

CIRCULAR DATED 7 JUNE 2012

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold your ordinary shares in the capital of Singapore Post Limited (the “**Company**”), you should immediately forward this Circular and the Proxy Form attached to this Circular to the purchaser or to the stockbroker or other agent through whom the sale was effected for onward transmission to the purchaser.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any statements made or opinions expressed in this Circular.



SINGAPORE POST LIMITED

(Incorporated in the Republic of Singapore)
Company Registration Number: 199201623M

**CIRCULAR TO SHAREHOLDERS
IN RELATION TO**

- (1) THE PROPOSED RENEWAL OF THE SHAREHOLDERS MANDATE FOR INTERESTED PERSON TRANSACTIONS;**
- (2) THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE; AND**
- (3) THE PROPOSED ADOPTION OF THE SINGAPORE POST SHARE OPTION SCHEME 2012.**

IMPORTANT DATES AND TIMES:

- | | | |
|--|---|---|
| Last date and time for lodgement of Proxy Form | : | 27 June 2012 at 10.45 a.m. |
| Date and time of Extraordinary General Meeting | : | 29 June 2012 at 10.45 a.m. (or so soon thereafter following the conclusion or adjournment of the 20th Annual General Meeting of the Company to be held at 10.30 a.m. on the same day and at the same place) |
| Place of Extraordinary General Meeting | : | 10 Eunos Road 8
Singapore Post Centre
SingPost Pavilion (Theatrette) #05-30
Singapore 408600 |

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DEFINITIONS

In this Circular, the following definitions apply throughout unless otherwise stated:

“CDP”	:	The Central Depository (Pte) Limited.
“2011 Circular”	:	The Company’s Circular to Shareholders dated 8 June 2011.
“Companies Act”	:	The Companies Act, Chapter 50 of Singapore.
“Company”	:	Singapore Post Limited.
“Directors”	:	The directors of the Company for the time being.
“EGM”	:	The extraordinary general meeting of the Company, notice of which is given on pages 44 to 47 of this Circular.
“2011 EGM”	:	The extraordinary general meeting of the Company held on 30 June 2011.
“Group”	:	The Company and its subsidiaries.
“IDA”	:	Info-communications Development Authority of Singapore.
“Latest Practicable Date”	:	The latest practicable date prior to the printing of this Circular, being 10 May 2012.
“Listing Manual”	:	The listing manual of the SGX-ST, including any amendments made thereto up to the Latest Practicable Date.
“Market Day”	:	A day on which the SGX-ST is open for trading in securities.
“Market Purchase”	:	An on-market purchase of Shares by the Company effected on the SGX-ST, or on any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed dealers appointed by the Company for the purpose.
“Maximum Price”	:	The maximum price to be paid for the Shares as determined by the Directors under paragraph 3.3.4 of the Letter to Shareholders contained in this Circular.
“New Scheme”	:	The proposed Singapore Post Share Option Scheme 2012.
“New Shares”	:	The new Shares which may be allotted and issued from time to time pursuant to the exercise of options under the New Scheme.
“Off-Market Purchase”	:	An off-market purchase of Shares by the Company effected otherwise than on a stock exchange, in accordance with an equal access scheme.
“Postal Competition Code”	:	The Postal Competition Code 2008 issued by the IDA on 2 May 2008.
“Postal Services Act”	:	The Postal Services Act, Chapter 237A of Singapore.

DEFINITIONS

“ SGX-ST ”	:	Singapore Exchange Securities Trading Limited.
“ Share Purchase Mandate ”	:	The mandate to enable the Company to purchase or otherwise acquire its issued Shares.
“ Shareholders ”	:	Registered holders of Shares except that where the registered holder is CDP, the term “ Shareholders ” shall, in relation to such Shares and where the context admits, mean the Depositors whose securities accounts are credited with Shares.
“ Shareholders Mandate ”	:	The mandate to enable the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9 of the Listing Manual) to enter into certain interested person transactions.
“ Shares ”	:	Ordinary shares in the capital of the Company.
“ SingTel ”	:	Singapore Telecommunications Limited.
“ Take-over Code ”	:	The Singapore Code on Take-overs and Mergers.
“ Temasek ”	:	Temasek (Holdings) Private Limited.
“ S\$ ”, “ \$ ” and “ cents ”	:	Singapore dollars and cents, respectively.
“ % ” or “ per cent. ”	:	Per centum or percentage.

The terms “**Depositor**”, “**Depository**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 130A of the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act or any statutory modification thereof and not otherwise defined in this Circular shall have the same meaning assigned to it under the Companies Act or any statutory modification thereof, as the case may be.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference to a time of day in this Circular is made by reference to Singapore time unless otherwise stated.

Any discrepancies in the tables in this Circular between the listed amounts and the totals thereof are due to rounding.

LETTER TO SHAREHOLDERS

SINGAPORE POST LIMITED

(Incorporated in the Republic of Singapore)
Company Registration Number: 199201623M

Directors:

Lim Ho Kee (Chairman and Independent Director)
Dr Wolfgang Baier (Executive Non-Independent Director)
Keith Tay Ah Kee (Non-Executive Lead Independent Director)
Kenneth Michael Tan Wee Kheng (Non-Executive Independent Director)
Tan Yam Pin (Non-Executive Independent Director)
Zulkifli Bin Baharudin (Non-Executive Independent Director)
Professor Low Teck Seng (Non-Executive Independent Director)
Michael James Murphy (Non-Executive Non-Independent Director)
Bill Chang York Chye (Non-Executive Non-Independent Director)

Registered Office:

10 Eunos Road 8
Singapore Post Centre
Singapore 408600

7 June 2012

To: The Shareholders of Singapore Post Limited

Dear Sir/Madam

1. INTRODUCTION

1.1 **EGM.** The Directors are convening an EGM to be held on 29 June 2012 to seek Shareholders' approval for the following proposals:

- (a) the proposed renewal of the Shareholders Mandate;
- (b) the proposed renewal of the Share Purchase Mandate; and
- (c) the proposed adoption of the New Scheme,

(together, the "**Proposals**").

1.2 **Circular.** The purpose of this Circular is to provide Shareholders with information relating to the Proposals.

1.3 **Listing of New Shares.** The SGX-ST has granted in-principle approval for the listing and quotation of the New Shares to be issued pursuant to the New Scheme, subject to independent Shareholders' approval for the New Scheme and the Company's compliance with the SGX-ST's listing requirements and guidelines. The SGX-ST's in-principle approval is not to be taken as an indication of the merits of the New Scheme, the New Shares, the Company and/or its subsidiaries.

LETTER TO SHAREHOLDERS

2. THE PROPOSED RENEWAL OF THE SHAREHOLDERS MANDATE

2.1 **Shareholders Mandate.** At the 2011 EGM, approval of the Shareholders was obtained for the renewal of the Shareholders Mandate to enable the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9 of the Listing Manual) to enter into certain interested person transactions with the classes of interested persons as set out in the Shareholders Mandate. Particulars of the Shareholders Mandate are set out in the Appendix to the 2011 Circular.

2.2 **Proposed Renewal of the Shareholders Mandate.** At the 2011 EGM, the Shareholders Mandate was expressed to take effect until the conclusion of the next Annual General Meeting of the Company, being the 20th Annual General Meeting which is scheduled to be held on 29 June 2012. Accordingly, the Directors propose that the Shareholders Mandate be renewed at the EGM, to take effect until the 21st Annual General Meeting of the Company.

The particulars of the interested person transactions in respect of which the Shareholders Mandate is sought to be renewed remain unchanged.

2.3 **Appendix.** The Shareholders Mandate, including the rationale for, and the benefits to, the Company, the review procedures for determining transaction prices and other general information relating to Chapter 9 of the Listing Manual, are set out in the Appendix to this Circular.

