

【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28年11月18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】 副グループ最高経営責任者（コーポレート・サービス）兼
グループ最高財務責任者 マーヴィン・リム・シン・ホク
(Mervyn Lim Sing Hok, Deputy Group Chief Executive
Officer (Corporate Services) & Group Chief Financial
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】 東京都千代田区丸の内二丁目7番2号 JPタワー
長島・大野・常松法律事務所

【電話番号】 03-6889-7000

【事務連絡者氏名】 弁護士 和久利望

【連絡場所】 東京都千代田区丸の内二丁目7番2号 JPタワー
長島・大野・常松法律事務所

【電話番号】 03-6889-7000

【縦覧に供する場所】 該当なし

1 【提出理由】

2015年7月8日に、シンガポール・ポスト・リミテッド（以下「当社」という。）の取締役会が、当社及び当社の完全子会社であるカンタム・ソリューションズ・インターナショナル・プライベート・リミテッド（Quantum Solutions International Pte. Ltd.）が、アリババ・グループ・ホールディング・リミテッド（Alibaba Group Holding Limited）の完全子会社であるアリババ・インベストメント・リミテッド（Alibaba Investment Limited）との間で、2014年に開始された業務提携を更に発展させるべく条件付き合併事業契約を締結し、また当社が、アリババ・インベストメント・リミテッドの間で、アリババ・インベストメント・リミテッドが、当社の新株式107,553,907株の引受（当社の既存の発行済及び払込済資本金の約5%（自己株式を除く）に相当する）を目的として、187,100,000シンガポール・ドルを投資する旨の第二投資契約を締結したことを公表しておりますが、この度、当該第二投資契約について発行日の延期等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号の規定に基づき本報告書を提出するものであります。

なお、本報告書は、平成27年9月8日付で金融商品取引法第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した外国会社臨時報告書及び平成27年12月17日付で提出した当該外国会社臨時報告書の訂正報告書の内容を訂正するものですが、当該外国会社臨時報告書の公衆縦覧期間が既に経過しているため、改めて本報告書を提出いたします。

2 【報告内容】

平成27年9月8日付の外国会社臨時報告書及び平成27年12月17日付の外国会社臨時報告書の訂正報告書からの訂正箇所は、（下線）を付して表示しております。なお、平成27年12月17日付の当該外国会社臨時報告書の訂正報告書の記載内容については、本報告書の末尾に参考情報として記載しております。

(1) Kind of Securities:

Ordinary shares

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

(a) Number of Securities Issued:

107,553,907 new ordinary shares (“New Shares”).

(b) Issue Price per Security and Amount to be Incorporated in Share Capital:

Issue Price: S\$1.74 (JPY158.4966) per share

Amount to be Incorporated in Share Capital: S\$1.74 (JPY158.4966) per share

(Note 1) In this Report, the yen amounts in parentheses are calculated at the exchange rate of S\$1.00 = JPY91.09 (the Telegraphic Transfer Spot Selling Exchange Rates for Customers quoted by The Bank of Tokyo-Mitsubishi UFJ, Ltd. as of July 8, 2015).

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

(c) Aggregate Amount of Issue Price and Aggregate Amount to be Incorporated in Share Capital:

Aggregate Amount of Issue Price: S\$187,143,798.18 (JPY 17,046,928,576.20)
Aggregate Amount to be Incorporated in Share Capital: S\$187,143,798.18 (JPY 17,046,928,576.20)

(d) Details of Shares:

Any shares that are not preference shares and do not have any predetermined dividend amounts. Holders of ordinary shares have the right to share in the profits of Singapore Post Limited (the “Company”) after preference shareholders have been paid their dividends. Holders of ordinary shares are paid dividends that vary according to the profitability of the Company and the recommendation of the Company’s directors. Should the Company be wound up, its ordinary shareholders will receive a payout only after all other creditors, including unsecured creditors, have been paid.

