State Government of Sarawak.

YAP CHEE MENG

Yap Chee Meng is a director of SATS Ltd, AXA Insurance Singapore Pte Ltd, The Esplanade Co Ltd and Keppel Land Limited. He is also a Board member of The Singapore National Research Foundation.

From October 2010 to September 2013, Mr Yap was KPMG International's COO for the Asia Pacific Region and a member of its Global Executive Team. Prior to becoming the Asia Pacific Regional COO on 1 October 2010, Mr Yap was the KPMG Head of Financial Services in Asia Pacific, a senior partner in KPMG Singapore and part of the firm's leadership team.

In a professional career that spanned over 37 years, Mr Yap had served many multinational corporations involved in financial services, real estates and transportation. He had also served in various committees of the Accounting and Corporate Regulatory Authority and the Institute of Certified Public Accountants of Singapore ("ICPAS").

Mr Yap qualified as a UK Chartered Accountant in 1981. He was a Practising Member and Fellow of the ICPAS, and a Practising Member and Fellow of the Institute of Chartered Accountants in England & Wales. He remains as a non-practising Fellow Chartered Accountant (Singapore) and a non-practising Fellow Chartered Accountant (England & Wales).

YAP KIM WAH

Yap Kim Wah is the Deputy Chairman and CEO of Hyflux Caprica Pte. Ltd. Mr Yap is a registered professional engineer. He joined Singapore Airlines in 1975 and has over 35 years experience in a range of senior management positions including Marketing, Cabin Crew, Human Resource ("**HR**"), Regional Director West Asia & Africa and Chief Executive of SATS Catering.

In his last position as Senior Vice President for Product & Services, he was responsible for product design and innovation, worldwide airport and reservation services and operations, in-flight services and catering, in-flight entertainment, customer servicing, staff training and development.

Mr Yap has a First Class Honours in Mechanical Engineering from the then University of Singapore.

SENIOR MANAGEMENT OF THE GROUP

A summary of the profile of the Group's key senior management team is as follows:

<u>Name</u>	<u>Position</u>
Mr Desmond Kuek Bak Chye	President and Chief Executive Officer
Mr Sam Ong Eng Keang	Executive Vice President and Chief Financial Officer
Mr Lee Ling Wee	Executive Vice President, Trains
Mr Ng Bor Kiat	Senior Vice President, Systems and Engineering Group
Mr Mario Favaitis	Senior Vice President, SMRT Engineering
Mr Vincent Tan Peng Hock	Senior Vice President, Rail Operations and Senior Vice President, Corporate Services
Mr Benny Lim Kian Heng	Senior Vice President, Roads
Ms Dawn Low Kar Mun	Senior Vice President, Commercial Business
Mr Goh Eng Kiat	Vice President, Business Development
Ms Jacqueline Tay Gek Poh	Vice President, Legal and Corporate Secretariat
Mr Gerard Koh Keng Swee	Vice President, Human Resources

DESMOND KUEK BAK CHYE – PRESIDENT AND CHIEF EXECUTIVE OFFICER

Please refer to page 5 for information on Mr Desmond Kuek Bak Chye.

SAM ONG ENG KEANG – EXECUTIVE VICE PRESIDENT AND CHIEF FINANCIAL OFFICER

Please refer to page 5 for information on Mr Sam Ong Eng Keang.

LEE LING WEE – EXECUTIVE VICE PRESIDENT, TRAINS

Lee Ling Wee is responsible for SMRT's Trains business, and oversees all corporate and operational matters including engineering and maintenance, for the divisions North-South and East-West Lines, Circle Line and the Bukit Panjang Light Rail Transit.

Mr Lee joined SMRT in May 2013 as Senior Vice President of Engineering and Maintenance Trains, and was appointed to his current role in July 2013.

Prior to joining SMRT, Mr Lee was Head of Air Engineering and Logistics with the RSAF. He was with the RSAF for more than 20 years, during which time he held various senior leadership roles and directed fleet management, competency and resource optimization programmes. During this time, he also honed his expertise in engineering and maintenance, airworthiness, integrated supply chain and life cycle management for the entire fleet of aircraft and weapons systems.

Mr Lee holds a degree in Aeronautical Engineering from the Ecole Nationale de l'Aviation Civile in France, and an Executive MBA from the National University of Singapore.

NG BOR KIAT – SENIOR VICE PRESIDENT, SYSTEMS AND ENGINEERING GROUP

Ng Bor Kiat joined SMRT in June 2013 and heads the Systems and Engineering group. He has close to 30 years of management and engineering experience, with an extensive background in research and development, project and system management, maintenance operations and corporate functions.

Prior to joining SMRT, Mr Ng was the Director of Corporate Development at the Ministry of the Environment and Water Resources, responsible for all of its corporate functions. Mr Ng also held numerous senior positions in his career including Director (Land Systems) at Defence Science and Technology Agency, Chief Maintenance and Engineering Officer while on secondment to the SAF

and as a consultant to Temasek Defence Systems Institute of the National University of Singapore. Mr Ng graduated with an honours degree in Mechanical Engineering from Tokyo Institute of Technology and holds a Master of Science degree in Military Vehicle Technology from Royal Military College of Science, UK. He attended the Programme for Management Development at Harvard Business School and the Stanford-NUS Executive Programme. Mr Ng was awarded the Defence Technology Prize (Team) in 1997 and Public Administration Medal (PPA) Silver in 2007.

MARIO FAVAITS – SENIOR VICE PRESIDENT, SMRT ENGINEERING

Being a member of SMRT's management team, Mario Favaitis leads SMRT's efforts to grow its rail engineering and systems integration capabilities allowing the company to bid for rail engineering projects in Singapore and overseas. Mr Favaitis joined SMRT in April 2014 after spending a short period of time in Paris where he served as the Global Director of Services Sales and Marketing at Faiveley Transport.

Between 2011 and 2014, Mr Favaitis was Director of Services at Alstom Transport in Asia-Pacific. Mr Favaitis was a member of the Asia-Pacific Management team and held responsibility for the Maintenance, Repair and Overhaul projects and operations in the region. He was selected to be part of a global team tasked with driving and implementing a culture change program at Alstom Transport level.

In the 10 years prior to joining Alstom, Mr Favaitis held senior leadership positions at Siemens and Continental in Europe, the USA and Asia. His responsibilities focused on business development and growth, building a sustainable competitive advantage and driving change. In this period Mr Favaitis also successfully completed specific 'turnaround' assignments at division or corporate level.

Mr Favaitis holds an Master of Science in Mechanical and Electrical Engineering from the University of Brussels, a MBA from the University of Antwerp Management School and a Master of Laws from the University of Liverpool.

VINCENT TAN PENG HOCK – SENIOR VICE PRESIDENT, RAIL OPERATIONS AND SENIOR VICE PRESIDENT, CORPORATE SERVICES

Vincent Tan is responsible for the Rail Operations Group, and Corporate Services comprising Health Safety and Security, Procurement and Logistics and Infocomm and Organisation Excellence departments. He first joined the Mass Rapid Transit Corporation in 1985, before it became SMRT Corporation Ltd. Prior to his current appointment, he oversaw the Projects & Technology as well as Maintenance departments as Senior Vice President, Engineering & Projects. Mr Tan has extensive experience in the Trains Business.

Mr Tan is a Board member of Bus Plus Services and SMRT Light Rail.

Mr Tan holds an Honours degree in Mechanical Engineering from King's College, University of London and a Master of Science in Technological Economics from the University of Stirling in Scotland. He is a member of the Industrial Advisory Committee for Sustainable Infrastructure Engineering at the Singapore Institute of Technology.

BENNY LIM KIAN HENG – SENIOR VICE PRESIDENT, ROADS

Benny Lim heads the Roads Business Group which includes Automotive Services, Bus Plus, Buses and Taxis businesses. He is also a Director in Shenzhen Zona Transportation Group Co. Ltd in China. Benny Lim joined SMRT in March 2013.

Benny has over 25 years of experience in the Transportation and Automotive industries leading the management, sales, marketing, after-sales service, business development and supply chain management in multiple countries in Asia Pacific region.

Prior to joining SMRT, Benny was the General Manager of Audi and Volkswagen Centre in Qatar, where he was instrumental in setting-up the greenfield business operations. Before that, Benny served as the President and CEO of MAN Truck and Bus China and was responsible for the business operations in China and North Asia. Other senior management positions he has held include Vice President of International Sales in China Yuchai International, Group Director in Audi and Volkswagen Korea and Malaysia as well as Country Manager in Audi Asia Pacific.

Benny earned his MBA in International Management from Royal Melbourne Institute of Technology, Australia, where he also received his Bachelor Degree in Business Administration major in Business Finance. Benny also holds a Diploma in Mechanical Engineering from Ngee Ann Polytechnic and completed a one-year Foreign Integration Program for International Executive with Audi AG in Germany.

DAWN LOW KAR MUN – SENIOR VICE PRESIDENT, COMMERCIAL BUSINESS

Dawn Low oversees the Group's commercial business in the areas of properties, commercial development, media and digital advertising, new business, marketing and partnership. She is also a Board member of SMRT Alpha Pte. Ltd.

She joined SMRT in 2004, and led the branding, strategic marketing, corporate social responsibility and environmental sustainability strategies for the Group. In 2008, she also headed the marketing and partnership portfolio at SMRT Taxis to drive business growth.

Ms Low was previously with the Ministry of Defence and City Developments Limited. She has diverse experience in branding, marketing, corporate social responsibility, international media relations, information management, public affairs and corporate communications.

She holds a Bachelor of Social Science (Honours) from the National University of Singapore, and a Master in Mass Communications from the Nanyang Technological University. She is also an Accredited Member of the Institute of Public Relations of Singapore.

GOH ENG KIAT – VICE PRESIDENT, BUSINESS DEVELOPMENT

Mr Goh Eng Kiat oversees SMRT's international business. He is a Director on the Boards of Shenzhen Zona Transportation Group Co Ltd and SMRT International Pte Ltd.

Before joining SMRT in March 2013, Mr Goh was Executive Director of MSIG Holdings (Asia) Pte Ltd for nine years. He held key positions in the company and was seconded to China in 2009-2011. He also served on the Board of Sinatay China Life Insurance from 2010 to 2012. He has diverse experience in business development, HR, service excellence, branding, corporate communication, risk management and compliance.

Prior to that, Mr Goh was with Aviva Asia as Executive Director, and has held various senior positions in Western Digital and Seagate.