2.4 **Audit Committee's Statement.** The Audit Committee (currently comprising Keith Tay Ah Kee, Kenneth Michael Tan Wee Kheng and Tan Yam Pin) confirms that:

- (a) the methods or procedures for determining transaction prices under the Shareholders Mandate have not changed since the 2011 EGM; and
- (b) the methods or procedures referred to in sub-paragraph (a) above are sufficient to ensure that the transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

2.5 **Abstention from Voting.** Temasek, SingTel and their respective associates, being interested persons (as described in paragraph 4.1 of the Appendix to this Circular), will abstain from voting their Shares, if any, in respect of Resolution 1, being the Ordinary Resolution relating to the proposed renewal of the Shareholders Mandate to be proposed at the EGM.

The Directors, being interested persons (as described in paragraph 4.1 of the Appendix to this Circular), will abstain, and will procure their associates to abstain, from voting their Shares, if any, in respect of Resolution 1, being the Ordinary Resolution relating to the proposed renewal of the Shareholders Mandate to be proposed at the EGM. Each of the Directors will also decline to accept appointment as proxy for any Shareholder to vote in respect of Resolution 1, unless the Shareholder concerned shall have given instructions in his Proxy Form as to the manner in which his votes are to be cast in respect of Resolution 1.

LETTER TO SHAREHOLDERS

3. THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

- 3.1 **Background.** Shareholders had approved the renewal of the Share Purchase Mandate at the 2011 EGM. The authority and limitations on the Share Purchase Mandate were set out in the 2011 Circular and Ordinary Resolution 2 set out in the Notice of the 2011 EGM.

The Share Purchase Mandate was expressed to take effect on the date of the passing of Ordinary Resolution 2 at the 2011 EGM and will expire on the date of the forthcoming 20th Annual General Meeting to be held on 29 June 2012. Accordingly, Shareholders' approval is being sought for the renewal of the Share Purchase Mandate at the EGM, immediately following the 20th Annual General Meeting of the Company convened to be held on the same date.

As at the Latest Practicable Date, the Company had purchased or acquired an aggregate of 42,824,000 Shares by way of Market Purchases pursuant to the Share Purchase Mandate approved by Shareholders at the 2011 EGM. The highest and lowest price paid was S\$1.1300 and S\$1.0124 per Share respectively and the total consideration paid for all purchases was S\$46,058,000, excluding commission, brokerage and goods and services tax.

As at the Latest Practicable Date, 42,824,000 Shares purchased or acquired by the Company are held as treasury shares.

- 3.2 **Rationale for the Share Purchase Mandate.** The rationale for the Company to undertake the purchase or acquisition of its Shares, as previously stated in the 2011 Circular, is as follows:

- (a) In managing the business of the Group, management strives to increase Shareholders' value by improving, *inter alia*, the return on equity of the Group. Share purchases are one of the ways through which the return on equity of the Group may be enhanced.
- (b) The Share Purchase Mandate is an expedient, effective and cost-efficient way for the Company to return surplus cash which is in excess of the financial and possible investment needs of the Group to Shareholders. In addition, the Share Purchase Mandate will allow the Company to have greater flexibility over, *inter alia*, the Company's share capital structure and its dividend policy.
- (c) Share repurchase programmes help buffer short-term share price volatility and off-set the effects of short-term speculators and investors and, in turn, bolster shareholder confidence and employee morale.

The approval of the renewal of the Share Purchase Mandate authorising the Company to purchase or acquire its Shares would give the Company the flexibility to undertake share purchases or acquisitions at any time, subject to market conditions, during the period when the Share Purchase Mandate is in force.

While the Share Purchase Mandate would authorise a purchase or acquisition of Shares up to the 10% limit described in paragraph 3.3.1 below, it should be noted that purchases or acquisitions of Shares pursuant to the Share Purchase Mandate may not be carried out to the full 10% limit as authorised, and no purchases or acquisitions of Shares would be made in circumstances which would have or may have a material adverse effect on the financial position of the Company.

- 3.3 **Authority and Limits of the Share Purchase Mandate.** The authority and limitations placed on the Share Purchase Mandate, if renewed at the EGM, are substantially the same as were previously approved by Shareholders at the 2011 EGM, and are summarised below:

LETTER TO SHAREHOLDERS

3.3.1 *Maximum Number of Shares*

The total number of Shares which may be purchased or acquired by the Company pursuant to the Share Purchase Mandate is limited to that number of Shares representing not more than 10% of the total number of issued Shares of the Company as at the date of the EGM. Any of the Shares which are held as treasury shares will be disregarded for purposes of computing the 10% limit.

Purely for illustrative purposes, on the basis of 1,931,654,618 Shares in issue as at the Latest Practicable Date and disregarding the 42,824,000 Shares held in treasury as at the Latest Practicable Date, and assuming no further Shares are issued and no Shares are purchased or acquired by the Company, or held as treasury shares, on or prior to the EGM, not more than 188,883,061 Shares (representing 10% of the Shares in issue as at that date and disregarding the 42,824,000 Shares held in treasury) may be purchased or acquired by the Company pursuant to the proposed Share Purchase Mandate.

3.3.2 *Duration of Authority*

Purchases or acquisitions of Shares may be made, at any time and from time to time, on and from the date of the EGM at which the renewal of the Share Purchase Mandate is approved, up to:

- (a) the date on which the next Annual General Meeting of the Company is held or required by law to be held;
- (b) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied; or
- (c) the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated,

whichever is the earliest.

3.3.3 *Manner of Purchases or Acquisitions of Shares*

Purchases or acquisitions of Shares may be made by way of:

- (a) Market Purchases; and/or
- (b) Off-Market Purchases.

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The Directors may impose such terms and conditions which are not inconsistent with the Share Purchase Mandate, the Listing Manual and the Companies Act as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes. An Off-Market Purchase must, however, satisfy all the following conditions:

- (i) offers for the purchase or acquisition of Shares shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (ii) all of those persons shall be given a reasonable opportunity to accept the offers made; and
- (iii) the terms of all the offers shall be the same, except that there shall be disregarded (1) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements, and (2) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

If the Company wishes to make an Off-Market Purchase in accordance with an equal access scheme, it will issue an offer document containing at least the following information:

- (1) terms and conditions of the offer;
- (2) period and procedures for acceptances; and
- (3) information required under Rule 883(2), (3), (4), (5) and (6) of the Listing Manual.

3.3.4 **Purchase Price**

The purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) to be paid for a Share will be determined by the Directors. The Maximum Price to be paid for the Shares as determined by the Directors must not exceed:

- (a) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
- (b) in the case of an Off-Market Purchase, 110% of the Average Closing Price of the Shares,

in either case, excluding related expenses of the purchase or acquisition.

For the above purposes:

“Average Closing Price” means the average of the last dealt prices of a Share for the five consecutive Market Days on which the Shares are transacted on the SGX-ST or, as the case may be, such stock exchange on which the Shares are listed or quoted, immediately preceding the date of the Market Purchase by the Company or, as the

LETTER TO SHAREHOLDERS

case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted in accordance with the listing rules of the SGX-ST for any corporate action which occurs after the relevant five-day period; and

“**date of the making of the offer**” means the date on which the Company announces its intention to make an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

- 3.4 **Source of Funds.** Under the Companies Act, the Company may purchase or acquire its Shares out of its profits and/or capital so long as the Company is solvent.

The Company intends to use internal and external sources of funds to finance its purchase or acquisition of Shares. The Directors do not propose to exercise the Share Purchase Mandate in a manner and to such extent that the Group’s working capital requirements, current dividend policy for the financial year ending 31 March 2013 and ability to service its debts would be adversely affected.

- 3.5 **Status of Purchased Shares.** Shares purchased or acquired by the Company are deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to those Shares will expire on such cancellation) unless such Shares are held by the Company as treasury shares. The total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as treasury shares.

- 3.6 **Treasury Shares.** Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Companies Act are summarised below:

3.6.1 ***Maximum Holdings***

The number of Shares held as treasury shares cannot at any time exceed 10% of the total number of issued Shares.

