

【表紙】

【提出書類】 外国会社臨時報告書

【提出先】 関東財務局長

【提出日】 平成26年6月6日

【会社名】 シンガポール・ポスト・リミテッド  
(Singapore Post Limited)

【代表者の役職氏名】 グループ最高経営責任者 ヴォルフガング・バイヤー  
(Wolfgang Baier, Group Chief Executive Officer)

【本店の所在の場所】 10ユーノス・ロード8、シンガポール・ポスト・  
センター、シンガポール 408600  
(10 Eunos Road 8, Singapore Post Centre, Singapore  
408600)

【代理人の氏名又は名称】 弁護士 三原 秀 哲

【代理人の住所又は所在地】 東京都千代田区紀尾井町3番12号 紀尾井町ビル  
長島・大野・常松法律事務所

【電話番号】 03-3288-7000

【事務連絡者氏名】 弁護士 和 久 利 望

【連絡場所】 東京都千代田区紀尾井町3番12号 紀尾井町ビル  
長島・大野・常松法律事務所

【電話番号】 03-3288-7000

【縦覧に供する場所】 該当なし

## 1 【提出理由】

本報告書は、2014年5月20日に、シンガポール・ポスト・リミテッドが、シンガポール・ポスト・ストック・オプション制度に基づき本邦以外の地域において新株予約権証券の募集を開始したため、金融商品取引法第24条の5第4項並びに企業内容等の開示に関する内閣府令第19条第2項第1号の規定に基づき提出するものである。

## 2 【報告内容】

(1) Kind of Securities:

Certificate of stock acquisition rights (the “Stock Acquisition Rights”)

(2) Issuance of the Securities, Acquired through a Public Offering:

(a) Number of Securities Issued:

14,066,000

(b) Issue Price:

S\$0 (JPY0)

(Note 1) In this Report, the yen amounts in parentheses are calculated at the exchange rate of S\$ 1.00 = JPY81.94 (the Telegraphic Transfer Spot Selling Exchange Rates for Customers quoted by The Bank of Tokyo-Mitsubishi UFJ, Ltd. as of May 20, 2014).

(Note 2) The yen amounts may not correspond to the totals of the relevant figures due to rounding.

(c) Aggregate Amount of Issue Price:

S\$0 (JPY 0)

(d) Kind, Details and Number of Shares to be Acquired upon Exercise of the Stock Acquisition Rights:

1) Kind of Shares:

One ordinary share per Stock Acquisition Right (the “Shares”).

2) Details of Shares:

Although Article 4 of New Articles of Association of the Company provides that the Company may issue preference shares in addition to the ordinary shares, there are no preference shares issued and outstanding as of the date of this report.

The provision concerning the preference shares in such Article is as follows:

“Preference shares may be issued subject to such limitation thereof as may be prescribed by any Stock Exchange upon which shares in the Company may be listed. Preference shareholders shall have the same rights as ordinary shareholders as regards receiving of notices, reports and balance sheets and attending General Meetings of the Company, and preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or winding-up or sanctioning a sale of the undertaking of the Company or where the proposal to be submitted to the meeting directly affects their rights and privileges or when the dividend on the preference shares is more than six months in arrear.”

## 3) Number of Shares:

1 ordinary share of the Company per 1 Stock Acquisition Right.  
(Total number of shares upon exercise of all Stock Acquisition Rights: 14,066,000 ordinary shares)

## (e) Amount to be Paid upon Exercise of the Stock Acquisition Rights:

## 1) Amount to be Paid upon Exercise of Stock Acquisition Rights:

S\$ 20,395,700 (JPY 1,671,223,658)

## 2) Exercise Price:

S\$ 1.45 (JPY118.813)

(Note) S\$1.00 will be paid by each grantee for the acceptance of the granted Stock Acquisition Rights.

Amount to be paid upon exercise of the Stock Acquisition Right (hereinafter the “exercise price”) is equal to the average of the last dealt prices for the Shares on the Singapore Exchange Securities Trading Limited for the five (5) consecutive trading days immediately preceding the date of grant of the Stock Acquisition Right.

## (f) Period during which the Stock Acquisition Rights may be Exercised:

The validity period of the Stock Acquisition Rights is 10 years from the date of grant.