Mr Goh holds a Bachelor of Business Studies and a MBA from Charles Sturt University, Australia.

JACQUELIN TAY GEK POH – VICE PRESIDENT, LEGAL AND CORPORATE SECRETARIAT

Jacquelin Tay joined SMRT in January 2013 as Vice President, Legal and Corporate Secretariat. She is also a Board Member of SMRT Alpha Pte Ltd, a joint venture between SMRT Investments Pte Ltd and Alpha Plus Investments Pte Ltd.

Prior to joining SMRT, Ms Tay was the Senior Legal Director and Deputy General Counsel in SingTel where she supported various businesses and functions over a span of 10 years. Her responsibilities included the oversight and management of legal support relating to info-communications, multi-media and digital life services.

She started legal practice in Shook Lin & Bok and has diverse experience in litigation, corporate and retail banking and conveyancing before moving in-house at ST Kinetics Ltd where she was the Legal Manager.

Ms Tay holds a Bachelor of Law (Honours) degree from the National University of Singapore.

GERARD KOH KENG SWEE – VICE PRESIDENT, HUMAN RESOURCES

Gerard Koh joined SMRT on 24 January 2013. As a change agent, he oversees the transformation of SMRT's human capital development, organisation structure and culture, and corporate planning. He works to 'future-proof' SMRT by meeting organisational strategic workforce needs amidst the changes in demographic and national labour policy shifts. Concurrently, he oversees day-to-day HR operations to ensure workforce health and to meet the challenges of the current operational demands.

Before SMRT, he served for 24 years in the SAF, last serving as a Colonel. He held key leadership appointments of diverse HR roles in strategic workforce planning, change management and implementation, recruitment, HR business partnering, employee engagement and resource management. He also held various field commander positions including that of of Commander of an Armour Brigade. Gerard holds a Master of Science (Management) with Distinction from the U.S. Naval Postgraduate School and a Bachelor of Business Administration (Second Upper Honours) from the National University of Singapore.

RECENT DEVELOPMENTS

1. Joint venture relating to the Singapore Sports Hub

SMRT Alpha Pte Ltd ("**SMRT Alpha**") was incorporated on 5 October 2012 as the joint venture vehicle of SMRT Investments Pte Ltd ("**SMRT Investments**"), a wholly-owned subsidiary of SMRT Corporation Ltd and whose principal activities relate to marketing and selling of media spaces, as well as marketing, leasing and managing of commercial spaces, and Alphaplus Investments Pte. Ltd. ("**Alphaplus**"), a wholly-owned subsidiary of NTUC Fairprice Co-operative Ltd ("**NTUC Fairprice**") and whose principal activities relate to investment holding. SMRT Investments and Alphaplus own 70% and 30% respectively of the share capital in SMRT Alpha.

On 18 December 2012, SMRT Alpha was awarded a bid to operate and manage the commercial space of approximately 41,000 square metres within an integrated sports, leisure, entertainment and commercial facility situated at 50 Stadium Boulevard and known as the Singapore Sports Hub (the "**Retail Area**"), and the the sub-lease of the Retail Area. Scheduled to open in 2014, the Singapore Sports Hub will include a cluster development of integrated land and water sport facilities, leisure and entertainment venues, the brand new National Stadium and dining and shopping offerings at the Sports Hub Retail Mall. The Sports Hub Retail Mall and waterfront area will feature a variety of indoor and alfresco food and beverage outlets. To cater to shoppers, it will offer international and local brands ranging from fashion, entertainment and beauty, to banking. There will also be a Fairprice Xtra hypermarket offering affordable daily essentials and groceries, as well as sportswear and sporting equipment, in the mall. The Circle Line's Stadium, Dakota and Mountbatten stations, as well as the East-West Line's Kallang station will allow convenient and easy travel access to the venue.

2. Joint venture with Ortus Infrastructure Capital Ltd. ("**OIC**") for the Monorail Project

On 2 August 2013, SMRT Corporation Ltd announced that its wholly-owned subsidiary, SMRT International Pte. Ltd. ("**SMRTI**"), had entered into an agreement to subscribe for 40,000 ordinary shares comprising 40% of the total enlarged issued share capital of Ortus Infrastructure Capital Pte. Ltd. ("**OICPL**") at an issue price of S\$1.00 per ordinary share (the "**Subscription**"), and the consideration for the Subscription will be paid in cash on completion. OICPL was incorporated in Singapore on 1 July 2013 and it holds a 55% shareholding in PT Jakarta Monorail.

OIC, a company incorporated in the British Virgin Islands, has agreed to subscribe for ordinary shares in the capital of OICPL at an issue price of S\$1.00 per ordinary share and will hold 60,000 ordinary shares comprising 60% of the total enlarged issued share capital of OICPL on completion.

The subscription for shares in OICPL by SMRTI is pursuant to a joint venture with OIC to provide PT Jakarta Monorail with a shareholder and partner with experience in mass transit system operations to assist in the strategic planning and construction of the Jakarta Eco Transport Monorail (the "**Monorail Project**"). SMRTI was granted a right of first refusal for provision of operations and maintenance services to the Monorail Project on 29 October 2013.

3. Project: Eco Shop

As part of SMRT Corporation Ltd's commitment to promote green practices amongst its business partners, it launched Project: Eco Shop in collaboration with the Singapore Environment Council on 1 July 2013. Project: Eco Shop is Singapore's first certification programme aimed at guiding and encouraging retailers to fit out their shops in an

environmentally-sustainable manner, as well as to adopt eco-friendly habits and implement green practices in their daily operations.

In implementing Project: Eco Shop, SMRT Corporation Ltd worked closely with the Singapore Environment Council to certify its shops with the "Eco-shop" label, which means that together with its tenants, environmentally-friendly measures are in place in the shop fit outs and daily operations. Woodlands Xchange was officially launched on 4 November 2013, and together with Woodlands MRT Station, is Singapore's first recipient of the BCA Green Mark Gold. The BCA Green Mark is a green building rating system by the Building and Construction Authority that recognises best practices in environmental design and performance.

4. Collaboration with Huawei Enterprise Business Group ("Huawei")

On 20 March 2014, SMRT Corporation Ltd's President and CEO Mr Desmond Kuek signed a memorandum of understanding with David He, President of Global Solution Sales of Huawei. The collaboration will see both companies partnering to jointly develop and market products and solutions in the international market.

Some of the products and services which will be jointly marketed globally include SMRT Corporation Ltd's Automatic Fare Collection or Passenger Information System, as well as Huawei's communication network, its radio system, IP-based video surveillance system and PBX systems. SMRT Corporation Ltd and Huawei will be conducting seminars and joint marketing events at international transportation conferences to promote these joint services, and will be collaborating in the installation and commissioning of these solutions for customers.

SINGAPORE TAXATION

*The statements below are general in nature and are based on certain aspects of current tax laws in Singapore and administrative guidelines issued by the Inland Revenue Authority of Singapore (the "**IRAS**") and MAS in force as at the date of this Supplemental Information Memorandum and are subject to any changes in such laws or administrative guidelines, or the interpretation of those laws or guidelines, occurring after such date, which changes could be made on a retroactive basis. These laws and guidelines are also subject to various interpretations and the relevant tax authorities or the courts could later disagree with the explanations or conclusions set out below. Neither these statements nor any other statements in this Supplemental Information Memorandum are intended or are to be regarded as advice on the tax position of any holder of the Notes or of any person acquiring, selling or otherwise dealing with the Notes or on any tax implications arising from the acquisition, sale or other dealings in respect of the Notes. The statements made herein do not purport to be a comprehensive or exhaustive description of all the tax considerations that may be relevant to a decision to subscribe for, purchase, own or dispose of the Notes and do not purport to deal with the tax consequences applicable to all categories of investors, some of which (such as dealers in securities or financial institutions in Singapore which have been granted the relevant Financial Sector Incentive tax incentive(s)) may be subject to special rules or tax rates. It should not be regarded as advice on the tax position of any person and should be treated with appropriate caution. Prospective Noteholders are advised to consult their own professional tax advisers as to the Singapore or other tax consequences of the acquisition, ownership or disposal of the Notes, including the effect of any foreign, state or local tax laws to which they are subject. It is emphasised that neither the Issuer, the Guarantor, the Arranger nor any other persons involved in the MTN Programme accept responsibility for any tax effects or liabilities resulting from the subscription, purchase, holding or disposal of the Notes.*

1. Interest and other payments

Subject to the following paragraphs in this Singapore Taxation disclosure, under Section 12(6) of the Income Tax Act (Chapter 134 of Singapore) (the "**ITA**"), the following payments are deemed to be derived from Singapore:

- (a) any interest, commission, fee or any other payment in connection with any loan or indebtedness or with any arrangement, management, guarantee, or service relating to any loan or indebtedness which is (i) borne, directly or indirectly, by a person resident in Singapore or a permanent establishment in Singapore (except in respect of any business carried on outside Singapore through a permanent establishment outside Singapore or any immovable property situated outside Singapore) or (ii) deductible against any income accruing in or derived from Singapore; or
- (b) any income derived from loans where the funds provided by such loans are brought into or used in Singapore.

Such payments, where made to a person not known to the paying party to be a resident in Singapore for tax purposes, are generally subject to withholding tax in Singapore. The rate at which tax is to be withheld for such payments (other than those subject to the 15% final withholding tax described below) to non-resident persons (other than non-resident individuals) is 17% with effect from Year of Assessment 2010. The applicable rate for non-resident individuals is 20%. However, if the payment is derived by a person not resident in Singapore otherwise than from any trade, business, profession or vocation carried on or exercised by such person in Singapore and is not effectively connected with any permanent establishment in Singapore of that person, the payment is subject to a final withholding tax of 15%. The rate of 15% may be reduced by applicable tax treaties.

Notwithstanding the above, with effect from 29 December 2009, the said deeming provisions of Section 12(6) of the ITA would not apply to payments for any arrangement, management, service or

guarantee relating to any loan or indebtedness under Section 12(6A) of the ITA, where:

- (i) the arrangement, management or service is performed outside Singapore; or
- (ii) the guarantee is provided for or on behalf of a person resident in Singapore or a permanent establishment in Singapore by a non-resident person who:
 - (A) is not an individual and is not incorporated, formed or registered in Singapore; and
 - (B)
 - (1) does not by himself or in association with others, carry on a business in Singapore and does not have a permanent establishment in Singapore; or
 - (2) carries on a business in Singapore (by himself or in association with others) or has a permanent establishment in Singapore, but (a) the arrangement, management or service is not performed through; or (b) the giving of the guarantee is not effectively connected with, that business carried on in Singapore or through that permanent establishment.