3.6.2 ***Voting and Other Rights***

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution of the Company’s assets may be made to the Company in respect of treasury shares. However, the allotment of shares as fully paid bonus shares in respect of treasury shares is allowed. A subdivision or consolidation of any treasury share into treasury shares of a smaller amount is also allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

LETTER TO SHAREHOLDERS

3.6.3 ***Disposal and Cancellation***

Where Shares are held as treasury shares, the Company may at any time (but subject always to the Take-over Code):

- (a) sell the treasury shares for cash;
- (b) transfer the treasury shares for the purposes of or pursuant to an employees' share scheme;
- (c) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (d) cancel the treasury shares; or
- (e) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

In addition, under the Listing Manual, an immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury shares. Such announcement must include details such as the date of the sale, transfer, cancellation and/or use of such treasury shares, the purpose of such sale, transfer, cancellation and/or use of such treasury shares, the number of treasury shares which have been sold, transferred, cancelled and/or used, the number of treasury shares before and after such sale, transfer, cancellation and/or use, the percentage of the number of treasury shares against the total number of issued shares (of the same class as the treasury shares) which are listed before and after such sale, transfer, cancellation and/or use and the value of the treasury shares if they are used for a sale or transfer, or cancelled.

- 3.7 **Financial Effects.** The financial effects on the Company and the Group arising from purchases or acquisitions of Shares which may be made pursuant to the Share Purchase Mandate will depend on, *inter alia*, whether the Shares are purchased or acquired out of profits and/or capital of the Company, the number of Shares purchased or acquired, the price paid for such Shares and whether the Shares purchased or acquired are held in treasury or cancelled.

Under the Companies Act, purchases or acquisitions of Shares by the Company may be made out of the Company's profits and/or capital so long as the Company is solvent.

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration (excluding brokerage, commission, goods and services tax and other related expenses) will correspondingly reduce the amount available for the distribution of cash dividends by the Company.

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

LETTER TO SHAREHOLDERS

The financial effects on the Company and the Group, based on the audited financial statements of the Company and the Group for the financial year ended 31 March 2012, are based on the assumptions set out below.

3.7.1 *Number of Shares Acquired or Purchased*

Purely for illustrative purposes, on the basis of 1,931,654,618 Shares in issue as at the Latest Practicable Date and disregarding the 42,824,000 Shares held in treasury as at the Latest Practicable Date, and assuming no further Shares are issued and no Shares are purchased or acquired by the Company, or held as treasury shares, on or prior to the EGM, not more than 188,883,061 Shares (representing 10% of the Shares in issue as at that date and disregarding the 42,824,000 Shares held in treasury) may be purchased or acquired by the Company pursuant to the proposed Share Purchase Mandate.

3.7.2 *Maximum Price Paid for Shares Acquired or Purchased*

In the case of Market Purchases by the Company and assuming that the Company purchases or acquires 188,883,061 Shares at the maximum price of S\$1.0731 for one Share (being the price equivalent to 5% above the Average Closing Price of the Shares for the five consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 188,883,061 Shares is S\$202,690,413.

In the case of Off-Market Purchases by the Company and assuming that the Company purchases or acquires 188,883,061 Shares at the maximum price of S\$1.1242 for one Share (being the price equivalent to 10% above the Average Closing Price of the Shares for the five consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 188,883,061 Shares is S\$212,342,337.

3.7.3 *Illustrative Financial Effects*

For illustrative purposes only and on the basis of the assumptions set out in paragraphs 3.7.1 and 3.7.2 above, the financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate on the audited financial statements of the Group and the Company for the financial year ended 31 March 2012 are set out below and assuming the following:

- (a) the purchase or acquisition of 10% of the Shares by the Company pursuant to the Share Purchase Mandate by way of Market Purchases, made as to 6% out of profits and as to 4% out of capital and cancelled or held in treasury; and
- (b) the purchase or acquisition of 10% of the Shares by the Company pursuant to the Share Purchase Mandate by way of Off-Market Purchases, made as to 6% out of profits and as to 4% out of capital and cancelled or held in treasury.

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Market Purchases

The financial effects set out below are for illustrative purposes only. The illustrations are based on historical numbers for the financial year ended 31 March 2012 and are not necessarily representative of future financial performance.

Although the Share Purchase Mandate would authorise the Company to purchase or acquire up to 10% of the issued Shares, the Company may not necessarily purchase or acquire part of or the entire 10% of the issued Shares. In addition, the Company may cancel all or part of the Shares repurchased or hold all or part of the Shares repurchased in treasury.

Even if the Share Purchase Mandate is approved, the Directors will not exercise the Share Purchase Mandate if the Group's working capital requirements, current dividend policy for the financial year ending 31 March 2013 and ability to service its debts would be adversely affected.

Scenario 1(A)

Market Purchases of up to 10% made as to 6% out of profits and as to 4% out of capital and cancelled

	Group		Company	
	Before share purchase S\$'000	After share purchase S\$'000	Before share purchase S\$'000	After share purchase S\$'000
<u>As at 31 March 2012</u>				
Share capital	120,256	39,180	120,256	39,180
Capital reserves	7	7	-	-
Other reserves	964	964	4,158	4,158
Revenue reserves	237,815	116,201	203,665	82,051
	359,042	156,352	328,079	125,389
Treasury shares	(46,058)	(46,058)	(46,058)	(46,058)
Ordinary equity	312,984	110,294	282,021	79,331
Perpetual securities	346,826	346,826	346,826	346,826
	659,810	457,120	628,847	426,157
Net tangible assets (NTA)	572,125	369,435	628,703	426,013
Current assets	799,279	596,589	780,444	577,754
Current liabilities	245,878	245,878	235,007	235,007
Total borrowings	505,719	505,719	505,719	505,719
Cash and cash equivalents	617,357	414,667	599,285	396,595
Number of shares ('000)	1,888,831	1,699,948	1,888,831	1,699,948
<u>Financial ratios</u>				
Basic earnings per share (cents)	7.41	7.47	7.30	7.36
NTA per share (cents)	30.3	21.7	33.3	25.1
Gross gearing (%)	161.6	458.5	179.3	637.5
Net (cash) / debt gearing (%)	(35.7)	82.6	(33.2)	137.6
Current ratio (%)	325.1	242.6	332.1	245.8

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Scenario 1(B)

Market Purchases of up to 10% made as to 6% out of profits and as to 4% out of capital and held in treasury

	Group		Company	
	Before share purchase S\$'000	After share purchase S\$'000	Before share purchase S\$'000	After share purchase S\$'000
<u>As at 31 March 2012</u>				
Share capital	120,256	120,256	120,256	120,256
Capital reserves	7	7	-	-
Other reserves	964	964	4,158	4,158
Revenue reserves	237,815	237,815	203,665	203,665
	<u>359,042</u>	<u>359,042</u>	<u>328,079</u>	<u>328,079</u>
Treasury shares	(46,058)	(207,389)	(46,058)	(207,389)
Ordinary equity	312,984	151,653	282,021	120,690
Perpetual securities	346,826	346,826	346,826	346,826
	<u>659,810</u>	<u>498,479</u>	<u>628,847</u>	<u>467,516</u>
Net tangible assets (NTA)	572,125	410,794	628,703	467,372
Current assets	799,279	637,948	780,444	619,113
Current liabilities	245,878	245,878	235,007	235,007
Total borrowings	505,719	505,719	505,719	505,719
Cash and cash equivalents	617,357	456,026	599,285	437,954
Number of shares ('000)	1,888,831	1,738,489	1,888,831	1,738,489
<u>Financial ratios</u>				
Basic earnings per share (cents)	7.41	7.46	7.30	7.35
NTA per share (cents)	30.3	23.6	33.3	26.9
Gross gearing (%)	161.6	333.5	179.3	419.0
Net (cash) / debt gearing (%)	(35.7)	32.8	(33.2)	56.1
Current ratio (%)	325.1	259.5	332.1	263.4

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Off-Market Purchases

The financial effects set out below are for illustrative purposes only. The illustrations are based on historical numbers for the financial year ended 31 March 2012 and are not necessarily representative of future financial performance.

