

【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27年3月20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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【縦覧に供する場所】 該当なし

1 【提出理由】

本報告書は、2014年11月6日に、シンガポール・ポスト・リミテッド（以下「当社」という。）が、ニュージーランド・ポスト・ホールディングス・リミテッド（New Zealand Post Holdings Limited）及びニュージーランド・ポスト・リミテッド（New Zealand Post Limited）（以下「売主」と総称する。）から、クーリエズ・プリーズ・ホールディングス・ピーティーワイ・リミテッド（Couriers Please Holdings Pty Limited）の全発行済及び払込済資本を購入すること（以下「本件取得」という。）を決議し、それに伴い、2014年12月2日に、当社の間接完全子会社であるカンタム・ソリューションズ（オーストラリア）ピーティーワイ・リミテッド（Quantium Solutions (Australia) Pty Limited）が、本件取得に関する売買契約を売主と締結することを決議したため、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3号及び16号の2の規定に基づき提出するものである。

2 【報告内容】

1. Acquisition of the subsidiary

- (1) Organization that determined the acquisition of the subsidiary to be acquired (the “Subsidiary to Be Acquired”):

The acquisition of the entire issued and paid-up share capital of Couriers Please Holdings Pty Limited (“CP Holdings”) (the “Acquisition”) was first approved by Singapore Post Limited (the “Company”) on 6 November 2014 and subsequently resolved by Quantum Solutions (Australia) Pty Ltd on 2 December 2014.

- (2) Name, address and name of the representative of the consolidated subsidiary (the “Consolidated Subsidiary”) that conducted the acquisition of the Subsidiary to Be Acquired:

- (a) Name:

Quantium Solutions (Australia) Pty Ltd

- (b) Address:

U8 Riverwood Business Park, 92-100 Belmore Road North
Riverwood, NSW 2210, Australia

- (c) Name of representative:

Paul Dillon, the Country General Manager

- (3) Trade name, address of the head office, name of the representative, amount of share capital, amount of net assets, amount of total assets and purpose of business of the Subsidiary to Be Acquired:

- (a) Trade name:

Couriers Please Holdings Pty Limited

- (b) Address of head office:

Rosehill Industrial Estate, Building C, South, 5-7 Shirley Street, Rosehill NSW 2142

- (c) Name of representative:

Brian Roberts, CEO of CP Holdings

(d) Amount of share capital:

AUD64,500,000 (JPY6,607,380,000) (for ordinary share capital) and AUD44,706,231 (JPY4,579,706,303.64) (for redeemable preference share capital)

(Note 1) In this Report, the yen amounts in parentheses are calculated at the exchange rate of AUD 1.00 = JPY 102.44 (the Telegraphic Transfer Spot Selling Exchange Rates for Customers quoted by The Bank of Tokyo-Mitsubishi UFJ, Ltd. as of December 2, 2014).

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

(e) Amount of net assets:

AUD44,730,000 (JPY4,582,141,200) as at 30 June 2014

(f) Amount of total assets

AUD72,290,000 (JPY7,405,387,600) as at 30 June 2014

(g) Purpose of business:

The CP Holdings and its subsidiaries are one of Australia's leading metropolitan small parcel delivery businesses. It has extensive national coverage, a low cost network and operates an asset light franchisee model, with depots located primarily in Eastern and Southern Australia, comprising the majority of the Australian delivery market.

(4) Net sales, operating profit, ordinary profit and net profit of the Subsidiary to Be Acquired for each fiscal year ended in the last three years:

(in AUD/JPY)

Fiscal Year	FY 2011/2012	FY 2012/2013	FY 2013/2014
Net sales	93,137,000 (JPY9,540,954,280)	98,803,000 (JPY10,121,379,320)	109,748,000 (JPY11,242,585,120)
Operating profit	37,536,000 (JPY3,845,187,840)	7,947,000 (JPY814,090,680)	8,066,000 (JPY826,281,040)
Ordinary profit	26,896,000 (JPY2,755,226,240)	8,617,000 (JPY882,725,480)	8,484,000 (JPY869,100,960)
Net profit	26,896,000 (JPY2,755,226,240)	8,617,000 (JPY882,725,480)	8,484,000 (JPY869,100,960)

(5) Capital, personal and transactional relationship between the Subsidiary to Be Acquired, and the Company and the Consolidated Subsidiary:

No capital, personal and transactional relationship between Couriers Please Group and SingPost and Quantum Solutions (Australia) Pty Ltd.

(6) Purpose of the acquisition of the Subsidiary to Be Acquired by the Consolidated Subsidiary of the Company:

The Acquisition is in line with the strategic objective of the Company and its subsidiaries (the "Group") which is building regional ecommerce delivery networks as a key component of its logistics growth. Along with the Group's existing warehousing assets, the Acquisition will allow the Group to roll out end-to-end solutions across ecommerce, forwarding, warehousing and delivery in Australia.

(7) The amount of the acquisition of the Subsidiary to Be Acquired:

Pursuant to the sale and purchase agreement between Quantum Solutions (Australia) Pty Limited and New Zealand Post Holdings Limited and New Zealand Post Limited, the aggregate consideration for the Acquisition is AUD 95 million (JPY9,731,800,000) on a cash free, debt free basis, subject to post Completion working capital adjustments (if any).

The consideration for the Acquisition was arrived at on a “willing buyer-willing seller” basis, taking into account, amongst others, the future performance of CP Holdings and its existing assets and operations.

2. Change in the specified subsidiary

(1) Name, address, name of representative, issued and paid-up capital and content of business of the specified subsidiary:

Corporate name	Couriers Please Holdings Pty Limited
Location of head office	Rosehill Industrial Estate, Building C, South, 5-7 Shirley Street, Rosehill NSW 2142
Name of representative	Brian Roberts CEO
Issued and paid-up capital	AUD64,500,000 (JPY6,607,380,000) (for ordinary share capital) and AUD44,706,231 (JPY4,579,706,303.64) (for redeemable preference share capital)
Description of business	The CP Holdings and its subsidiaries are one of Australia’s leading metropolitan small parcel delivery businesses. It has extensive national coverage, a low cost network and operates an asset light franchisee model, with depots located primarily in Eastern and Southern Australia, comprising the majority of the Australian delivery market.

(2) Number of voting rights in CP Holdings held by the Company and the Company’s holding percentage of the aggregate number of voting rights held by all shareholders before and after the change:

	Before the change (Acquisition)	After the change (Acquisition)
The number of voting rights in CP Holdings indirectly held by the Company		64,500,000 shares
The Company’s holding percentage of the aggregate number of voting rights held by all shareholders		100%

(3) Reason for the change and date of the change:

(a) Reason for the change (Acquisition):

The Acquisition is in line with the strategic objective of the Group which is building regional ecommerce delivery networks as a key component of its logistics growth. Along with the Group’s existing warehousing assets, the Acquisition will allow the Group to roll out end-to-end solutions across ecommerce, forwarding, warehousing and delivery in Australia.

(b) Date of the change (Acquisition):

December 15, 2014