Certain Singapore-sourced investment income derived by individuals from financial instruments is exempt from tax, including:

- (a) interest from debt securities derived on or after 1 January 2004;
- (b) discount income (not including discount income arising from secondary trading) from debt securities derived on or after 17 February 2006; and
- (c) prepayment fee, redemption premium or break cost from debt securities derived on or after 15 February 2007,

except where such income is derived through a partnership in Singapore or is derived from the carrying on of a trade, business or profession in Singapore.

References to "break cost", "prepayment fee" and "redemption premium" in this Singapore tax disclosure have the same meaning as defined in the ITA.

The terms "break cost", "prepayment fee" and "redemption premium" are defined in the ITA as follows:

"break cost" means, in relation to debt securities, qualifying debt securities or qualifying project debt securities, any fee payable by the issuer of the securities on the early redemption of the securities, the amount of which is determined by any loss or liability incurred by the holder of the securities in connection with such redemption;

"prepayment fee" means, in relation to debt securities, qualifying debt securities or qualifying project debt securities, any fee payable by the issuer of the securities on the early redemption of the securities, the amount of which is determined by the terms of the issuance of the securities; and

"redemption premium" means, in relation to debt securities, qualifying debt securities or qualifying project debt securities, any premium payable by the issuer of the securities on the redemption of the securities upon their maturity.

As the MTN Programme is wholly arranged by The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch, which was, at the time of establishment of the MTN Programme, a financial sector incentive (bond market) company (as defined in the ITA), any Tranche of the Notes issued as debt securities under the MTN Programme during the period from the date of this

Information Memorandum to 31 December 2018 (the "**Relevant Notes**") would be "qualifying debt securities" for the purposes of the ITA, to which the following treatments shall apply:

- (a) subject to certain prescribed conditions having been fulfilled (including the furnishing by the Issuer, or such other person as the Comptroller of Income Tax in Singapore (the "**Comptroller**") may direct, of a return on debt securities for the Relevant Notes within such period as the Comptroller may specify and such other particulars in connection with the Relevant Notes as the Comptroller may require to the MAS and the inclusion by the Issuer in all offering documents relating to the Relevant Notes of a statement to the effect that where interest, discount income, prepayment fee, redemption premium or break cost from the Relevant Notes is derived by a person who is not resident in Singapore and who carries on any operation in Singapore through a permanent establishment in Singapore, the tax exemption for qualifying debt securities shall not apply if the non-resident person acquires the Relevant Notes using funds from that person's operations through the Singapore permanent establishment), interest, discount income (not including discount income arising from secondary trading), prepayment fee, redemption premium and break cost (collectively, the "**Specified Income**") from the Relevant Notes paid by the Issuer and derived by a holder who is not resident in Singapore and (i) who does not have any permanent establishment in Singapore or (ii) carries on any operation in Singapore through a permanent establishment in Singapore but the funds used by that person to acquire the Relevant Notes are not obtained from such operation in Singapore, are exempt from Singapore tax;
- (b) subject to certain conditions having been fulfilled (including the furnishing by the Issuer, or such other person as the Comptroller may direct, of a return on debt securities for the Relevant Notes within such period as the Comptroller may specify and such other particulars in connection with the Relevant Notes as the Comptroller may require to the MAS), Specified Income from the Relevant Notes paid by the Issuer and derived by any company or body of persons (as defined in the ITA) in Singapore is generally subject to tax at a concessionary rate of 10%; and
- (c) subject to:
 - (i) the Issuer including in all offering documents relating to the Relevant Notes a statement to the effect that any person whose interest, discount income, prepayment fee, redemption premium or break cost (i.e. the Specified Income) derived from the Relevant Notes is not exempt from tax shall include such income in a return of income made under the ITA; and
 - (ii) the Issuer, or such other person as the Comptroller may direct, furnishing to the MAS a return on debt securities for the Relevant Notes within such period as the Comptroller may specify and such other particulars in connection with the Relevant Notes as the Comptroller may require,

payments of Specified Income derived from the Relevant Notes are not subject to withholding of tax by the Issuer.

However, notwithstanding the foregoing:

- (a) if during the primary launch of any Tranche of Relevant Notes, the Relevant Notes of such Tranche are issued to fewer than four persons and 50% or more of the issue of such Relevant Notes is beneficially held or funded, directly or indirectly, by a related party or related parties of the Issuer, such Relevant Notes would not qualify as "qualifying debt securities"; and
- (b) even though a Tranche of Relevant Notes are "qualifying debt securities", if, at any time during the tenure of such Tranche of Relevant Notes, 50% or more of the issue of such Relevant Notes is beneficially held or funded, directly or indirectly, by any related party(ies) of the Issuer,

Specified Income derived from such Relevant Notes held by:

- (i) any related party of the Issuer; or
- (ii) any other person who acquires such Relevant Notes with funds obtained, directly or indirectly, from any related party of the Issuer,

shall not be eligible for the tax exemption or concessionary rate of tax as described above.

The term "related party", in relation to a person, means any other person who, directly or indirectly, controls that person, or is controlled, directly or indirectly, by that person, or where he and that other person, directly or indirectly, are under the control of a common person.

Notwithstanding that the Issuer is permitted to make payments of Specified Income in respect of the Relevant Notes without deduction or withholding for tax under Section 45 or Section 45A of the ITA, any person whose Specified Income (whether it is interest, discount income, prepayment fee, redemption premium or break cost) derived from the Relevant Notes is not exempt from tax is required to include such income in a return of income made under the ITA.

Under the Qualifying Debt Securities Plus Scheme ("**QDS Plus Scheme**"), subject to certain conditions having been fulfilled (including the furnishing by the Issuer or such other person as the Comptroller may direct, of a return on debt securities in respect of the qualifying debt securities within such period as the Comptroller may specify and such other particulars in connection with the qualifying debt securities as the Comptroller may require to the MAS), income tax exemption is granted on Specified Income derived by any investor from qualifying debt securities (excluding Singapore Government Securities) which:

- (a) are issued during the period from 16 February 2008 to 31 December 2018;
- (b) have an original maturity date of not less than 10 years;
- (c) either –
 - (i) if they are issued before 28 June 2013, cannot be redeemed, called, exchanged or converted within 10 years from the date of their issue; or
 - (ii) if they are issued on or after 28 June 2013, cannot have their tenure shortened to less than 10 years from the date of their issue, except under such circumstances as may be prescribed by regulations; and
- (d) cannot be re-opened with a resulting tenure of less than 10 years to the original maturity date.

In addition, the tax exemption on Specified Income from qualifying debt securities under the QDS Plus Scheme will not apply to any Specified Income derived from qualifying debt securities issued on or after 28 June 2013 that is derived on the outstanding debt securities, where the shortening of the tenure occurs under such circumstances as may be prescribed by regulations.

The MAS has also released a circular FSD Cir 02/2013 entitled "Extension and Refinement of Tax Concessions for Promoting the Debt Market" dated 28 June 2013 providing details in respect of the refinement of the QDS Plus Scheme to allow debt securities with certain standard early termination clauses to qualify for the QDS Plus Scheme at the point of issuance. Examples of standard early termination clauses include clauses which provide for early termination due to a taxation event, default event, change of control event, change of shareholding event or change in listing status of an issuer. Subsequently, should the debt securities be redeemed prematurely due to standard early termination clauses (i.e. before the 10th year), the income tax exemption granted to income exempt under the QDS

Plus Scheme prior to redemption will not be clawed back. Instead, the QDS Plus status of the debt securities will be revoked prospectively for outstanding debt securities, if any. The outstanding debt securities may still enjoy tax benefits under the qualifying debt securities scheme if the other conditions for qualifying debt securities continue to be met. Debt securities with embedded options with economic value (such as call, put, conversion or exchange options which can be triggered at specified prices or dates and are built into the bond's pricing at the onset) which can be exercised within 10 years from the date of issuance will continue to be excluded from the QDS Plus Scheme. This refinement of the QDS Plus Scheme will take effect for debt securities that are issued on or after 28 June 2013.

In determining an investor's income that is to be exempted from tax under the QDS Plus Scheme, prescribed conditions apply in relation to how the investor's losses, expenses and capital allowances which are attributable to the exempt income are to be treated.

However, even if a Tranche of the Relevant Notes are "qualifying debt securities" which qualify under the QDS Plus Scheme, if, at any time during the tenure of such Tranche of Relevant Notes, 50% or more of the issue of such Relevant Notes is beneficially held or funded, directly or indirectly, by any related party(ies) of the Issuer, Specified Income from such Relevant Notes derived by:

- (a) any related party of the Issuer; or
- (b) any other person where the funds used by such person to acquire such Relevant Notes are obtained, directly or indirectly, from any related party of the Issuer,

shall not be eligible for the tax exemption under the QDS Plus Scheme as described above.

2. Capital Gains

Any gains considered to be in the nature of capital made from the sale of the Relevant Notes will not be taxable in Singapore. However, any gains derived by any person from the sale of the Relevant Notes which are gains from any trade, business, profession or vocation carried on by that person, if accruing in or derived from Singapore, may be taxable as such gains are considered revenue in nature.

Noteholders who adopt or are adopting Singapore Financial Reporting Standard 39 – Financial Instruments: Recognition and Measurement ("**FRS 39**"), may for Singapore income tax purposes be required to recognise gains or losses (not being gains or losses in the nature of capital) on the Relevant Notes, irrespective of disposal, in accordance with FRS 39. Please see the section below on "*Adoption of FRS 39 treatment for Singapore income tax purposes*".

3. Adoption of FRS 39 treatment for Singapore income tax purposes

The IRAS has issued a circular entitled "Income Tax Implications Arising from the Adoption of FRS 39 - Financial Instruments: Recognition & Measurement" (the "**FRS 39 Circular**"). Legislative amendments to give effect to the tax treatment set out in the FRS 39 Circular have been enacted in Section 34A of the ITA.

The FRS 39 Circular and Section 34A of the ITA generally apply, subject to certain "opt-out" provisions, to taxpayers who are required to comply with FRS 39 for financial reporting purposes.

Noteholders who may be subject to the tax treatment under the FRS 39 Circular and Section 34A of the ITA should consult their own accounting and tax advisers regarding the Singapore income tax consequences of their acquisition, holding or disposal of the Relevant Notes.