Although the Share Purchase Mandate would authorise the Company to purchase or acquire up to 10% of the issued Shares, the Company may not necessarily purchase or acquire part of or the entire 10% of the issued Shares. In addition, the Company may cancel all or part of the Shares repurchased or hold all or part of the Shares repurchased in treasury.

Even if the Share Purchase Mandate is approved, the Directors will not exercise the Share Purchase Mandate if the Group's working capital requirements, current dividend policy for the financial year ending 31 March 2013 and ability to service its debts would be adversely affected.

Scenario 2(A)

Off-Market Purchases of up to 10% made as to 6% out of profits and as to 4% out of capital and cancelled

	Group		Company	
	Before share purchase S\$'000	After share purchase S\$'000	Before share purchase S\$'000	After share purchase S\$'000
<u>As at 31 March 2012</u>				
Share capital	120,256	35,319	120,256	35,319
Capital reserves	7	7	-	-
Other reserves	964	964	4,158	4,158
Revenue reserves	237,815	110,410	203,665	76,260
	359,042	146,700	328,079	115,737
Treasury shares	(46,058)	(46,058)	(46,058)	(46,058)
Ordinary equity	312,984	100,642	282,021	69,679
Perpetual securities	346,826	346,826	346,826	346,826
	659,810	447,468	628,847	416,505
Net tangible assets (NTA)	572,125	359,783	628,703	416,361
Current assets	799,279	586,937	780,444	568,102
Current liabilities	245,878	245,878	235,007	235,007
Total borrowings	505,719	505,719	505,719	505,719
Cash and cash equivalents	617,357	405,015	599,285	386,943
Number of shares ('000)	1,888,831	1,699,948	1,888,831	1,699,948
<u>Financial ratios</u>				
Basic earnings per share (cents)	7.41	7.47	7.30	7.36
NTA per share (cents)	30.3	21.2	33.3	24.5
Gross gearing (%)	161.6	502.5	179.3	725.8
Net (cash) / debt gearing (%)	(35.7)	100.1	(33.2)	170.5
Current ratio (%)	325.1	238.7	332.1	241.7

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Scenario 2(B)

Off-Market Purchases of up to 10% made as to 6% out of profits and as to 4% out of capital and held in treasury

	Group		Company	
	Before share purchase S\$'000	After share purchase S\$'000	Before share purchase S\$'000	After share purchase S\$'000
<u>As at 31 March 2012</u>				
Share capital	120,256	120,256	120,256	120,256
Capital reserves	7	7	-	-
Other reserves	964	964	4,158	4,158
Revenue reserves	237,815	237,815	203,665	203,665
	<u>359,042</u>	<u>359,042</u>	<u>328,079</u>	<u>328,079</u>
Treasury shares	(46,058)	(215,072)	(46,058)	(215,072)
Ordinary equity	312,984	143,970	282,021	113,007
Perpetual securities	346,826	346,826	346,826	346,826
	<u>659,810</u>	<u>490,796</u>	<u>628,847</u>	<u>459,833</u>
Net tangible assets (NTA)	572,125	403,111	628,703	459,689
Current assets	799,279	630,265	780,444	611,430
Current liabilities	245,878	245,878	235,007	235,007
Total borrowings	505,719	505,719	505,719	505,719
Cash and cash equivalents	617,357	448,343	599,285	430,271
Number of shares ('000)	1,888,831	1,738,489	1,888,831	1,738,489
<u>Financial ratios</u>				
Basic earnings per share (cents)	7.41	7.46	7.30	7.35
NTA per share (cents)	30.3	23.2	33.3	26.4
Gross gearing (%)	161.6	351.3	179.3	447.5
Net (cash) / debt gearing (%)	(35.7)	39.9	(33.2)	66.8
Current ratio (%)	325.1	256.3	332.1	260.2

Note:

The number of Shares which may be held as treasury shares cannot at any time exceed 10% of the total number of issued Shares. As 42,824,000 Shares have been bought back and held as treasury shares as at the Latest Practicable Date, the maximum number of Shares which may be further purchased and held as treasury shares will be reduced from 188,883,061 Shares to 150,341,461 Shares. The financial effects under Scenarios 1(A) and 2(A) are computed based on 188,883,061 Shares purchased and cancelled. The financial effects under Scenarios 1(B) and 2(B) are computed based on 150,341,461 Shares purchased and held as treasury shares.

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- 3.8 **Listing Status of the Shares.** The Listing Manual requires a listed company to ensure that at least 10% of equity securities (excluding treasury shares, preference shares and convertible equity securities) in a class that is listed is at all times held by the public. As at the Latest Practicable Date, SingTel has a direct interest in 494,000,000 Shares representing approximately 26.15% of the issued Shares (excluding the Shares held in treasury) as at that date, and Temasek has a deemed interest in 498,977,497 Shares (including the Shares held by SingTel) representing approximately 26.42% of the issued Shares (excluding the Shares held in treasury) as at that date. Approximately 73.44% of the issued Shares (excluding the Shares held in treasury) were held by public Shareholders as at that date. If the Company had purchased or acquired Shares from the public up to the full 10% limit pursuant to the proposed Share Purchase Mandate on the Latest Practicable Date, approximately 70.49% of the issued Shares (excluding the Shares held in treasury) would have been held by public Shareholders as at that date.

The Company will ensure that there is a sufficient number of Shares in issue held by public Shareholders which would permit the Company to undertake purchases or acquisitions of its Shares through Market Purchases up to the full 10% limit pursuant to the proposed Share Purchase Mandate without affecting the listing status of the Shares on the SGX-ST, causing market illiquidity or affecting orderly trading.

- 3.9 **Shareholding Limits.** The Postal Services Act currently provides, *inter alia*, that:
- (a) no person shall, whether through a series of transactions over a period of time or otherwise, become a 12% controller or a 30% controller of a designated postal licensee (the “**Prescribed Limits**”); and
 - (b) no person shall enter into any other transaction that constitutes a consolidation with a designated postal licensee,

without obtaining the prior approval of the IDA.

For the purposes of the Postal Services Act:

“**designated postal licensee**” means a postal licensee (i) which has been declared by the IDA, by notification published in the *Gazette*, to be a designated postal licensee; or (ii) which is within a class of postal licensees which has been declared by the IDA, by notification published in the *Gazette*, to be a designated class of postal licensees. The Company has been gazetted as a designated postal licensee;

“**12% controller**” means a person, not being a 30% controller, who alone or together with his associates, (i) holds 12% or more of the total number of voting shares in the designated postal licensee; or (ii) is in a position to control 12% or more of the voting power in the designated postal licensee; and

“**30% controller**” means a person who alone or together with his associates, (i) holds 30% or more of the total number of voting shares in the designated postal licensee; or (ii) is in a position to control 30% or more of the voting power in the designated postal licensee.

Pursuant to the Postal Services Act, if the IDA is satisfied that a Shareholder and/or his associates have acquired voting Shares or control of voting power in the Company which reaches or exceeds the Prescribed Limits in contravention of the Postal Services Act or that the existing holding, control or acquisition is likely to substantially lessen competition or is against the public interest, or in other specified circumstances, the IDA may make certain directions, including but not limited

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to requiring such Shareholder and/or his associate to divest all or part of the voting Shares which it may have acquired in the Company, or require the Company to restrict the voting rights or dividend rights that the Shareholder has obtained through the acquisition of such voting Shares.

As a result of a purchase or acquisition of Shares by the Company, the shareholding percentage of a holder of voting Shares (whose voting Shares were not the subject of a share purchase or acquisition by the Company) in the voting Shares in the capital of the Company immediately following any purchase or acquisition of Shares by the Company will increase correspondingly.

