

【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9月4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)

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【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8月7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項及び企業内容等の開示に関する内閣府令第19条第2項第2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:

2,994,000

(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 = JPY82.70 (the Telegraphic Transfer Spot Selling Exchange Rates for Customers quoted by The Bank of Tokyo-Mitsubishi UFJ, Ltd. as of August 7, 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: 2,994,000 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\$ 5,269,440 (JPY 435,782,688)

2) Exercise Price:

S\$ 1.76 (JPY145.552)

(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:

(i) 1,195,000 options: 10 years from the date of grant.

(ii) 1,799,000 options: 5 years from date of the grant.

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

The 1,195,000 Stock Acquisition Rights granted 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.

Vesting period	Proportion of total Stock Acquisition Rights that are exercisable
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 <b>OR</b> 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 <b>OR</b> 100.0 per cent of grant if Stock Acquisition Rights were not exercised after the first, second and third vesting years

For the 1,799,000 Stock Acquisition Rights, the above vesting schedule is not applicable. Instead, 100% of these 1,799,000 Stock Acquisition Rights will be vested after first anniversary of the date of grant.

- (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\$ 5,269,440 (JPY 435,782,688)

(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 (12 persons in total) including Chairman. Except for 1,799,000 shares of the Stock Acquisition Rights granted to the Chairman, 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.

- (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\$ 5,269,440 (JPY 435,782,688)

- (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. The 1,799,000 Stock Acquisition Rights granted to Chairman is in lieu of his director fee for the year ended 31 March 2014.

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:

August 7, 2014 (Local time in Singapore)

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

Not applicable

- (9) Details of Restrictions concerning Transfer set forth in Article 1-7 of the Order for the Enforcement of the Financial Instruments and Exchange Law or Other Restrictions which are Imposed on the Securities:

Not applicable

- (10) Persons Acquiring the Stock Acquisition Rights:

Persons acquiring the Stock Acquisition Rights (the "Acquirers") are 11 eligible employees and the Chairman of the Company.

- (11) Investment, Transaction and Other Similar Relationship between the Acquirers and the Company:

Each of the 11 Acquirers is an eligible employee and 1 Acquirer is the Chairman of the Company.

- (12) Details of the Arrangement between the Acquirers and the Company Concerning the Term and Other Matters Related to Holding of the Stock Acquisition Rights:

There is no arrangement other than those stated above.

- (13) Amount of Share Capital and Number of Issued and Outstanding Shares of the Company (as at August 14, 2014)

(i) Amount of Share Capital of the Company:

S\$ 405,627,537.14 (JPY 33,545 million) (as at August 14, 2014)

(ii) Number of Issued and Outstanding Shares:

Ordinary Share: 2,135,314,225 shares (excluding 2,744,393 treasury shares) (as at August 14, 2014)