4. Estate Duty

Singapore estate duty has been abolished with respect to all deaths occurring on or after 15 February 2008.

GENERAL INFORMATION

SHARE CAPITAL

1. (a) As at the date of this Supplemental Information Memorandum, there is only one class of ordinary shares in the Issuer. The rights and privileges attached to the shares of the Issuer are stated in the Articles of Association of the Issuer.
- (b) As at the date of this Information Memorandum, there is only one class of ordinary shares in the Guarantor. The rights and privileges attached to the shares of the Guarantor are stated in the Articles of Association of the Guarantor.
2. (a) The issued share capital of the Issuer as at the Latest Practicable Date is as follows:

Share Designation	Issued Share Capital	
	Number of shares	(S\$)
Ordinary Shares	2	2

- (b) The issued share capital of the Guarantor as at the Latest Practicable Date is as follows:

Share Designation	Issued Share Capital	
	Number of shares	(S\$)
Ordinary Shares	1,521,508,246	168,240,413

BORROWINGS

3. Save as disclosed in Appendix II, the Group had as at 31 March 2014, no other borrowings or indebtedness in the nature of borrowings including bank overdrafts and liabilities under acceptances (other than normal trading bills) or acceptance credits, mortgages, charges, hire purchase commitments, guarantees or other material contingent liabilities.

WORKING CAPITAL

4. After taking into account the present banking facilities and the net proceeds of the issue of the Notes, the Issuer and the Guarantor will have adequate working capital for their respective present requirements.

CHANGES IN ACCOUNTING POLICIES

5. Save as disclosed in Appendix II, there have been no significant changes in the accounting policies of each of the Issuer and the Guarantor since its audited financial accounts for the year ended 31 March 2014.

LITIGATION

6. Save as disclosed in this Supplemental Information Memorandum or otherwise announced, none of the Issuer, the Guarantor or any of their respective subsidiaries is involved in any litigation or arbitration proceedings which may have, or have had during the 12 months preceding the date of this document, a material adverse effect on the financial position of the Guarantor or, as the case may be, the Group, nor is the Issuer or the Guarantor aware that any such proceedings are pending or threatened.

MATERIAL ADVERSE CHANGE

7. Save as disclosed in this Supplemental Information Memorandum, there has been no material adverse change in the financial condition or business of the Issuer, the Guarantor or the Group since 31 March 2014.

FUNCTIONS, RIGHTS AND OBLIGATIONS OF THE TRUSTEE

8. The functions, rights and obligations of the Trustee are set out in the Trust Deed.

APPENDIX II

UNAUDITED RESULTS OF THE GROUP FOR THE FOURTH QUARTER ENDED 31 MARCH 2014 ("4Q FY2014") AND AUDITED RESULTS FOR THE FULL FINANCIAL YEAR ENDED 31 MARCH 2014 ("FY2014")

The information in this Appendix II has been extracted and reproduced from the unaudited results of the Group for 4Q FY2014 and the audited results for FY 2014 and has not been specifically prepared for inclusion in this Supplemental Information Memorandum and references to the page numbers herein are those as reproduced from the unaudited consolidated financial statements of SMRT Corporation Ltd and its subsidiaries for the three months ended 31 March 2014 and audited consolidated statements for the full financial year ended 31 March 2014.

SMRT CORPORATION LTD

(Company Registration No: 200001855H)

Results for the Fourth Quarter ended 31 March 2014

The Directors of SMRT Corporation Ltd wish to announce the unaudited results of the Group for the fourth quarter ended 31 March 2014 ("4Q FY2014") and the audited results for the full year ended 31 March 2014 ("FY2014").

1(a)(i) CONSOLIDATED INCOME STATEMENT

	The Group					
	Jan - Mar 2014	Jan - Mar 2013	Increase/ (Decrease)	Apr - Mar 2014	Apr - Mar 2013	Increase/ (Decrease)
	\$'000	\$'000	%	\$'000	\$'000	%
Revenue	289,526	281,324	2.9	1,163,893	1,119,469	4.0
- Rail	155,985	153,371	1.7	634,145	618,524	2.5
- Bus	54,820	52,264	4.9	217,795	210,796	3.3
- Non-Fare	78,721	75,689	4.0	311,953	290,149	7.5
Other operating income	12,436	9,279	34.0	42,146	36,305	16.1
- Rail	4,110	5,292	(22.3)	14,233	23,595	(39.7)
- Bus	6,878	3,435	100.2	23,335	8,963	160.3
- Non-Fare	1,448	552	162.3	4,578	3,747	22.2
	301,962	290,603	3.9	1,206,039	1,155,774	4.3
Staff costs	(111,525)	(112,015)	(0.4)	(462,360)	(395,161)	17.0
- Rail	(60,709)	(59,864)	1.4	(255,728)	(217,053)	17.8
- Bus	(32,267)	(33,815)	(4.6)	(132,044)	(114,686)	15.1
- Non-Fare	(18,549)	(18,336)	1.2	(74,588)	(63,422)	17.6
Depreciation of property, plant and equipment	(47,794)	(40,363)	18.4	(181,179)	(161,138)	12.4
- Rail	(26,250)	(21,746)	20.7	(101,735)	(86,103)	18.2
- Bus	(6,857)	(6,046)	13.4	(26,304)	(27,365)	(3.9)
- Non-Fare	(14,687)	(12,571)	16.8	(53,140)	(47,670)	11.5
Amortisation of asset-related grants	2,427	2,451	(1.0)	9,877	10,558	(6.5)
- Rail	2,339	2,432	(3.8)	9,559	10,482	(8.8)
- Bus	23	12	91.7	93	54	72.2
- Non-Fare	65	7	828.6	225	22	922.7
Repairs and maintenance costs	(29,292)	(34,154)	(14.2)	(112,902)	(112,537)	0.3
- Rail	(18,601)	(22,767)	(18.3)	(68,559)	(67,063)	2.2
- Bus	(7,549)	(6,572)	14.9	(25,892)	(26,344)	(1.7)
- Non-Fare	(3,142)	(4,815)	(34.7)	(18,451)	(19,130)	(3.5)
Electricity and diesel costs	(38,108)	(40,872)	(6.8)	(163,517)	(165,485)	(1.2)
- Rail	(24,975)	(29,385)	(15.0)	(113,087)	(118,378)	(4.5)
- Bus	(12,943)	(11,283)	14.7	(49,695)	(46,218)	7.5
- Non-Fare	(190)	(204)	(6.9)	(735)	(889)	(17.3)
Impairment of interest in associate	-	(17,294)	(100.0)	-	(17,294)	(100.0)
Other operating expenses	(55,761)	(54,722)	1.9	(211,724)	(204,512)	3.5
- Rail	(31,441)	(28,744)	9.4	(117,766)	(104,292)	12.9
- Bus	(6,560)	(10,044)	(34.7)	(35,772)	(37,124)	(3.6)
- Non-Fare	(17,760)	(15,934)	11.5	(58,186)	(63,096)	(7.8)
Total expenses	(280,053)	(296,969)	(5.7)	(1,121,805)	(1,045,569)	7.3
- Rail	(159,637)	(160,074)	(0.3)	(647,316)	(582,407)	11.1
- Bus	(66,153)	(67,748)	(2.4)	(269,614)	(251,683)	7.1
- Non-Fare	(54,263)	(69,147)	(21.5)	(204,875)	(211,479)	(3.1)
Profit/(Loss) from operations	21,909	(6,366)	444.2	84,234	110,205	(23.6)
- Rail	458	(1,411)	132.5	1,062	59,712	(98.2)
- Bus	(4,455)	(12,049)	63.0	(28,484)	(31,924)	10.8
- Non-Fare	25,906	7,094	265.2	111,656	82,417	35.5
Finance costs	(2,578)	(2,577)	0.0	(10,431)	(7,065)	47.6
Interest and investment income	(92)	806	(111.4)	1,270	2,305	(44.9)
Share of results of associate (net of tax)	341	429	(20.5)	(418)	(381)	(9.7)
Profit/(Loss) before income tax	19,580	(7,708)	354.0	74,655	105,064	(28.9)
Income tax expense	(2,835)	(4,341)	(34.7)	(13,157)	(21,864)	(39.8)
Profit/(Loss) after taxation	16,745	(12,049)	239.0	61,498	83,200	(26.1)
Attributable to:						
Equity holders of SMRT	16,918	(11,927)	241.8	61,902	83,338	(25.7)
Non-controlling interest	(173)	(122)	(41.8)	(404)	(138)	(192.8)
Profit/(Loss) for the period	16,745	(12,049)	239.0	61,498	83,200	(26.1)

1(a)(ii) CONSOLIDATED INCOME STATEMENT (cont'd)

	The Group					
	Jan - Mar	Jan - Mar	Increase/	Apr - Mar	Apr - Mar	Increase/
	2014	2013	(Decrease)	2014	2013	(Decrease)
			%			%
EBITDA (\$'000) *	67,276	48,840	37.7	255,536	278,079	(8.1)
EBITDA margin	23.2%	17.4%	5.8	22.0%	24.8%	(2.8)
EBIT margin	7.6%	-2.3%	9.9	7.2%	9.8%	(2.6)
PAT margin	5.8%	-4.3%	10.1	5.3%	7.4%	(2.1)
Interest coverage (x)	26.1	19.0	37.7	24.5	39.4	(37.8)
Earnings Per Share (EPS) (cents)						
- basic	1.1	(0.8)	241.8	4.1	5.5	(25.8)
- diluted	1.1	(0.8)	241.9	4.1	5.5	(25.7)
Economic Value Added (EVA) (\$'000)	2,188	(2,770)	179.0	7,290	56,069	(87.0)
Return On Equity (ROE)				7.9%	10.7%	(2.8)

* EBITDA excludes impairment of interest in associate

1(a)(iii) Included in the determination of net profit are the following items:-

	The Group			
	Jan - Mar	Jan - Mar	Apr - Mar	Apr - Mar
	2014	2013	2014	2013
	\$'000	\$'000	\$'000	\$'000
<i>After Charging/(Crediting) :-</i>				
- Impairment loss made for trade receivables	88	238	298	1,230
- (Write-back)/Allowance for obsolete inventories	(79)	1,233	414	1,959
- Inventory written off	54	462	146	769
- Foreign exchange loss/(gain)	131	(136)	86	363
- Gain on disposal of property, plant and equipment	(949)	(555)	(1,874)	(1,339)
- Property, plant and equipment written off/(written back)	582	(238)	1,126	2,351
- (Over)/Under provision of current tax in respect of prior years	(26)	(154)	(108)	97