## (g) Terms and Conditions of Exercise of the Stock Acquisition Rights:

Granted Stock Acquisition Rights shall be exercisable, in whole or in part, during the exercise period applicable to the Stock Acquisition Rights and in accordance with the following vesting schedule applicable to the Stock Acquisition Rights or other conditions (if any) that may be imposed by the Compensation Committee in relation to the Stock Acquisition Rights. Stock Acquisition Rights may be exercised, in whole or in part in respect of 1,000 shares or any multiple thereof, by a participant giving notice in writing, accompanied by a remittance for the aggregate subscription cost in respect of the shares for which the Stock Acquisition Right is exercised. The method of settlement could be in cheque, cashier’s order, banker’s draft or postal order made out in favour of the Company or such other mode of payment as may be acceptable to the Company. There are no restrictions on the eligibility of the persons to whom the Stock Acquisition Rights have been granted to participate in any other share option or share incentive scheme, whether or not implemented by any of the other companies within the Singapore Post Group (“Group”) or any other company. The Group has no legal or constructive obligation to repurchase or settle the Stock Acquisition Rights in cash.

<b>Vesting period</b>	<b>Proportion of total Stock Acquisition Rights that are exercisable</b>
Before / On first anniversary of date of grant	0 per cent
After first anniversary and before second anniversary of date of grant	Up to 30.0 per cent of grant

On / After second anniversary and before third anniversary of date of grant

Up to another 30.0 per cent of grant  
**OR**  
Up to 60.0 per cent of grant if Stock Acquisition Rights were not exercised after the first vesting year

On / After third anniversary till tenth anniversary of date of grant

Balance  
**OR**  
100.0 per cent of grant if Stock Acquisition Rights were not exercised after the first, second and third vesting years

- (h) Amount to be Incorporated in Stated Capital out of Issue Price in case of Issuance of shares upon Exercise of Stock Acquisition Rights:

S\$ 20,395,700 (JPY 1,671,223,658)

(Note 1) The amount to be incorporated in stated capital is calculated based on the issue price, in the case of issuance of shares upon exercise of Stock Acquisition Rights and assuming all eligible employees purchase shares to the maximum. Therefore the actual figures may be below the above figures.

(Note 2) This is the aggregate amount of issue price of shares, assuming that all shares to be acquired upon exercise of the Stock Acquisition Rights are applied by newly issued shares.

- (i) Matters Concerning Transfer of the Stock Acquisition Rights:

Stock Acquisition Rights are not transferable.

- (3) Method of Issuance:

Allotment to the eligible employees of the Company including the Group Chief Executive Officer who is an Executive Director. Except for 2,400,000 shares of the Stock Acquisition Rights granted to the Group Chief Executive Officer, no Stock Acquisition Rights have been granted to any other directors and controlling shareholders (and their associates) of the Company. At the time of offer, the Company does not know if the people granted are shareholders of the Company.

- (4) Name of the Underwriter or Person who Executes the Offering:

Not applicable

- (5) Place(s) where the Offering is Implemented:

Stock Acquisition Rights are offered in Singapore but are offered to people who are based outside Singapore.

- (6) Total Amount of Proceeds to be Obtained by the Company, and the Contents, Amount and Scheduled Timing of Expenditure of Proceeds Categorized by Their Use:

Total Amount of Proceeds: S\$ 20,395,700 (JPY 1,671,223,658)

(Note) Total Amount of Proceeds is the total amount to be paid in case of all Stock Acquisition Rights granted being exercised.

Use of Proceeds:

The offering of the Stock Acquisition Rights is to be made for the purpose of granting stock options to selected salaried employees of the Company and its affiliates, in order to encourage them to acquire a proprietary interest in the growth and performance of the Company, to generate an increased incentive to contribute to the Company's future success and prosperity, thus enhancing the value of the Company for the benefit of its shareholders, and to enhance the ability of the Company and its affiliates to attract and retain exceptionally qualified individuals upon whom, in large measure, the sustained progress, growth and profitability of the Company depend. Consequently, the offering of the Stock Acquisition Rights is not intended to raise funds.

With respect to the exercise of the Stock Acquisition Rights, a person who has been granted Stock Acquisition Rights can decide whether to exercise the rights after they have vested. Therefore, at this moment, it is not possible to incorporate the amount to be paid upon exercise of the Stock Acquisition Rights and details as to the timing of exercise of the Stock Acquisition Rights into the Company's financial plan.

(7) Date of Issuance:

May 20, 2014 (Local time in Singapore)

(8) Name of the Financial Instruments Exchange(s) on which the Securities Concerned are Listed:

Not applicable

(9) Amount of Share Capital and Number of Issued and Outstanding Shares of the Company (as at May 30, 2014)

(i) Amount of Share Capital of the Company:

S\$127,451,347.14 (JPY10,443 million) (as at May 30, 2014)

(ii) Number of Issued and Outstanding Shares:

Ordinary Share: 1,907,011,618 shares (excluding 33,312,000 treasury shares) (as at May 30, 2014)