The Company wishes to draw the attention of Shareholders to the following consequences of a purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate, if the renewal of the Share Purchase Mandate is approved by Shareholders:

A purchase or acquisition of Shares by the Company may inadvertently cause the interest in the Shares of any person to reach or exceed the Prescribed Limits (in particular, a person whose interest in Shares is currently close to any of the Prescribed Limits). Shareholders whose current shareholdings are close to any of the Prescribed Limits and whose shareholdings may exceed any such limits by reason of a purchase or acquisition of Shares by the Company are advised to inform the Company and seek the prior approval of the IDA to continue to hold, on such terms as may be imposed by the IDA, the Shares which they may hold in excess of any of the Prescribed Limits as a consequence of any purchase or acquisition of Shares by the Company. Shareholders who are in any doubt as to the action that they should take should consult their professional advisers.

In addition to the above, Section 8 of the Postal Competition Code also sets out certain requirements in relation to a purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate. Section 8 of the Postal Competition Code is currently not in force, but will come into operation on the day the Regulations (as defined in the Postal Competition Code) come into operation. Section 8 provides that before entering into any such transaction, the Company must calculate the percentage of voting Shares held by each Shareholder following such purchase or acquisition. If, as a result of such purchase or acquisition:

- (i) any Shareholder who previously held less than 5% of the total number of voting Shares in the Company would, after the transaction, hold 5% or more, but less than 12% of the voting Shares in the Company, the Company may proceed with such purchase or acquisition and shall file the appropriate notification pursuant to the Postal Competition Code; and
- (ii) any Shareholder will become a 12% Controller, a 30% Controller or will obtain Effective Control over the Company, the Company and that Shareholder must seek the approval of the IDA before the Company proceeds with such purchase or acquisition.

For the purposes of the Postal Competition Code, “**Effective Control**” means the ability to cause the Company to take, or prevent the Company from taking, a decision regarding the management and major operating decisions of the Company.

- 3.10 **Take-over Implications.** Appendix 2 of the Take-over Code contains the Share Buy-Back Guidance Note. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below.

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3.10.1 ***Obligation to make a Take-over Offer***

If, as a result of any purchase or acquisition by the Company of its Shares, the proportionate interest in the voting capital of the Company of a Shareholder and persons acting in concert with him increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. Consequently, a Shareholder or a group of Shareholders acting in concert with a Director could obtain or consolidate effective control of the Company and become obliged to make an offer under Rule 14 of the Take-over Code.

3.10.2 ***Persons Acting in Concert***

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company to obtain or consolidate effective control of that company.

Unless the contrary is established, the Take-over Code presumes, *inter alia*, the following individuals and companies to be persons acting in concert with each other:

- (a) the following companies:
 - (i) a company;
 - (ii) the parent company of (i);
 - (iii) the subsidiaries of (i);
 - (iv) the fellow subsidiaries of (i);
 - (v) the associated companies of any of (i), (ii), (iii) or (iv);
 - (vi) companies whose associated companies include any of (i), (ii), (iii), (iv) or (v); and
 - (vii) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights;
- (b) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts);
- (c) a company with any of its pension funds and employee share schemes;
- (d) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;
- (e) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of:

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- (i) the adviser and persons controlling, controlled by or under the same control as the adviser; and
 - (ii) all the funds which the adviser manages on a discretionary basis, where the shareholdings of the adviser and any of those funds in the client total 10% or more of the client's equity share capital;
- (f) directors of a company (together with their close relatives, related trusts and companies controlled by any of such directors, their close relatives and related trusts) which is subject to an offer or where the directors have reason to believe a *bona fide* offer for their company may be imminent;
- (g) partners; and
- (h) the following persons and entities:
- (i) an individual;
 - (ii) the close relatives of (i);
 - (iii) the related trusts of (i);
 - (iv) any person who is accustomed to act in accordance with the instructions of (i);
 - (v) companies controlled by any of (i), (ii), (iii) or (iv); and
 - (vi) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights.

The circumstances under which Shareholders, including Directors and persons acting in concert with them respectively, will incur an obligation to make a take-over offer under Rule 14 of the Take-over Code after a purchase or acquisition of Shares by the Company are set out in Appendix 2 of the Take-over Code.

3.10.3 **Effect of Rule 14 and Appendix 2**

In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted, Directors and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring Shares, the voting rights of such Directors and their concert parties would increase to 30% or more, or in the event that such Directors and their concert parties hold between 30% and 50% of the Company's voting rights, if the voting rights of such Directors and their concert parties would increase by more than 1% in any period of six months. In calculating the percentages of voting rights of such Directors and their concert parties, treasury shares shall be excluded.

Under Appendix 2 of the Take-over Code, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder

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would increase to 30% or more, or, if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% in any period of six months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Purchase Mandate.

Based on substantial Shareholder notifications received by the Company under Division 4, Part IV of the Companies Act as at the Latest Practicable Date as set out in paragraph 5.2 below, none of the substantial Shareholders would become obliged to make a take-over offer for the Company under Rule 14 of the Take-over Code as a result of the purchase by the Company of the maximum limit of 10% of its issued Shares as at the Latest Practicable Date.

Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under the Take-over Code as a result of any purchase or acquisition of Shares by the Company should consult the Securities Industry Council and/or their professional advisers at the earliest opportunity.

- 3.11 **Reporting Requirements.** The Listing Manual specifies that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m. (i) in the case of a Market Purchase, on the market day following the day of purchase or acquisition of any of its shares, and (ii) in the case of an Off-Market Purchase under an equal access scheme, on the second market day after the close of acceptances of the offer. Such announcement (which must be in the form of Appendix 8.3.1 to the Listing Manual) must include, *inter alia*, details of the date of the purchase, the total number of shares purchased, the number of shares cancelled, the number of shares held as treasury shares, the purchase price per share or the highest and lowest prices paid for such shares, as applicable, the total consideration (including stamp duties and clearing charges) paid or payable for the shares, the number of shares purchased as at the date of announcement (on a cumulative basis), the number of issued shares excluding treasury shares and the number of treasury shares held after the purchase.
- 3.12 **No Purchases During Price Sensitive Developments.** While the Listing Manual does not expressly prohibit any purchase of shares by a listed company during any particular time or times, because the listed company would be regarded as an "insider" in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the proposed Share Purchase Mandate at any time after a price sensitive development has occurred or has been the subject of a decision until the price sensitive information has been publicly announced. In particular, the Company will not purchase or acquire any Shares through Market Purchases or Off-Market Purchases during the period of two weeks immediately preceding the announcement of the Company's results for each of the first three quarters of the financial year, and during the period of one month immediately preceding the announcement of the Company's annual results.

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4. THE PROPOSED ADOPTION OF THE NEW SCHEME

4.1 **Existing Scheme.** The Company has an existing share option scheme known as the “Singapore Post Share Option Scheme” (the “**Existing Scheme**”). The Existing Scheme was adopted on 21 March 2003. The duration of the Existing Scheme is 10 years commencing on the date of adoption, that is, 10 years commencing on 21 March 2003. The Existing Scheme is accordingly due to expire on 20 March 2013. The Company does not have in place any other share plan or share scheme.

The Company is proposing to adopt the New Scheme, to be known as the “Singapore Post Share Option Scheme 2012”, to replace the Existing Scheme. Information relating to the New Scheme is set out in paragraph 4.5 below. The Existing Scheme will terminate following the adoption of the New Scheme by Shareholders at the EGM.

4.2 **Existing Options.** As at the Latest Practicable Date:

- (a) there are outstanding and unexercised options granted under the Existing Scheme (the “**Existing Options**”) to subscribe for up to an aggregate of 32,389,977 Shares, representing approximately 1.71% of the issued Shares as at the Latest Practicable Date; and
- (b) an aggregate of 31,654,618 Shares, representing approximately 1.68% of the issued Shares as at the Latest Practicable Date, have been delivered upon exercise of Options granted since the commencement of the Existing Scheme.