1(b) EARNINGS PER ORDINARY SHARE

	The Group					
	Jan - Mar	Jan - Mar	Increase/	Apr - Mar	Apr - Mar	Increase/
	2014	2013	(Decrease)	2014	2013	(Decrease)
			%			%
Earnings per ordinary share (cents)*:-						
(a) Basic	1.1	(0.8)	241.8	4.1	5.5	(25.8)
- Weighted average number of shares for basic EPS ('000)	1,521,508	1,520,972		1,521,376	1,520,578	
(b) Fully Diluted	1.1	(0.8)	241.9	4.1	5.5	(25.7)
- Weighted average number of shares for diluted EPS ('000)	1,523,846	1,524,253		1,523,179	1,522,781	

* To the nearest 0.1 cents

1(c)(i) BALANCE SHEETS

Notes	The Group		The Company	
	As at	As at	As at	As at
	31 Mar 2014	31 Mar 2013	31 Mar 2014	31 Mar 2013
	\$'000	\$'000	\$'000	\$'000
Non-current assets				
Property, plant and equipment	1,641,769	1,435,797	11,537	9,555
Intangible asset	13,614	13,614	-	-
Investments in subsidiaries	-	-	325,823	344,169
Interest in associate	52,629	50,554	-	-
Other investments	20,713	32,171	-	-
	<u>1,728,725</u>	<u>1,532,136</u>	<u>337,360</u>	<u>353,724</u>
Current assets				
Inventories	84,325	59,901	-	-
Trade and other receivables	98,938	86,074	78,965	64,459
Other investments	5,000	-	-	-
Fixed deposits with banks and financial institutions	8,615	213,782	-	-
Cash at banks and in hand	146,909	332,512	5,682	4,967
	<u>343,787</u>	<u>692,269</u>	<u>84,647</u>	<u>69,426</u>
Total assets	(a) <u>2,072,512</u>	<u>2,224,405</u>	<u>422,007</u>	<u>423,150</u>
Equity attributable to equity holders of SMRT				
Share capital	168,240	167,496	168,240	167,496
Reserves	2,229	946	1,977	2,560
Accumulated profits	631,283	599,806	227,759	235,207
	<u>801,752</u>	<u>768,248</u>	<u>397,976</u>	<u>405,263</u>
Non-controlling interest	(92)	312	-	-
Total equity	<u>801,660</u>	<u>768,560</u>	<u>397,976</u>	<u>405,263</u>
Non-current liabilities				
Interest-bearing borrowings	480,017	607,125	-	-
Provisions	25	55	-	-
Deferred tax liabilities	155,808	142,867	1,435	1,377
Fuel equalisation account	20,312	20,312	-	-
Deferred grants	48,949	52,489	42	87
	<u>705,111</u>	<u>822,848</u>	<u>1,477</u>	<u>1,464</u>
Current liabilities				
Interest-bearing borrowings	156,393	2,347	-	-
Trade and other payables	355,183	577,138	22,302	15,536
Provisions	50,263	45,321	252	261
Current tax payable	3,902	8,191	-	626
	<u>565,741</u>	<u>632,997</u>	<u>22,554</u>	<u>16,423</u>
Total liabilities	(b) <u>1,270,852</u>	<u>1,455,845</u>	<u>24,031</u>	<u>17,887</u>
Total equity and liabilities	<u>2,072,512</u>	<u>2,224,405</u>	<u>422,007</u>	<u>423,150</u>

Notes to Balance Sheets:

- (a) Total assets decreased by \$151.9 million (6.8%) due mainly to lower cash and cash equivalents (\$390.8 million). This was partially offset by higher property, plant and equipment (\$206.0 million) and inventories (\$24.4 million, mainly for Train operations).

The lower cash and cash equivalents was due mainly to the payment of \$392.7 million for the 17 trains purchased and operating assets taken over from the Land Transport Authority of Singapore (“LTA”).

Property, plant and equipment increased due mainly to the addition of rail operating assets, taxis, buses and commercial spaces.

- (b) Total liabilities decreased by \$185.0 million (12.7%) due mainly to lower trade and other payables (\$222.0 million). This was partially offset by higher interest-bearing borrowings (\$26.9 million) and higher tax liabilities (\$8.7 million).

The lower trade and other payables was due mainly to payment made for the 17 trains.

As at 31 March 2014, the Group was in a net current liabilities position. Included in current liabilities are deposits from commercial tenants of \$35.3 million and provisions of \$50.3 million. These current liabilities, because of their nature, are not expected to result in significant cash outflow from the Group within the next 12 months. In addition, the Group’s \$150.0 million fixed rate notes is due in October 2014. The Group has sufficient undrawn bank financing facilities as well as multicurrency medium term note programmes to meet commitments and to repay debts as and when they fall due.

1(c)(ii) GROUP'S BORROWINGS

	<u>As at</u> <u>31 Mar 2014</u>	<u>As at</u> <u>31 Mar 2013</u>
	\$'000	\$'000
<u>Amount repayable in one year or less, or on demand</u>		
Secured SGD fixed rate loan - at 6.0% per annum	2,343	540
Unsecured SGD fixed rate loan - at 4.0% per annum	4,050	1,807
Unsecured quoted SGD fixed rate notes - at 2.42% per annum due October 2014	150,000	-
Total unsecured borrowings	154,050	1,807
	<u>156,393</u>	<u>2,347</u>
<u>Amount repayable after one year</u>		
Secured SGD fixed rate loan - at 6.0% per annum	30,017	7,125
Unsecured quoted SGD fixed rate notes - at 2.42% per annum due October 2014	-	150,000
Unsecured quoted SGD fixed rate notes - at 1.2% per annum due October 2017	350,000	350,000
Unsecured quoted SGD fixed rate notes - at 2.363% per annum due October 2022	100,000	100,000
Total unsecured borrowings	450,000	600,000
	<u>480,017</u>	<u>607,125</u>

Details of any collaterals

The secured SGD fixed rate loan is secured (in favour of LTA) over the buses acquired under the Bus Service Enhancement Programme ("BSEP").

Net Gearing

		The Group	
		<u>As at</u>	<u>As at</u>
Net gearing	Note	<u>31 Mar 2014</u>	<u>31 Mar 2013</u>
	(a)	0.60	0.08

(a) Net gearing increased to 0.60 with the payment of the 17 trains and operating assets taken over from LTA.

1(c)(iii) NET ASSET VALUE AND NET TANGIBLE ASSET PER ORDINARY SHARE

	The Group		The Company	
	As at 31 Mar 2014	As at 31 Mar 2013	As at 31 Mar 2014	As at 31 Mar 2013
Net asset value per ordinary share (cents)	52.7	50.5	26.2	26.6
Net tangible asset per ordinary share ¹ (cents)	51.8	49.6	26.2	26.6
Number of shares at end of period (excluding treasury shares) ² ('000)	<u>1,521,508</u>	<u>1,520,972</u>	<u>1,521,508</u>	<u>1,520,972</u>

¹ Net tangible asset = net assets less intangible asset.

² Treasury shares - nil.

1(d) CONSOLIDATED STATEMENT OF CASH FLOWS

	The Group			
	Jan - Mar	Jan - Mar	Apr - Mar	Apr - Mar
	2014	2013	2014	2013
	\$'000	\$'000	\$'000	\$'000
Notes				
Operating activities				
Profit/(Loss) before income tax	19,580	(7,708)	74,655	105,064
<i>Adjustments for:</i>				
Amortisation of asset-related grants	(2,427)	(2,451)	(9,877)	(10,558)
Changes in fair value of financial instruments	-	(84)	-	-
Depreciation of property, plant and equipment	47,794	40,363	181,179	161,138
Dividend income	-	-	(206)	(180)
Grant released upon disposal/write-off of property, plant and equipment	-	1	(19)	(48)
Impairment of interest in associate	-	17,294	-	17,294
Interest expense	2,578	2,577	10,431	7,065
Interest income	92	(806)	(1,064)	(2,125)
Gain on disposal of property, plant and equipment	(949)	(555)	(1,874)	(1,339)
Property, plant and equipment written off/(written back)	582	(238)	1,126	2,351
Provisions made	4,722	9,378	22,254	20,650
Share-based payment expenses	17	290	115	1,157
Share of results of associate	(341)	(429)	418	381
Bus Service Enhancement Programme Grant	(4,907)	(1,610)	(15,207)	(2,888)
	<u>66,741</u>	<u>56,022</u>	<u>261,931</u>	<u>297,962</u>
<i>Changes in working capital:</i>				
Inventories	(698)	523	(24,424)	(6,221)
Trade and other receivables	2,649	19,240	4,806	(2,708)
Trade and other payables	(10,932)	(6,790)	6,844	(9,946)
Cash generated from operations	<u>57,760</u>	<u>68,995</u>	<u>249,157</u>	<u>279,087</u>
Income taxes paid	(2,186)	(2,899)	(4,544)	(15,213)
Interest paid	-	(8)	(10,194)	(3,647)
Cash flows from operating activities	(a) <u>55,574</u>	<u>66,088</u>	<u>234,419</u>	<u>260,227</u>
Investing activities				
Dividends received	-	-	206	180
Interest received	579	1,055	1,546	2,174
Purchase of property, plant and equipment	(48,182)	(67,479)	(651,882)	(250,588)
Purchase of other investments	-	-	-	(16,530)
Proceeds from disposal of:				
- property, plant and equipment	1,216	883	2,553	2,278
- other investments	5,000	-	5,000	-
Cash flows from investing activities	(b) <u>(41,387)</u>	<u>(65,541)</u>	<u>(642,577)</u>	<u>(262,486)</u>
Financing activities				
Proceeds from issue of shares under share option plan	-	7	46	121
Capital contribution from Non-controlling interest	-	-	-	450
Proceeds from issuance of unsecured quoted notes	-	-	-	450,000
Dividends paid	-	-	(30,425)	(109,473)
Proceeds from unclaimed dividends	-	-	-	235
Proceeds from borrowings	8,472	1,809	28,658	9,724
Grants received	5,050	862	18,899	2,220
Cash flows from financing activities	(c) <u>13,522</u>	<u>2,678</u>	<u>17,178</u>	<u>353,277</u>
Net increase/(decrease) in cash and cash equivalents	(d) <u>27,709</u>	<u>3,225</u>	<u>(390,980)</u>	<u>351,018</u>
Cash and cash equivalents at beginning of the period	127,809	542,966	546,294	195,330
Effect of exchange rate fluctuations on cash held	6	103	210	(54)
Cash and cash equivalents at end of the period	<u>155,524</u>	<u>546,294</u>	<u>155,524</u>	<u>546,294</u>
<u>Cash and cash equivalents at end of the period comprise:</u>				
Fixed deposits with banks and financial institutions	8,615	213,782	8,615	213,782
Cash at banks and in hand	146,909	332,512	146,909	332,512
	<u>155,524</u>	<u>546,294</u>	<u>155,524</u>	<u>546,294</u>

