

【表紙】

【提出書類】 外国会社臨時報告書の訂正報告書

【提出先】 関東財務局長

【提出日】 平成26年 8 月14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】

平成26年7月2日に提出した外国会社臨時報告書につき、記載内容の一部に訂正すべき事項及び平成26年7月31日に確定した事項があったため、金融商品取引法第24条の5第5項の規定に基づき本外国会社臨時報告書の訂正報告書を提出するものであります。

## 2 【訂正内容】

訂正箇所は下線で示しております。

1.

(7) Date of Issuance:

< 訂正前 >

No later than 31 July 2014 and in any event, no later than 30 September 2014

< 訂正後 >

31 July 2014

(13) Matters Specially Mentioned in Case of Third-Party Allotment:

(a) State of Scheduled Subscriber:

(ii) Relationship with the Company:

< 訂正前 >

Investments	Number of the Scheduled Subscriber's shares held by the Company	Not applicable
	Number of the Company's shares held by the Scheduled Subscriber	Not applicable (The Scheduled Subscriber will hold 220,096,000 shares which represent approximately <u>10.35%</u> of the issued shares after completion of the issuance).
Personnel affairs		<u>Subject to and conditional upon the completion of the issuance, the approval of the Monetary Authority of Singapore ("MAS") and the Info-communications Development Authority of Singapore ("IDA") and the Scheduled Subscriber and/or its affiliates maintaining certain shareholding thresholds in the Company, the Scheduled Subscriber shall be entitled to propose one (1) director for appointment or election, as the case maybe, to the 10-member Board in accordance with the terms and subject to the conditions of the investment agreement and the Company's Articles of Association.</u>

Funds	The Company has on 28 May 2014 entered into an investment agreement with the Scheduled Subscriber, a wholly-owned subsidiary of Alibaba Group Holding Limited. Subject to and upon the terms of the investment agreement, the Company proposes to raise capital by issuing and transferring an aggregate of 220,096,000 ordinary shares in the Company (“Shares”) to the Scheduled Subscriber, which consists of 190,096,000 New Shares and 30,000,000 Treasury Shares, representing approximately 10.35% of the enlarged issued and paid-up share capital of the Company (excluding treasury shares), at a price of S\$1.42 per Investment Share to raise gross proceeds of approximately S\$312.5 million.
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## &lt; 訂正後 &gt;

Investments	Number of the Scheduled Subscriber’s shares held by the Company	Not applicable
	Number of the Company’s shares held by the Scheduled Subscriber	Not applicable (The Scheduled Subscriber will hold 220,096,000 shares which represent approximately 10.32% of the issued shares after completion of the issuance).
Personnel affairs		<p>Subject to the terms and conditions of the Investment Agreement dated 28 May 2014 between the Company and the Scheduled Subscriber and the Company’s Articles of Association, the Scheduled Subscriber is entitled to propose 1 director for appointment to the Board of the Company.</p> <p>Concurrently with the completion of the issuance and transfer of a total of 220,096,000 shares in the capital of the Company to the Scheduled Subscriber, the Scheduled Subscriber has proposed Mr. Chen Jun, who is a Vice President, Alibaba Group Holding Limited, as a Director of the Company. The appointment of Mr. Chen Jun as Director of SingPost has been approved by the Info-communications Development Authority of Singapore and Monetary Authority of Singapore respectively as per announcements dated 18 July 2014 and 23 July 2014. The Board, after considering the recommendations of the Nominations Committee and having reviewed the qualifications, knowledge and experiences of Mr. Chen Jun, has approved the appointment of Mr. Chen Jun as a Director.</p>

Funds	The Company has on 28 May 2014 entered into an investment agreement with the Scheduled Subscriber, a wholly-owned subsidiary of Alibaba Group Holding Limited. Subject to and upon the terms of the investment agreement, the Company proposes to raise capital by issuing and transferring an aggregate of 220,096,000 ordinary shares in the Company (“Shares”) to the Scheduled Subscriber, which consists of 190,096,000 New Shares and 30,000,000 Treasury Shares, representing approximately <u>10.32%</u> of the enlarged issued and paid-up share capital of the Company (excluding treasury shares), at a price of S\$1.42 per Investment Share to raise gross proceeds of approximately S\$312.5 million.
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## (e) State of Major Shareholder After the Third-Party Allotment:

## &lt; 訂正前 &gt;

No.	Name	No. of shares held	%*
1	Singapore Telecommunications Limited	494,000,000	<u>23.24%</u>
2	Citibank Nominees Singapore Pte Ltd	310,626,776	<u>14.61%</u>
3	Alibaba Investment Limited	220,096,000	<u>10.35%</u>
4	DBS Nominees Pte Ltd	215,695,160	<u>10.15%</u>
5	HSBC (Singapore) Nominees Pte Ltd	107,521,788	<u>5.06%</u>
6	BNP Paribas Securities Services	62,107,709	<u>2.92%</u>
7	United Overseas Bank Nominees Pte Ltd	61,637,062	<u>2.90%</u>
8	Raffles Nominees (Pte) Ltd	41,394,193	<u>1.95%</u>
9	DBSN Services Pte Ltd	48,558,369	<u>2.28%</u>
10	Bank of Singapore Nominees Pte Ltd	17,800,000	<u>0.84%</u>

\* The percentage of issued ordinary shares is calculated based on the number of issued ordinary shares as at May 16, 2014, excluding any ordinary shares held in treasury as at that date and including enlarged share capital after the issuance of 220,096,000 Investment Shares.

## &lt; 訂正後 &gt;

No.	Name	No. of shares held	%*
1	Singapore Telecommunications Limited	494,000,000	<u>23.17%</u>
2	Citibank Nominees Singapore Pte Ltd	310,626,776	<u>14.57%</u>
3	Alibaba Investment Limited	220,096,000	<u>10.32%</u>
4	DBS Nominees Pte Ltd	215,695,160	<u>10.12%</u>
5	HSBC (Singapore) Nominees Pte Ltd	107,521,788	<u>5.04%</u>
6	BNP Paribas Securities Services	62,107,709	<u>2.91%</u>
7	United Overseas Bank Nominees Pte Ltd	61,637,062	<u>2.89%</u>
8	Raffles Nominees (Pte) Ltd	41,394,193	<u>1.94%</u>
9	DBSN Services Pte Ltd	48,558,369	<u>2.28%</u>
10	Bank of Singapore Nominees Pte Ltd	17,800,000	<u>0.83%</u>

\* The percentage of issued ordinary shares is calculated based on the number of issued ordinary shares as at July 31, 2014, excluding any ordinary shares held in treasury as at that date and including enlarged share capital after the issuance of 220,096,000 Investment Shares.

## 2. Change of Major Shareholder

## (2) Number of Voting Rights Owned and Its Percentage in the Aggregate Number of Voting Rights:

## &lt; 訂正前 &gt;

- (ii) After Change (as of a date no later than 31 July 2014 and in any event, no later than 30 September 2014.):

220,096,000 shares (10.35 %)

< 訂正後 >

- (ii) After Change (as of 31 July 2014):

220,096,000 shares (10.32 %)

- (3) Date of Change:

< 訂正前 >

No later than 31 July 2014 and in any event, no later than 30 September 2014

< 訂正後 >

31 July 2014

3. Miscellaneous Matters

< 訂正前 >

- (1) Amount of Share Capital and Number of Issued and Outstanding Shares of the Company (as at June 13, 2014)

- (i) Amount of Share Capital of the Company:

S\$128,100,713.14 (JPY 10,503 million) (as at June 13, 2014)

- (ii) Number of Issued and Outstanding Shares:

Ordinary Share: 1,907,622,618 shares (excluding 33,312,000 Treasury Shares) (as at June 13, 2014)

< 訂正後 >

- (1) Amount of Share Capital and Number of Issued and Outstanding Shares of the Company (as at July 31, 2014)

- (i) Amount of Share Capital of the Company:

S\$403,035,497.14 (JPY 33,045 million) (as at July 31, 2014)

- (ii) Number of Issued and Outstanding Shares:

Ordinary Share: 2,132,343,618 shares (excluding 3,312,000 treasury shares) (as at July 31, 2014)