Details of Existing Options outstanding and unexercised as at the Latest Practicable Date are as follows:

Date of Grant	Exercise Period	Acquisition Price (S\$)	Number of Shares comprised in unexercised Options	Number of Participants
13 May 2003	14 May 2004 to 13 May 2013	0.547	977	4
19 July 2004	20 July 2005 to 19 July 2014	0.731	8,000	1
1 July 2005	2 July 2006 to 1 July 2015	0.923	583,000	19
3 January 2006	4 January 2007 to 3 January 2016	1.194	600,000	1
26 June 2006	27 June 2007 to 26 June 2016	1.048	1,293,000	41
26 June 2007	27 June 2008 to 26 June 2017	1.278	2,430,000	64
24 October 2007	25 October 2010 to 24 October 2013	1.216	2,025,000	18
30 June 2008	1 July 2009 to 30 June 2018	1.100	3,067,000	42
29 June 2009	30 June 2010 to 29 June 2019	0.890	3,701,000	49
13 January 2010	14 January 2013 to 13 January 2016	1.020	800,000	4
29 June 2010	30 June 2011 to 29 June 2020	1.140	5,635,000	59
11 August 2010	12 August 2011 to 11 August 2020	1.140	100,000	1
25 February 2011	26 February 2012 to 25 February 2015	1.150	2,000,000	1

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Date of Grant	Exercise Period	Acquisition Price (S\$)	Number of Shares comprised in unexercised Options	Number of Participants
1 April 2011	2 April 2012 to 1 April 2021	1.160	100,000	1
11 April 2011	12 April 2012 to 11 April 2021	1.160	150,000	1
15 July 2011	16 July 2012 to 15 July 2016	1.130	817,000	1
26 July 2011	27 July 2012 to 26 July 2021	1.100	8,230,000	81
3 January 2012	4 January 2013 to 3 January 2022	0.940	450,000	2
19 March 2012	20 March 2013 to 19 March 2022	0.980	200,000	1
10 May 2012	11 May 2013 to 10 May 2022	1.030	200,000	1
			32,389,977	

Save as disclosed in this Circular, Existing Options outstanding as at the Latest Practicable Date are not subject to any material conditions.

Details of Existing Options granted to Directors as at the Latest Practicable Date are as follows:

Name of Director	Date of Grant	Number of Shares comprised in Existing Options granted since commencement of Existing Scheme	Number of Shares allotted pursuant to Existing Options since commencement of Existing Scheme
Lim Ho Kee	13 May 2003	48,350	48,350
Lim Ho Kee	15 July 2011	817,000	0
Dr Wolfgang Baier	25 February 2011	2,000,000	0
Dr Wolfgang Baier	26 July 2011	200,000	0

No Existing Options have been granted to controlling shareholders of the Company or associates of such controlling shareholders.

4.3 **Definitions.** For purposes of paragraphs 4.4 to 4.7 below and in relation to the New Scheme, the following expressions shall have the following meanings:

“**Acquisition Price**” means the price at which a Participant shall acquire each Share upon the exercise of an Option;

“**Auditors**” means the auditors of the Company for the time being;

“**Committee**” means a committee comprising Directors duly authorised and appointed by the Board of Directors to administer the New Scheme;

“**Date of Grant**” means, in relation to an Option, the date on which that Option is granted;

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“Exercise Period” means the period for the exercise of an Option being:

- (a) in the case of a Market Price Option granted to a Group Employee, a period commencing after the first anniversary of the Date of Grant and expiring on the tenth anniversary of such Date of Grant (or such earlier date as may be determined by the Committee);
- (b) in the case of a Market Price Option granted to a Group Non-Executive Director, a period commencing after the first anniversary of the Date of Grant, and expiring on the fifth anniversary of such Date of Grant (or such earlier date as may be determined by the Committee);
- (c) in the case of a Performance Option granted to a Group Employee, a period commencing on such date as may be determined by the Committee, provided that such date shall not be earlier than the first anniversary of the Date of Grant, and expiring on the tenth anniversary of such Date of Grant (or such earlier date as may be determined by the Committee); and
- (d) in the case of a Performance Option granted to a Group Non-Executive Director, a period commencing on such date as may be determined by the Committee, provided that such date shall not be earlier than the first anniversary of the Date of Grant, and expiring on the fifth anniversary of such Date of Grant (or such earlier date as may be determined by the Committee),

subject as provided in the New Scheme and any other conditions as may be introduced by the Committee from time to time;

“Group Employee” means any employee of the Group (including any Group Executive Director) selected by the Committee to participate in the New Scheme;

“Group Executive Director” means a director of the Company and/or any of its subsidiaries, as the case may be, who performs an executive function;

“Group Non-Executive Director” means a director of the Company and/or any of its subsidiaries, as the case may be, who is not a Group Executive Director and who is selected by the Committee to participate in the New Scheme;

“Market Price” means, in relation to an Option, a price determined by the Committee to be equal to the average of the last dealt prices of a Share on the SGX-ST over the five (5) consecutive trading days immediately preceding the Date of Grant of that Option, as determined by the Committee by reference to the daily official list or any other publication published by the SGX-ST rounded up in the case of cents (if applicable) to the nearest whole cent;

“Market Price Option” means the right to acquire Shares granted or to be granted pursuant to the New Scheme and for the time being subsisting, and in respect of which the Exercise Period commences after the first anniversary of the Date of Grant of that Option;

“Option” means a Market Price Option or a Performance Option, as the case may be;

“Participant” means the holder of an Option (including, where applicable, the executor or personal representative of such holder);

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“**Performance Option**” means the right to acquire Shares granted or to be granted pursuant to the New Scheme and for the time being subsisting, and in respect of which the Exercise Period commences on such date as may be determined by the Committee provided that it shall not be earlier than the first anniversary of the Date of Grant of that Option; and

“**Performance Period**” means, in relation to a Performance Option, such period as may be determined by the Committee on the Date of Grant of that Option.

4.4 **Rationale.** The New Scheme is intended to replace the Existing Scheme which is due to expire on 20 March 2013.

The New Scheme will enable the Company to, *inter alia*:

- (a) provide an opportunity for Group Employees to have a personal equity interest in the Company and motivate them to optimise performance standards and efficiency to maintain a high level of contribution to the Group; and
- (b) give recognition to the contributions made or to be made by Group Non-Executive Directors to the success of the Group.

The New Scheme is proposed on the basis that it is important to retain staff whose contributions are essential to the well-being and prosperity of the Group, and to give recognition to outstanding employees and directors of the Group who have contributed to the growth of the Group.

The New Scheme will cater principally to Group Employees. Nevertheless, it is recognised that non-executive directors of the Company can make significant contributions to the Group through their close working relationships with the Group, even though they are not employed within the Group. Non-executive directors of subsidiaries of the Company are also eligible for selection, at the absolute discretion of the Committee, to participate in the New Scheme. The manner and bases by which the contributions of such persons are to be measured over the longer term may include a performance framework which incorporates financial and/or non-financial performance measurement criteria.

Non-executive directors of the Group are generally persons from different professions and working backgrounds. The Company regards this category of persons as an important resource pool from which the Group is able to tap for business contacts and networking, and for the benefit of their experiences and insights. The New Scheme provides the Company with a means to give recognition to them for their special assistance or extra efforts expended in furthering the Company’s and/or the Group’s interests, such as in introducing or facilitating business opportunities for the Group, or expending additional time on management oversight, or on significant corporate exercises or projects that may be undertaken by the Company or the Group from time to time.

4.5 **Information relating to the New Scheme.** The following is a summary of the principal terms of the New Scheme and is qualified in its entirety by reference to the more detailed information of the New Scheme as set out in the rules of the New Scheme:

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4.5.1 *Eligibility*

The following persons, unless they are also controlling shareholders (as defined in the Listing Manual) of the Company or associates (as defined in the Listing Manual) of such controlling shareholders, shall be eligible to participate in the New Scheme, at the absolute discretion of the Committee:

- (a) Group Employees who have attained the age of twenty-one years;
- (b) Group Employees who qualify under paragraph (a) above and are seconded to any associated company of the Company or any other company in which the Company holds shares; and
- (c) Group Non-Executive Directors.

Controlling shareholders or their associates will not be eligible to participate in the New Scheme.