Notes to Consolidated Statement of Cash Flows:

- (a) Net cash inflow from operating activities of \$55.6 million for 4Q FY2014 was lower compared to 4Q FY2013, due mainly to higher working capital requirements. Net cash inflow from operating activities of \$234.4 million for FY2014, was lower compared to FY2013, due mainly to lower profitability and higher interest paid, partially offset by lower income taxes paid.
- (b) Net cash outflow from investing activities of \$41.4 million for 4Q FY2014 was lower compared to \$65.5 million for 4Q FY2013, due mainly to lower payment for purchase of property, plant and equipment and proceeds from disposal of other investments. Net cash outflow from investing activities of \$642.6 million for FY2014, was higher compared to \$262.5 million for FY2013, due mainly to higher payment for purchase of property, plant and equipment.
- (c) Net cash inflow from financing activities of \$13.5 million for 4Q FY2014 was higher compared to \$2.7 million for 4Q FY2013, due to higher proceeds from borrowings and grants received. Net cash inflow from financing activities of \$17.2 million for FY2014 was lower compared to \$353.3 million for FY2013 due mainly to absence of proceeds from issuance of debt.
- (d) Net increase in cash and cash equivalents of \$27.7 million in 4Q FY2014 was higher compared to 4Q FY2013, due mainly to lower net investing cash outflow and higher net financing cash inflow, partially offset by lower net operating cash inflow. Net decrease in cash and cash equivalents of \$391.0 million in FY2014 compared to an increase in FY2013 was due mainly to higher net investing cash outflow.

1(e) CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	The Group			
	Jan - Mar 2014	Jan - Mar 2013	Apr - Mar 2014	Apr - Mar 2013
	\$'000	\$'000	\$'000	\$'000
Profit/(Loss) for the period	16,745	(12,049)	61,498	83,200
Other comprehensive income/(loss):				
Items that may be reclassified subsequently to the income statement:				
Change in fair value of available-for-sale financial assets, net of tax	(103)	1,134	(1,031)	979
Effective portion of changes in fair value of cash flow hedge, net of tax	-	288	1,112	2,960
Change in fair value of cash flow hedge transferred to the income statement, net of tax	47	(1,019)	(923)	(2,772)
Currency translation differences arising from consolidation	(974)	997	2,708	290
Other comprehensive income/(loss) for the period, net of tax	<u>(1,030)</u>	<u>1,400</u>	<u>1,866</u>	<u>1,457</u>
Total comprehensive income/(loss) for the period	<u>15,715</u>	<u>(10,649)</u>	<u>63,364</u>	<u>84,657</u>
Attributable to:				
Equity holders of SMRT	15,888	(10,527)	63,768	84,795
Non-controlling interest	(173)	(122)	(404)	(138)
	<u>15,715</u>	<u>(10,649)</u>	<u>63,364</u>	<u>84,657</u>

1(f)(i) STATEMENTS OF CHANGES IN EQUITY

The Group

	Share Capital \$'000	Foreign Currency Translation Reserve \$'000	Fair Value Reserve \$'000	Hedge Reserve \$'000	Share-based Payment Reserve \$'000	Accumulated Profits \$'000	Total Attributable to Equity Holders of SMRT \$'000	Non- Controlling Interest \$'000	Total Equity \$'000
At 1 Apr 2012	166,462	(3,168)	568	(471)	2,316	625,706	791,413	-	791,413
Total comprehensive income/(loss) for the year									
Profit/(Loss) for the year	-	-	-	-	-	83,338	83,338	(138)	83,200
Other comprehensive income/(loss)									
Change in fair value of available-for-sale financial assets	-	-	979	-	-	-	979	-	979
Effective portion of changes in fair value of cash flow hedge	-	-	-	2,960	-	-	2,960	-	2,960
Change in fair value of cash flow hedge transferred to the income statement	-	-	-	(2,772)	-	-	(2,772)	-	(2,772)
Currency translation differences arising from consolidation	-	290	-	-	-	-	290	-	290
Total other comprehensive income/(loss), net of tax	-	290	979	188	-	-	1,457	-	1,457
Total comprehensive income/(loss)	-	290	979	188	-	83,338	84,795	(138)	84,657
Transactions with owners of the Company, recorded directly in equity									
Issue of shares under SMRT ESOP	121	-	-	-	-	-	121	-	121
Issue of performance shares	913	-	-	-	(913)	-	-	-	-
Value of employee services received for share-based payment	-	-	-	-	1,157	-	1,157	-	1,157
Capital contribution from NCI	-	-	-	-	-	-	-	450	450
Dividends paid	-	-	-	-	-	(109,473)	(109,473)	-	(109,473)
Proceeds from unclaimed dividends	-	-	-	-	-	235	235	-	235
Total transactions with owners	1,034	-	-	-	244	(109,238)	(107,960)	450	(107,510)
At 31 Mar 2013	167,496	(2,878)	1,547	(283)	2,560	599,806	768,248	312	768,560
At 1 Apr 2013	167,496	(2,878)	1,547	(283)	2,560	599,806	768,248	312	768,560
Total comprehensive income/(loss) for the year									
Profit/(Loss) for the year	-	-	-	-	-	61,902	61,902	(404)	61,498
Other comprehensive income/(loss)									
Change in fair value of available-for-sale financial assets	-	-	(1,031)	-	-	-	(1,031)	-	(1,031)
Effective portion of changes in fair value of cash flow hedge	-	-	-	1,112	-	-	1,112	-	1,112
Change in fair value of cash flow hedge transferred to the income statement	-	-	-	(923)	-	-	(923)	-	(923)
Currency translation differences arising from consolidation	-	2,708	-	-	-	-	2,708	-	2,708
Total other comprehensive income/(loss), net of tax	-	2,708	(1,031)	189	-	-	1,866	-	1,866
Total comprehensive income/(loss)	-	2,708	(1,031)	189	-	61,902	63,768	(404)	63,364
Transactions with owners of the Company, recorded directly in equity									
Issue of shares under SMRT ESOP	46	-	-	-	-	-	46	-	46
Issue of performance shares	698	-	-	-	(698)	-	-	-	-
Value of employee services received for share-based payment	-	-	-	-	115	-	115	-	115
Dividends paid	-	-	-	-	-	(30,425)	(30,425)	-	(30,425)
Total transactions with owners	744	-	-	-	(583)	(30,425)	(30,264)	-	(30,264)
At 31 Mar 2014	168,240	(170)	516	(94)	1,977	631,283	801,752	(92)	801,660

1(f)(i) STATEMENTS OF CHANGES IN EQUITY (cont'd)

The Company

	Share Capital \$'000	Share-based Payment Reserve \$'000	Accumulated Profits \$'000	Total \$'000
At 1 Apr 2012	166,462	2,316	291,488	460,266
Total comprehensive income for the year				
Profit for the year	-	-	53,112	53,112
Transactions with owners, recorded directly in equity				
Issue of shares under SMRT ESOP	121	-	-	121
Issue of performance shares	913	(913)	-	-
Value of employee services received for share-based payment	-	1,157	-	1,157
Dividends paid	-	-	(109,473)	(109,473)
Proceeds from unclaimed dividends	-	-	80	80
Total transactions with owners	1,034	244	(109,393)	(108,115)
At 31 Mar 2013	167,496	2,560	235,207	405,263
At 1 Apr 2013	167,496	2,560	235,207	405,263
Total comprehensive income for the year				
Profit for the year	-	-	22,977	22,977
Transactions with owners, recorded directly in equity				
Issue of shares under SMRT ESOP	46	-	-	46
Issue of performance shares	698	(698)	-	-
Value of employee services received for share-based payment	-	115	-	115
Dividends paid	-	-	(30,425)	(30,425)
Total transactions with owners	744	(583)	(30,425)	(30,264)
At 31 Mar 2014	168,240	1,977	227,759	397,976

1(f)(ii) The total number of issued shares excluding treasury shares of the Company as at 31 March 2014 and 31 March 2013 were 1,521,508,246 and 1,520,972,346 respectively.

The Company did not hold any treasury shares in 4Q FY2014 and as at 31 March 2014 (31 March 2013: Nil).

In 4Q FY2014, the Company did not issue any ordinary shares under the SMRT Corporation Employee Share Option Plan (“SMRT ESOP”).

In FY2014, the Company issued and allocated 535,900 ordinary shares following the exercise of 74,300 share options under the SMRT ESOP plan and the release of 461,600 shares awarded under the SMRT Corporation Restricted Share Plan (“SMRT RSP”).

As at 31 March 2014, there was no outstanding share option under the SMRT ESOP (31 March 2013: 322,150).

Date of grant of options	Exercise price per share	Options outstanding at 1/4/2013	Options exercised	Options cancelled	Options outstanding at 31/3/2014	Number of option holders at 31/3/2014	Exercise period
22/7/2003	\$0.623	322,150	74,300	247,850	-	-	22/7/2004 to 21/7/2013

As at 31 March 2014, the number of outstanding conditional shares awarded under the SMRT Corporation RSP and SMRT Corporation Performance Share Plan (“SMRT PSP”) was 2,337,700 (31 March 2013: 3,081,700).

2. AUDIT

The figures for the quarters ended 31 March 2014 and 31 March 2013 have not been audited by our external auditors. The figures for the years ended 31 March 2014 and 31 March 2013 have been audited by our auditors, PricewaterhouseCoopers LLP, in accordance with Singapore Standards on Auditing. Please refer to the Independent Auditor’s Report below.

3. ACCOUNTING POLICIES

Except as disclosed below, the Group has applied the same accounting policies and methods of computation in the financial statements for the current period compared with the audited financial statements as at 31 March 2013.

The Group has adopted the following new or revised Financial Reporting Standards (“FRS”) that are effective for the Group’s annual periods beginning on or after 1 April 2013. Changes to the Group’s accounting policies have been made as required, in accordance with the transitional provisions in the respective FRS.