Although Article 4 of the Constitution 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 Constitution 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) Method of Issuance:

A third party allotment to Alibaba Investment Limited

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

Not applicable

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

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\$ 187,143,798.18 (JPY 17,046,928,576.20)

Use of Proceeds:

The net proceeds of approximately S\$183.6 million, after deducting estimated expenses of approximately S\$3.5 million (the “Net Proceeds”) will be used for the following purposes:

	Use of Net Proceeds	Estimated Percentage Allocation (%)

(a)	the SingPost Group's business of ecommerce logistics for purposes such as investments, mergers and acquisitions and the upgrade of the SingPost Group's operations and information technology systems relating to the ecommerce logistics business; and	75
(b)	the general working capital of the SingPost Group.	25

The actual apportionment of Net Proceeds for the aforementioned purposes would be subject to the availability and size of investment and acquisition opportunities, the relative timing of various requirements for funds, and the Company's overall objective of achieving an optimal cost of capital to fund its growth initiatives. Pending deployment, the Net Proceeds may be placed in deposits with banks and/or financial institutions as the Board of Directors of the Company may deem fit in their absolute discretion. The Company will make periodic announcements on the utilisation of proceeds from the issuance as and when such proceeds are materially disbursed.

(7) Date of Issuance:

28 February 2017

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

Singapore Exchange Securities Trading Limited ("SGX-ST")

(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) Name, Address, Name of Representative, Amount of Paid-in Capital and Nature of Business of the Party who Attempts to Acquire the Securities Concerned:

As described in (13) (a) below.

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

As described in (13) (a) below.

(12) Details of the Arrangement between the Acquirers and the Company Concerning the Term and Other Matters Related to Holding of the Securities Concerned:

As described in (13) (a) below.

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

(a) State of Scheduled Subscriber:

(i) Summary for the Scheduled Subscriber:

Name	Alibaba Investment Limited (the "Scheduled Subscriber")
Address of head/registered office	Trident Chambers, P.O. Box 146, Road Town, Tortola, British Virgin Islands
Address of principal office in Japan	Not applicable
Name and title of representative	Timothy A. Steinert, General Counsel & Corporate Secretary

Paid-in capital	Undisclosed
Substance of the business	The Scheduled Subscriber is an investment-holding company of Alibaba Group Holding Limited (“Alibaba Group”). Alibaba Group, with a mission statement “To make it easy to do business anywhere”, together with its related companies, operates an ecosystem where online and mobile commerce participants can leverage the power of the internet to establish and grow their business as well as meet consumer demand efficiently. Since its inception, Alibaba Group and its related companies have developed and expanded to operate a range of online and mobile platforms, including its China retail marketplace, its China wholesale marketplace, its global consumer marketplace, its global wholesale marketplace, as well as cloud computing.
Principal investor and the ratio of its capital contributions	Alibaba Group Holding Limited (100%)

(ii) Relationship with the Company:

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 327,649,907 shares which represent approximately <u>14.44 % of the enlarged share capital of the Company as of May 26, 2016</u> after completion of the issuance).
Personnel affairs		The Company and Alibaba Group also entered into a joint strategic business development framework to further improve efficiency and integration of e-commerce logistics solutions whereby both companies will share their respective knowledge and leverage on each other's strengths to scale across the e-commerce logistics value chain. A joint Steering Committee will be created and drawn from their respective executives.
Funds		On 8 July 2015, the Company entered into a second investment agreement (the "Second Investment Agreement") with the Scheduled Subscriber, a wholly-owned subsidiary of the Alibaba Group. Subject to and upon the terms of the investment agreement, the Company proposes to raise capital of approximately S\$187.1 million by issuing to the Scheduled Subscriber an aggregate of 107,553,907 New Shares, representing approximately <u>5% of the existing issued and paid-up share capital of the Company (excluding treasury shares)</u> , at a price of S\$1.74 per New Share.
Technologies or Businesses		In conjunction with the New Shares issuance, the Company and the Scheduled Subscriber also established a joint strategic business development framework and entered into a joint venture agreement, <u>which was completed on 27 October 2016</u> , to further improve efficiency and integration in the ecommerce logistics industry by leveraging on each other's strengths and scale across the whole value chain of ecommerce logistics.

(iii) Reason for Selecting the Scheduled Subscriber:

The Company had earlier envisaged in the 2014 issuance that the addition of Alibaba Group as a substantial shareholder of the Company will provide the Company and its subsidiaries, associated companies and joint ventures (the "SingPost Group") with considerable strategic advantages. One such advantage is that new relationships and opportunities for strategic cooperation with Alibaba Group have been created, which has increased the Company's regional growth and accelerated the Company's transformation. In addition, the earlier issuance has assisted the SingPost Group's funding requirement to drive growth in its eCommerce offerings in the region. The Company continues to believe that this strategic collaboration will enable it to leverage on eCommerce logistics as a strengthened revenue stream, even as its core business continues to be eroded by declining traditional domestic mail volumes.