4.5.2 *Selection of Participants*

The selection of a Participant, and the number of Shares comprised in Options to be offered to a Participant, will be determined at the absolute discretion of the Committee, who will take into account such criteria as it considers fit, including (but not limited to) in the case of a Group Employee, his rank, past performance, years of service and potential for future development and, in the case of a Group Non-Executive Director, his board and committee appointment(s) and attendance, and his contribution to the success and development of the Group.

4.5.3 *Options*

An Option granted pursuant to the New Scheme represents a right to acquire the Shares which are the subject of the Option, at the applicable Acquisition Price. An Option may be granted subject to such conditions as may be determined by the Committee, in its absolute discretion, on the Date of Grant of that Option.

There are two types of Options that may be granted under the New Scheme, namely Market Price Options and Performance Options. The Acquisition Price for both Market Price Options and Performance Options is to be determined by the Committee, on the Date of Grant, to be a price equal to the Market Price.

The Exercise Period for a Market Price Option will commence after the first anniversary of the Date of Grant of that Option. The Exercise Period for a Performance Option will commence on such date as may be determined by the Committee, provided that it shall not be earlier than the first anniversary of the Date of Grant of that Option.

In relation to a Performance Option, the Committee may, at the end of the Performance Period relating to that Option and in its absolute discretion, determine that the Performance Option shall be cancelled, in which case that Option will immediately lapse without any claim against the Company, and the Participant will have no further rights in respect thereof, and in making any such determination the Committee shall take into consideration such criteria as the Committee may, in its absolute discretion, deem appropriate, in particular:

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- (a) the performance of the Company and the Group over the Performance Period, taking into account financial parameters such as return on equity and/or earnings growth;
- (b) the individual performance of the Participant over the Performance Period, taking into account the extent to which performance targets prescribed on the Date of Grant have been met; and/or
- (c) the contribution of the Participant over the Performance Period to the success and development of the Company and/or the Group.

On or before the last day of the Performance Period, the Committee will inform the Participant as to whether the Performance Option has been cancelled.

The Committee may grant Options at any time, provided that (i) no Option shall be granted during the period of two weeks immediately preceding the announcement of the Company's results for each of the first three quarters of the financial year, and during the period of one month immediately preceding the announcement of the Company's annual results, and (ii) in the event that an announcement on any matter of an exceptional nature involving unpublished price sensitive information is made, Options may only be granted on or after the eighth market day from the date on which the aforesaid announcement is released.

The offer of the grant of an Option is open for acceptance for a period of 30 days from the Date of Grant. If it is not accepted, in the manner provided under the New Scheme, by 5.00 p.m. on the 30th day from the Date of Grant accompanied by payment of S\$1.00 as consideration, the offer will automatically lapse and become null, void and of no effect.

An Option shall be personal to the Participant to whom it is granted and shall not be transferred (other than to a Participant's personal representative on the death of that Participant), charged, assigned, pledged or otherwise disposed of, in whole or in part, except with the prior approval of the Committee and if a Participant shall do, suffer or permit any such act or thing as a result of which he would or might be deprived of any rights under an Option without the prior approval of the Committee, that Option shall immediately lapse.

4.5.4 ***Events prior to Exercise***

Special provisions for the vesting and lapsing of Options apply in certain circumstances, including the following:

- (a) an order being made for the winding-up of the Company on the basis, or by reason, of its insolvency;
- (b) misconduct on the part of the Participant as determined by the Committee in its discretion;

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- (c) where the Participant is a Group Employee, upon the Participant ceasing to be in the employment of the Group (other than as provided in sub-paragraph (e) below);
- (d) the bankruptcy of the Participant or the happening of any other event which results in his being deprived of the legal or beneficial ownership of the Option;
- (e) the Participant ceasing to be in the employment of the Group by reason of:
 - (i) ill health, injury or disability (in each case, evidenced to the satisfaction of the Committee);
 - (ii) redundancy;
 - (iii) retirement at or after the legal retirement age;
 - (iv) retirement before the legal retirement age with the consent of the Committee; or
 - (v) the company by which he is employed ceasing to be a company within the Group or the undertaking or part of the undertaking of such company being transferred otherwise than to another company within the Group;
- (f) where the Participant is a Group Non-Executive Director, upon the Participant ceasing to be a Director of the Company or, as the case may be, the subsidiary of the Company, for any reason whatsoever;
- (g) the death of the Participant;
- (h) any other event approved by the Committee; or
- (i) a take-over, reconstruction or amalgamation of the Company or an order made or a resolution passed for the winding-up of the Company (other than as provided in sub-paragraph (a) above).

Upon the occurrence of any of the events specified in sub-paragraphs (a), (b) and (c) above, an Option then held by a Participant will, to the extent unexercised, immediately lapse without any claim against the Company.

Upon the occurrence of any of the events specified in sub-paragraphs (d), (e), (f), (g) and (h) above, the Committee may, in its absolute discretion, preserve all or any part of an Option in accordance with the provisions of the New Scheme. The Committee, in exercising such discretion, may allow the Option to be exercised at any time, notwithstanding that the date of exercise of such Option falls on a date prior to the first day of the Exercise Period in respect of such Option.

Upon the occurrence of any of the events specified in sub-paragraph (i) above, a Participant shall be entitled to exercise in full or in part any Option then held by him and as yet unexercised, during the periods prescribed under the New Scheme. To the extent that an Option is not exercised within such prescribed periods, the Option shall lapse and become null and void. If, in connection with any of the events specified in paragraph

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(i) above, arrangements are made for the compensation of Participants, whether by the continuation of their Options or the payment of cash or the grant of other options or otherwise, a Participant holding an Option, as yet not exercised, may not, at the discretion of the Committee, be permitted to exercise that Option.

4.5.5 **Exercise of Options**

In general, an Option may be exercised by a Participant, in whole or in part (provided that, unless otherwise permitted by the Committee, an Option may be exercised in part only in respect of 1,000 Shares or any multiple thereof), during the applicable Exercise Period and in accordance with the applicable vesting schedule and/or other conditions (if any) that may be imposed by the Committee.

To exercise an Option, the Participant must deliver to the Company a duly completed exercise form, accompanied by payment of the total amount payable for the Shares for which that Option is exercised and any other documentation which the Committee may require, failing which the Option will not be treated as validly exercised.

4.5.6 **Adjustment Events**

If a variation in the issued ordinary share capital of the Company (whether by way of a capitalisation of profits or reserves or rights issue, reduction, subdivision, consolidation or distribution or otherwise) shall take place or if the Company shall make a capital distribution or a declaration of a dividend (whether interim or final and whether in cash or *in specie*), then the Committee may, in its sole discretion, determine whether:

- (a) the Acquisition Price of the Shares, class and/or number of Shares comprised in an Option to the extent unexercised; and/or
- (b) the class and/or number of Shares over which Options may be granted under the New Scheme,

shall be adjusted and, if so, the manner in which such adjustment shall be made. Any adjustment must be made in a way that a Participant will not receive a benefit that a Shareholder does not receive.

Unless the Committee considers an adjustment to be appropriate:

- (a) the issue of securities as consideration for an acquisition or a private placement of securities;
- (b) the exercise of any options or conversion of any loan stock or any other securities convertible into Shares or subscription rights of any warrants; or
- (c) the cancellation of issued Shares purchased or acquired by the Company by way of a market purchase of such Shares undertaken by the Company on the SGX-ST or any other stock exchange on which the Shares are quoted or listed during the period when a share purchase mandate granted by Shareholders (including any renewal of such mandate) is in force,

shall not normally be regarded as a circumstance requiring adjustment.

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Any adjustment (except in relation to a capitalisation issue) must be confirmed in writing by the Auditors (acting only as experts and not as arbitrators) to be in their opinion, fair and reasonable.

4.5.7 *Size and Duration*

The aggregate number of New Shares which may be issued pursuant to Options granted under the New Scheme on any date shall not exceed 10% of the total number of issued Shares (excluding treasury shares) on the day preceding that date.