- Amendment to FRS 1 – Presentation of Items of Other Comprehensive Income (effective for annual periods commencing on or after 1 July 2012)
- Amendment to FRS 16 Property, Plant and Equipment (effective for annual periods beginning on or after 1 January 2013)
- FRS 19 (Revised) – Employee Benefits (effective for annual periods commencing on or after 1 January 2013)
- Amendment to FRS 32 – Financial Instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities (effective for annual periods beginning on or after 1 January 2013)
- Amendment to FRS 32 – Financial Instruments: Presentation (effective for annual periods beginning on or after 1 January 2013)

- FRS 113 – Fair Value Measurements (effective for annual periods commencing on or after 1 January 2013)

The adoption of the above FRSs does not have any significant impact on the financial statements of the Group.

4. REVIEW OF GROUP PERFORMANCE (4Q FY2014 AND FY2014 AGAINST PREVIOUS CORRESPONDING PERIODS)

4.1 Overview

Group revenue increased by \$8.2 million (2.9%) in 4Q FY2014 and \$44.4 million (4.0%) in FY2014 compared to previous corresponding periods across all segments except LRT and Other Services.

Operating profit in 4Q FY2014 was \$21.9 million compared to operating loss of \$6.4 million in 4Q FY2013, due mainly to lower operating loss from Bus operations resulting from productivity gains and absence of impairment of interest in associate in 4Q FY2013 of \$17.3 million.

Better performance from Taxi, Commercial and Engineering Services businesses was recorded in FY2014 compared to FY2013.

Operating profit, however, decreased by \$26.0 million (23.6%) in FY2014 resulting from a \$60.7 million decline in Rail operating profit, as operating costs continued to outpace fare revenue growth. This was partially offset by better performance from Bus operations.

Group profit attributable to equity holders of SMRT was \$16.9 million in 4Q FY2014 compared to net loss of \$11.9 million in 4Q FY2013. Group profit attributable to equity holders of SMRT was lower by \$21.4 million in FY2014 compared to FY2013.

4.2 Explanatory notes to Consolidated Income Statement

Other operating income increased by \$5.8 million (16.1%) in FY2014 due mainly to higher BSEP grants and bus shelter advertising income, partially offset by absence of insurance compensation for a rail asset of \$8.0 million. BSEP grants were utilized to recover part of the increased operating costs incurred for BSEP buses.

Staff costs increased by \$67.2 million (17.0%) in FY2014 due to increased headcount in Train and Bus operations to support a larger fleet and improve operational performance, and the wage alignment exercise in 4Q FY2013.

Depreciation increased by \$7.4 million (18.4%) in 4Q FY2014 and \$20.0 million (12.4%) in FY2014 due mainly to capitalisation of operating assets taken over from LTA in 1Q FY2014, and a newer taxi and larger bus fleet.

Repairs and maintenance costs decreased by \$4.9 million (14.2%) in 4Q FY2014 and remained relatively flat for FY2014, with the commissioning of new assets in the Rail operations.

Electricity and diesel costs decreased by \$2.8 million (6.8%) in 4Q FY2014 and \$2.0 million (1.2%) in FY2014 due mainly to lower average electricity tariff partially offset by higher diesel cost and consumption.

Impairment of interest in associate, Shenzhen ZONA Transportation Group Co. Ltd., (“Shenzhen Zona”) (\$17.3 million), was made in 4Q FY2013.

Other operating expenses increased by \$1.0 million (1.9%) in 4Q FY2014 and \$7.2 million (3.5%) in FY2014 due mainly to higher expenses associated with costs for schemes introduced by LTA (including travel discounts) to incentivise commuters to shift their travel times away from the morning peak hours.

Finance costs were higher in FY2014 due to the full year interest cost from the issuance of \$450 million fixed rate notes in FY2013.

5. **REVIEW OF SEGMENT PERFORMANCE (4Q FY2014 AND FY2014 AGAINST PREVIOUS CORRESPONDING PERIODS)**

A segmental breakdown by business is provided under note 11.

	Fourth Quarter			Full Year		
	4Q FY2014	4Q FY2013	Increase / (Decrease)	FY2014	FY2013	Increase / (Decrease)
	\$'000	\$'000	%	\$'000	\$'000	%
<u>Fare business</u>						
Revenue	210,805	205,635	2.5	851,940	829,320	2.7
Operating loss	(3,756)	(11,428)	67.1	(24,964)	32,333	(177.2)
<u>Train operations</u>						
Revenue	153,504	150,665	1.9	623,805	607,864	2.6
Operating profit	1,182	835	41.6	5,472	65,120	(91.6)
<u>LRT operations</u>						
Revenue	2,481	2,706	(8.3)	10,340	10,660	(3.0)
Operating loss	(512)	(293)	(74.7)	(2,069)	(1,047)	(97.6)
<u>Bus operations</u>						
Revenue	54,820	52,264	4.9	217,795	210,796	3.3
Operating loss	(4,426)	(11,970)	63.0	(28,367)	(31,740)	10.6
<u>Taxi operations</u>						
Revenue	34,275	33,507	2.3	132,538	132,113	0.3
Operating profit	3,819	638	498.6	9,635	6,438	49.7
<u>Rental</u>						
Revenue	25,089	22,560	11.2	97,620	88,393	10.4
Operating profit	18,684	16,704	11.9	73,419	67,015	9.6
<u>Advertising</u>						
Revenue	8,051	7,217	11.6	35,633	30,907	15.3
Operating profit	4,369	4,303	1.5	20,815	18,355	13.4
<u>Engineering Services</u>						
Revenue	5,542	5,537	0.1	21,815	13,118	66.3
Operating profit	1,130	711	58.9	3,765	1,584	137.7
<u>Other Services</u>						
Revenue	5,764	6,762	(14.8)	24,347	25,422	(4.2)
Operating (loss)/profit	(376)	(31)	(1,112.9)	(1,203)	1,320	(191.1)
<u>Investment holding & Support Services / Consolidation elimination & adjustments</u>						
Revenue	-	106	(100.0)	-	196	(100.0)
Operating (loss)/profit	(1,961)	31	(6,425.8)	2,767	454	509.5
<u>Subtotal</u>						
Revenue	289,526	281,324	2.9	1,163,893	1,119,469	4.0
Operating profit before impairment of interest in associate	21,909	10,928	100.5	84,234	127,499	(33.9)
Impairment of interest in associate	-	(17,294)	(100.0)	-	(17,294)	(100.0)
<u>Total</u>						
Revenue	289,526	281,324	2.9	1,163,893	1,119,469	4.0
Operating profit/(loss)	21,909	(6,366)	444.2	84,234	110,205	(23.6)

Revenue from **Train operations** increased by \$2.8 million (1.9%) in 4Q FY2014 and \$15.9 million (2.6%) in FY2014 due mainly to higher ridership. Operating profit declined to \$5.5 million in FY2014 as operating expenses outgrew revenue growth. All operating expenses except for electricity increased compared to the previous corresponding period as explained in note 4.2.

Higher operating loss of **LRT operations** at \$0.5 million in 4Q FY2014 and \$2.1 million in FY2014 was due mainly to lower revenue and higher staff costs.

Revenue from **Bus operations** increased by \$2.6 million (4.9%) in 4Q FY2014 and \$7.0 million (3.3%) in FY2014 due mainly to increased ridership. A lower operating loss at \$4.4 million in 4Q FY2014 was recorded due mainly to higher revenue and lower staff costs. Lower staff costs resulted mainly from the absence of one-off restructuring of defined benefit plan which occurred in 4Q FY2013. Operating loss decreased by \$3.4 million (10.6%) in FY2014 compared to FY2013 due mainly to higher revenue and lower repairs and maintenance costs.

Taxi operating profit increased by \$3.2 million (498.6%) in 4Q FY2014 and \$3.2 million (49.7%) in FY2014 due to higher rental contribution from a newer fleet, and lower diesel tax related to a smaller diesel fleet.

Rental revenue from commercial spaces increased by \$2.5 million (11.2%) in 4Q FY2014 and \$9.2 million (10.4%) in FY2014 due to increased lettable space from the redevelopment of Woodlands Xchange and higher rental renewal rates. As a result, operating profit increased by \$2.0 million (11.9%) in 4Q FY2014 and \$6.4 million (9.6%) in FY2014.

Advertising revenue increased by \$0.8 million (11.6%) in 4Q FY2014 and \$4.7 million (15.3%) in FY2014 due mainly to increased advertising on trains, buses and stations. As a result, operating profit increased by \$0.1 million (1.5%) in 4Q FY2014 and \$2.5 million (13.4%) in FY2014.

Engineering Services operating profit increased by \$0.4 million (58.9%) in 4Q FY2014 due mainly to higher profits from international consultancy projects. Revenue increased by \$8.7 million (66.3%) and operating profit increased by \$2.2 million (137.7%) in FY2014 due mainly to higher contribution from international consultancy projects as well as local engineering and project work.

Revenue of **Other Services** decreased by \$1.0 million (14.8%) and \$1.1 million (4.2%) in 4Q FY2014 and FY2014 respectively due mainly to lower revenue from external fleet maintenance. Higher operating costs resulted in a higher operating loss of \$0.4 million in 4Q FY2014 and an operating loss in FY2014.

6. **BREAKDOWN OF REVENUE AND NET PROFIT**

	The Group		
	Apr - Mar 2014	Apr - Mar 2013	Increase/ (Decrease)
	\$'000	\$'000	%
Revenue reported for first half year	581,063	556,468	4.4
Profit after taxation reported for first half year	30,632	69,798	(56.1)
Revenue reported for second half year	582,830	563,001	3.5
Profit after taxation reported for second half year	30,866	13,402	130.3

7. **REVIEW OF PROSPECTS STATEMENT**

The results for 4Q FY2014 are consistent with the prospects statement issued during the announcement of the 3Q FY2014 results.

8. **SUBSEQUENT EVENTS**

In the opinion of the Directors, no item, transaction or event of a material and unusual nature has arisen since 1 April 2014 to the date of this announcement which is likely to affect materially the results of the Group for 4Q FY2014.

9. PROSPECTS

The Group's Fare business will continue to be challenging because of heightened operating requirements, unless there are commensurate and timely fare adjustments. The recently approved fare adjustments will partially offset some of the increased costs. The Group will continue with its productivity efforts in FY2015 to help mitigate the declining profitability in the Fare business.