The proposed issuance of the New Shares and entering into a joint venture will further strengthen this partnership and develop the collaboration that began in 2014. The areas of collaboration will include ecommerce warehousing, last mile delivery and other end-to-end ecommerce solutions. In addition, the Company and Alibaba Group have also entered into a joint strategic business development framework to further improve efficiency and integration of e-commerce logistics solutions with the sharing of knowledge and leveraging on each other's strengths to scale across the e-commerce logistics value chain. A joint Steering Committee will be created and drawn from their respective executives.

(iv) Number of Shares to be Allotted:

107,553,907 New Shares will be allotted.

(v) Policy of Holdings for Shares, etc.

SingPost is not aware of any holding policy for SingPost's shares.

(vi) State of Funds, etc. Required for Payment

Alibaba Investment Limited is the investment-holding company of Alibaba Group Holding Limited. Based on the commercial standing of Alibaba Group Holding Limited, SingPost is confident that it has assets and/or funds to pay for the issuance.

(vii) Actual State of the Scheduled Subscriber

To the best of the Company's knowledge, Alibaba Investment Limited is not related to any gangs.

(b) Restriction(s) of the Transfer of the Shares, Etc.:

There are no restrictions on the transfer of the shares of SingPost which will be held by Alibaba Investment Limited.

(c) Matters Concerning the Conditions of Issuance:

The issuance of 107,553,907 New Shares is subject to certain conditions precedent set out in the Second Investment Agreement, including without limitation, there being no breach of the representations, warranties and undertakings set out in the Second Investment Agreement, the in-principle approval being obtained from the SGX-ST for the listing and quotation of the New Shares on the Main Board of the SGX-ST, the receipt of the approval of Shareholders at an extraordinary general meeting and the approval of the Info-communications Development Authority of Singapore ("IDA") for the Scheduled Subscriber to become a holder of 12% or more of the total number of voting shares of the Company pursuant to Section 26B of the Postal Services Act (Chapter 237A of Singapore). The Company and the Scheduled Subscriber agreed that the conditions precedent set out in the Second Investment Agreement shall be satisfied no later than 30 November 2015 (the "Long Stop Date") and if certain agreed conditions precedent are not fulfilled by the Long Stop Date, the Long Stop Date would be automatically extended to 31 December 2015.

As the Company and the Investor are currently in the process of fulfilling the conditions precedent as set out in the Second Investment Agreement, they have extended the Long-Stop Date to 28 February 2017, through their mutual agreements in writing on 2 November 2015, 10 February 2016, 10 May 2016 and 27 October 2016.

The completion of the Proposed Issuance is not conditional upon the completion of the transactions contemplated by a conditional joint venture agreement by and

between Quantum Solutions International Pte. Ltd and Alibaba Investment Limited (the “Joint Venture Agreement”) and vice versa.

The New Shares, when issued and delivered, shall rank *pari passu* in all respects with the existing ordinary shares in the Company (“Shares”).

The subscription price was arrived at following negotiations and represents a discount of approximately 7.89% to the volume weighted average price of S\$1.889 for trades done on the Shares on the SGX-ST on 7 July 2015 (being the preceding full market day up to the time the Second Investment Agreement was signed).

(d) Matters Concerning Large Scale Third-Party Allotment:

Not applicable

(e) State of Major Shareholder After the Third-Party Allotment:

No.	Name	No. of shares held	%*
1	Singapore Telecommunications Limited	494,000,000	21.77%
2	DB Nominees (Singapore) Pte Ltd	337,160,726**	14.85%
3	DBS Nominees (Private) Limited	298,207,718	13.14%
4	Citibank Nominees (Singapore) Pte Ltd	220,477,273	9.71%
5	HSBC (Singapore) Nominees Pte Ltd	72,040,196	3.17%
6	United Overseas Bank Nominees (Private) Limited	67,347,525	2.97%
7	DBSN Services Pte Ltd	51,568,374	2.27%
8	Raffles Nominees (Pte) Ltd	51,020,639	2.25%
9	Bank of Singapore Nominees Pte Ltd	24,637,308	1.09%
10	BNP Paribas Securities Services	19,208,116	0.85%

* The percentage of issued ordinary shares is calculated based on the number of issued ordinary shares as at May 26, 2016, excluding any ordinary shares held in treasury as at that date and including enlarged share capital after the issuance of 107,553,907 New Shares. Such calculation is based on the assumption that there have been and will be no changes to the state of shareholding of the Company since 26 May 2016, except the issuance of New Shares.