The Group expects that the impending changes to the rail financing and bus operating models will address the sustainability of its Fare business in Singapore.

The Group will continue to grow its Non-Fare business which includes the enhancing of its engineering capability for local and international projects. It will also explore other commercial opportunities, and looks forward to the launch of the new Sports Hub retail mall in the coming months.

10. DIVIDENDS

(a) Current Financial Period (FY2014) Reported on

Name of dividend	Interim	Proposed Final
Dividend type	Cash	Cash
Dividend amount per share (in cents)	1.00	1.20
Tax rate	Tax exempt one-tier	Tax exempt one-tier

(b) Previous Corresponding Period (FY2013) Reported

Name of dividend	Interim	Final
Dividend type	Cash	Cash
Dividend amount per share (in cents)	1.50	1.00
Tax rate	Tax exempt one-tier	Tax exempt one-tier

(c) Total Annual Dividend

	Year ended 31 March 2014	Year ended 31 March 2013
	\$'000	\$'000
Interim Dividend	15,215	22,814
Final Dividend	18,258	15,210
Total Annual Dividend	33,473	38,024

(d) Notice of Books Closure

Notice is hereby given that the Transfer Book and Register of Members of the Company will be closed on 25 July 2014 for the preparation of dividend warrants. Duly completed registrable transfers of the ordinary shares in the capital of the Company ("Shares") received by the Company's Share Registrar, Boardroom Corporate & Advisory Pte. Ltd., at 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623, up to 5.00 p.m. on 24 July 2014 will be registered to determine members' entitlements to the proposed final dividend.

Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with Shares at 5.00 p.m. on 24 July 2014 will be entitled to the proposed final dividend. Payment of the final dividend, if approved by members at the Annual General Meeting to be held on 16 July 2014, will be made on 1 August 2014.

11. SEGMENT INFORMATION

	-----Rail-----		Bus	Taxi	Rental	Advertising	Engineering	Other	Investment	Consolidation	Total
	Train	LRT	operations	operations			Services	Services	holding and	elimination	
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	support services	& adjustments	\$'000
Revenue and expenses											
4Q FY2014											
Revenue											
- external customers	153,504	2,481	54,820	34,275	25,089	8,051	5,542	5,764	-	-	289,526
- inter-segment	-	-	29	-	-	26	48	144	12,721	(12,968)	-
Operating expenses (net of other income)	(128,499)	(2,905)	(52,441)	(20,965)	(3,295)	(2,938)	(4,456)	(6,239)	(13,480)	12,968	(222,250)
Depreciation and amortisation	(23,823)	(88)	(6,834)	(9,491)	(3,110)	(770)	(4)	(45)	(1,138)	(64)	(45,367)
Segment operating results	1,182	(512)	(4,426)	3,819	18,684	4,369	1,130	(376)	(1,897)	(64)	21,909
Finance costs											(2,578)
Interest income											(92)
Investment income											-
Share of results of associate											341
Income tax expense											(2,835)
Profit after taxation											16,745
Non-controlling interest											173
Profit for the period attributable to equity holders of SMRT											16,918
4Q FY2013											
Revenue											
- external customers	150,665	2,706	52,264	33,507	22,560	7,217	5,537	6,762	106	-	281,324
- inter-segment	-	-	79	-	-	-	80	115	16,299	(16,573)	-
Operating expenses (net of other income)	(130,543)	(2,972)	(58,279)	(24,725)	(3,196)	(2,342)	(4,903)	(6,865)	(15,232)	16,573	(232,484)
Depreciation and amortisation	(19,287)	(27)	(6,034)	(8,144)	(2,660)	(572)	(3)	(43)	(861)	(281)	(37,912)
Segment operating results	835	(293)	(11,970)	638	16,704	4,303	711	(31)	312	(281)	10,928
Impairment of interest in associate											(17,294)
Finance costs											(2,577)
Interest income											806
Investment income											-
Share of results of associate											429
Income tax expense											(4,341)
Profit after taxation											(12,049)
Non-controlling interest											122
Profit for the period attributable to equity holders of SMRT											(11,927)

Management monitors the results of its business units for the purpose of making business decisions about resource allocation and performance assessment. In the current year, the segments have been restructured to reflect changes in business control and activities for bus operations, engineering services and other services. Management believes that the revised segment presentation is more relevant in evaluating the results of these segment operations and is consistent with the internal reporting provided to the Group's CEO.

11. SEGMENT INFORMATION (cont'd)

	-----Rail-----		Bus	Taxi	Rental	Advertising	Engineering	Other	Investment	Consolidation	Total
	Train	LRT	operations	operations			Services	Services	holding and	elimination	
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	support services	& adjustments	\$'000
Revenue and expenses											
FY2014											
Revenue											
- external customers	623,805	10,340	217,795	132,538	97,620	35,633	21,815	24,347	-	-	1,163,893
- inter-segment	-	-	117	-	-	90	373	616	55,689	(56,885)	-
Operating expenses (net of other income)	(526,365)	(12,201)	(220,068)	(88,622)	(12,395)	(12,166)	(18,409)	(25,981)	(49,035)	56,885	(908,357)
Depreciation and amortisation	(91,968)	(208)	(26,211)	(34,281)	(11,806)	(2,742)	(14)	(185)	(3,639)	(248)	(171,302)
Segment operating results	5,472	(2,069)	(28,367)	9,635	73,419	20,815	3,765	(1,203)	3,015	(248)	84,234
Finance costs											(10,431)
Interest income											1,064
Investment income											206
Share of results of associate											(418)
Income tax expense											(13,157)
Profit after taxation											61,498
Non-controlling interest											404
Profit for the period attributable to equity holders of SMRT											61,902
FY2013											
Revenue											
- external customers	607,864	10,660	210,796	132,113	88,393	30,907	13,118	25,422	196	-	1,119,469
- inter-segment	-	-	184	-	-	43	334	567	55,340	(56,468)	-
Operating expenses (net of other income)	(467,212)	(11,618)	(215,409)	(95,112)	(10,774)	(10,330)	(11,857)	(24,505)	(51,041)	56,468	(841,390)
Depreciation and amortisation	(75,532)	(89)	(27,311)	(30,563)	(10,604)	(2,265)	(11)	(164)	(3,016)	(1,025)	(150,580)
Segment operating results	65,120	(1,047)	(31,740)	6,438	67,015	18,355	1,584	1,320	1,479	(1,025)	127,499
Impairment of interest in associate											(17,294)
Finance costs											(7,065)
Interest income											2,125
Investment income											180
Share of results of associate											(381)
Income tax expense											(21,864)
Profit after taxation											83,200
Non-controlling interest											138
Profit for the period attributable to equity holders of SMRT											83,338

Management monitors the results of its business units for the purpose of making business decisions about resource allocation and performance assessment. In the current year, the segments have been restructured to reflect changes in business control and activities for bus operations, engineering services and other services. Management believes that the revised segment presentation is more relevant in evaluating the results of these segment operations and is consistent with the internal reporting provided to the Group's CEO.

12. INTERESTED PERSON TRANSACTIONS

The aggregate value of interested person transactions entered into during 4Q FY2014 and FY2014 are as follows:-

Name of Interested Person	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than \$100,000)		Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	
	4Q FY2014	FY2014	4Q FY2014	FY2014
	\$ '000	\$ '000	\$ '000	\$ '000
<u>Sale of Goods and Services</u>				
Certis CISCO Aviation Security Pte Ltd	292	1,084	-	-
MediaCorp Pte Ltd	648	648	-	-
PSA Marine Pte Ltd	47	151	-	-
Singapore Telecommunications Ltd ⁽¹⁾	25	142	-	-
SingTel Mobile Singapore Pte Ltd ⁽¹⁾	-	690	-	-
Singapore Technologies Electronics Ltd ⁽²⁾	-	346	-	-
SIA Engineering Company Limited	89	365	-	-
Starhub Ltd	108	108	-	-
<u>Purchases of Goods and Services</u>				
Singapore Technologies Electronics Ltd ⁽²⁾	-	734	-	-
Singapore Technologies Kinetics Ltd ⁽²⁾	707	707	-	-
Singapore Telecommunications Ltd ⁽¹⁾	922	922	-	-
Singapore Test Services Pte Ltd ⁽²⁾	146	146	-	-
Power Automation Pte Ltd	-	403	-	-
Total	2,984	6,446	-	-

(1) Part of SingTel Group

(2) Part of Singapore Technologies Engineering Group

13. REPORT OF PERSONS OCCUPYING MANAGERIAL POSITIONS WHO ARE RELATED TO A DIRECTOR, CHIEF EXECUTIVE OFFICER OR SUBSTANTIAL SHAREHOLDER

Pursuant to Rule 704(13) of the Listing Manual of the Singapore Exchange Securities Trading Limited, we confirm that none of the persons occupying managerial positions in SMRT Corporation Ltd (the “Company”) or any of its principal subsidiaries is a relative of a director or chief executive officer or substantial shareholder of the Company.

BY ORDER OF THE BOARD

Ms Jacquelin Tay Gek Poh
Company Secretary
SMRT Corporation Ltd

30 April 2014

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SMRT CORPORATION LTD

Report on the Financial Statements

We have audited the accompanying financial statements of SMRT Corporation Ltd ("the Company") and its subsidiaries ("the Group") set out on pages 13 to 91, which comprise the consolidated balance sheet of the Group and the balance sheet of the Company as at 31 March 2014, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity of the Group, the statement of changes in equity of the Company and the consolidated statement of cash flows for the financial year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Singapore Companies Act (the "Act") and Singapore Financial Reporting Standards, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair profit and loss accounts and balance sheets and to maintain accountability of assets.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Singapore Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards so as to give a true and fair view of the state of affairs of the Group and of the Company as at 31 March 2014, and of the results, changes in equity and cash flows of the Group and the changes in equity for the Company for the financial year ended on that date.

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiaries incorporated in Singapore of which we are the auditors, have been properly kept in accordance with the provisions of the Act.



PricewaterhouseCoopers LLP
Public Accountants and Chartered Accountants
Singapore, 30 April 2014

IMPORTANT NOTICE

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IMPORTANT: You must read the following disclaimer before continuing. The following disclaimer applies to the attached supplemental information memorandum. You are advised to read this disclaimer carefully before accessing, reading or making any other use of the attached supplemental information memorandum. In accessing the attached supplemental information memorandum, you agree to be bound by the following terms and conditions, including any modifications to them from time to time, each time you receive any information from us as a result of such access.

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