** Of the 337,160,726 shares held by DB Nominees (Singapore) Pte Ltd, 327,649,907 shares are held in the name of Alibaba Investment Limited, representing approximately 14.44% of the enlarged share capital of the Company.

(f) Necessity of the Large Scale Third-Party Allotment:

Not Applicable

(g) Existence of Plan of Reverse Stock Split, Etc. and the Details Thereof:

Not Applicable

(h) Other Informative Matters:

Not Applicable

(参考) 平成27年12月17日付の外国会社臨時報告書の訂正報告書の記載内容

1 [提出理由]

平成27年9月8日に提出した外国会社臨時報告書につき、発行日の延期等、平成27年11月2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。

(7) Date of Issuance:

<Before Amendment>

No later than 30 November 2015 and in any event, no later than 31 December 2015.

<After Amendment>

29 February 2016

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

<Before Amendment>

(c) Matters Concerning the Conditions of Issuance:

The issuance of 107,553,907 New Shares is subject to certain conditions precedent set out in the Second Investment Agreement, including without limitation, there being no breach of the representations, warranties and undertakings set out in the Second Investment Agreement, the in-principle approval being obtained from the SGX-ST for the listing and quotation of the New Shares on the Main Board of the SGX-ST, the receipt of the approval of Shareholders at an extraordinary general meeting and the approval of the Info-communications Development Authority of Singapore (“IDA”) for the Scheduled Subscriber to become a holder of 12% or more of the total number of voting shares of the Company pursuant to Section 26B of the Postal Services Act (Chapter 237A of Singapore). The Company and the Scheduled Subscriber have agreed that the conditions precedent set out in the Second Investment Agreement shall be satisfied no later than 30 November 2015 (the “Long Stop Date”) and if certain agreed conditions precedent are not fulfilled by the Long Stop Date, the Long Stop Date would be automatically extended to 31 December 2015.

The completion of the Proposed Issuance is not conditional upon the completion of the transactions contemplated by a conditional joint venture agreement by and between Quantum Solutions International Pte. Ltd and Alibaba Investment Limited (the “Joint Venture Agreement”) and vice versa.

The New Shares, when issued and delivered, shall rank *pari passu* in all respects with the existing ordinary shares in the Company (“Shares”).

The subscription price was arrived at following negotiations and represents a discount of approximately 7.89% to the volume weighted average price of S\$1.889 for trades done on the Shares on the SGX-ST on 7 July 2015 (being the preceding full market day up to the time the Second Investment Agreement was signed).

<After Amendment>

(c) Matters Concerning the Conditions of Issuance:

The issuance of 107,553,907 New Shares is subject to certain conditions precedent set out in the Second Investment Agreement, including without limitation, there being no breach of the representations, warranties and undertakings set out in the Second Investment Agreement, the in-principle approval being obtained from the SGX-ST for the listing and quotation of the New Shares on the Main Board of the SGX-ST, the receipt of the approval of Shareholders at an extraordinary general meeting and the approval of the Info-communications Development Authority of Singapore (“IDA”) for the Scheduled Subscriber to become a holder of 12% or more of the total number of voting shares of the Company pursuant to Section 26B of the Postal Services Act (Chapter 237A of Singapore). The Company and the Scheduled Subscriber have agreed that the conditions precedent set out in the Second Investment Agreement shall be satisfied no later than 30 November 2015 (the “Long Stop Date”) and if certain agreed conditions precedent are not fulfilled by the Long Stop Date, the Long Stop Date would be automatically extended to 31 December 2015.

As the Company and the Investor are currently in the process of fulfilling the conditions precedent as set out in the Second Investment Agreement, they have on 2 November 2015, mutually agreed in writing to extend the Long-Stop Date to 29 February 2016.

The completion of the Proposed Issuance is not conditional upon the completion of the transactions contemplated by a conditional joint venture agreement by and between Quantum Solutions International Pte. Ltd and Alibaba Investment Limited (the “Joint Venture Agreement”) and vice versa.

The New Shares, when issued and delivered, shall rank *pari passu* in all respects with the existing ordinary shares in the Company (“Shares”).

The subscription price was arrived at following negotiations and represents a discount of approximately 7.89% to the volume weighted average price of S\$1.889 for trades done on the Shares on the SGX-ST on 7 July 2015 (being the preceding full market day up to the time the Second Investment Agreement was signed).