The maximum limit of 10% will provide for sufficient Shares to support the use of Options in the Company's overall long-term incentive and compensation strategy. In addition, it will provide the Company with the means and flexibility to apply Options as incentive tools in a meaningful and effective manner to encourage staff retention and to align Participants' interests more closely with those of Shareholders.

Although the rules of the New Scheme provide that the maximum number of New Shares which may be issued under the New Scheme is limited to 10% of the total number of issued Shares (excluding treasury shares), the Company will be seeking Shareholders' approval for a lower limit of 5% at the EGM, as the Company does not anticipate that it will require a higher limit before the next Annual General Meeting.

In determining the number of New Shares available on any date for the grant of Options under the New Scheme, Shares which are the subject of Options which have lapsed for any reason whatsoever may be the subject of further Options granted by the Committee under the New Scheme.

The number of existing Shares (including Shares held in treasury) which may be delivered pursuant to Options granted under the New Scheme will not be subject to any limit as such methods of delivery do not involve the issuance of any New Shares.

The New Scheme will continue in force, at the discretion of the Committee, subject to a maximum period of 10 years commencing on the date of the EGM. The New Scheme may continue beyond the stipulated period with the approval of Shareholders in general meeting and of any relevant authorities which may then be required.

Notwithstanding the expiry or termination of the New Scheme, any Options granted to Participants prior to such expiry or termination will continue to remain valid.

4.5.8 *Operation of the New Scheme*

Subject to prevailing legislation and the rules of the SGX-ST, the Company will have the flexibility to deliver Shares upon the exercise of Options, by way of:

- (a) an issue of New Shares; and/or
- (b) the transfer of existing Shares, including any Shares held by the Company in treasury.

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The delivery of Shares in the form of existing Shares purchased from the market or from Shares held in treasury will not be subject to any limit as they do not involve the issuance of New Shares.

In determining whether to issue New Shares or to deliver existing Shares to Participants upon the exercise of their Options, the Company will take into account factors such as (but not limited to) the number of Shares to be delivered, the prevailing market price of the Shares and the cost to the Company of either issuing New Shares or transferring existing Shares.

The financial effects of the above methods are discussed in paragraph 4.7 below.

New Shares allotted and issued, and existing Shares procured by the Company for transfer, on the exercise of an Option shall be eligible for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing Shares, the record date for which is on or after the relevant date of exercise of the Option, and shall in all other respects rank *pari passu* with other existing Shares then in issue.

4.5.9 **Modifications**

The New Scheme may be modified and/or altered at any time and from time to time by a resolution of the Committee subject to the prior approval of the SGX-ST and such other regulatory authorities as may be necessary. However:

- (a) no modification or alteration shall alter adversely the rights attached to any Option granted prior to such modification or alteration except with the written consent of such number of Participants under the New Scheme who, if their Options were exercised in full, would thereby become entitled to not less than three-quarters in number of all the Shares which would fall to be acquired upon exercise in full of all outstanding Options under the New Scheme; and
- (b) no alteration shall be made to rules of the New Scheme which relate to matters contained in Rules 844 to 849 and Rules 853 to 854 of the Listing Manual to the advantage of Participants, except with the prior approval of Shareholders in general meeting.

4.5.10 **Disclosures in Annual Report**

For so long as the New Scheme continues in operation, the Company will make such disclosures (or include the appropriate negative statements) in its annual report as from time to time required by the Listing Manual including the following (where applicable):

- (a) the names of the members of the Committee administering the New Scheme; and
- (b) in respect of the following Participants of the New Scheme:

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- (i) Directors; and
- (ii) Participants (other than those in sub-paragraph (i) above) who have been granted Options under the New Scheme which, in aggregate, represent 5% or more of the aggregate of:
 - (1) the total number of New Shares available under the New Scheme; and
 - (2) the total number of existing Shares delivered pursuant to Options exercised under the New Scheme,

the following information:

- (aa) the name of the Participant;
- (bb) the following particulars relating to Options granted under the New Scheme:
 - (i) Options granted during the financial year under review (including terms);
 - (ii) the aggregate number of Shares comprised in Options granted since the commencement of the New Scheme to the end of the financial year under review;
 - (iii) the aggregate number of Shares arising from Options exercised since the commencement of the New Scheme to the end of the financial year under review;
 - (iv) the aggregate number of Shares comprised in Options outstanding as at the end of the financial year under review;
 - (v) the number of New Shares issued to such Participant during the financial year under review; and
 - (vi) the number of existing Shares transferred to such Participant during the financial year under review.

4.6 **Role and composition of the Committee.** The Compensation Committee, whose function includes assisting the Board in overseeing matters such as executive compensation and succession planning, will be designated as the Committee responsible for the administration of the New Scheme. The Committee will consist of Directors, provided that no member of the Committee shall participate in any deliberation or decision in respect of Options to be granted to him or held by him.

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4.7 **Financial Effects.** The financial effects of the New Scheme are discussed below.

4.7.1 **Cost of Options**

The Singapore Financial Reporting Standards 102 (“**FRS 102**”) is effective for the financial statements of the Company for the financial year beginning 1 January 2005. Under FRS 102, the recognition of an expense in respect of Option(s) granted under the New Scheme is required. The expense will be based on the fair value of the Option(s) at each grant date and will be recognised over the period from the grant date to the vesting date (the “**Vesting Period**”). This fair value is estimated by applying the option pricing model at the grant date, taking into account the terms and conditions of the grant of the Option(s) and recognising as a charge to the Company’s income statement over the Vesting Period with a corresponding credit to the Company’s reserve account.

Before the end of the Vesting Period and at the end of each accounting year, the estimate of the number of Option(s) that is(are) expected to vest in each Participant by the vesting date is revised, and the impact of the revised estimate is recognised in the Company’s income statement with a corresponding adjustment to the Company’s reserve account. After the vesting date, no adjustment of the charge to the Company’s income statement is made.

4.7.2 **Share Capital**

The New Scheme will result in an increase in the Company’s issued ordinary share capital only if New Shares are issued to Participants. The number of New Shares arising will depend on, *inter alia*, the size of the Options granted under the New Scheme. In any case, the New Scheme provides that the number of New Shares to be issued will be subject to the maximum limit of 10% of the Company’s total number of issued Shares (excluding treasury shares). If, instead of issuing New Shares to Participants, existing Shares are purchased or Shares held in treasury are used for delivery to Participants, the New Scheme will have no impact on the number of issued Shares.

4.7.3 **NTA**

The issue of New Shares upon the exercise of the Option(s) granted under the New Scheme will increase the Company’s NTA by the aggregate Acquisition Price of the Shares issued. On a per New Share basis, the effect on the NTA of the Company is accretive if the Acquisition Price is above the NTA per Share, but dilutive otherwise.

4.7.4 **EPS**

The New Scheme is likely to result in a charge to earnings over the period from the grant date to the vesting date, computed in accordance with FRS 102, as well as an increase in the number of issued Shares if New Shares are issued under the New Scheme.

4.7.5 **Dilutive Impact**

The New Scheme provides that the aggregate number of New Shares to be issued under the New Scheme will be subject to the maximum limit of 10% of the Company’s total number of issued Shares (excluding treasury shares) for the entire ten-year duration of the New Scheme. This is the same limit that was placed on the Existing Scheme. It is therefore expected that the dilutive impact of the New Scheme on the NTA per Share and EPS will not be significant.

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- 4.8 **Abstention from Voting.** Shareholders who are eligible to participate in the New Scheme (that is, employees and directors of the Group) will abstain from voting their Shares in respect of Resolution 3, being the Ordinary Resolution relating to the proposed adoption of the New Scheme to be proposed at the EGM. Such Shareholders will also decline to accept appointment as proxy for any Shareholder to vote in respect of Resolution 3, unless the Shareholder concerned shall have given instructions in his Proxy Form as to the manner in which his votes are to be cast in respect of Resolution 3.

5. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

- 5.1 **Directors' Interests.** The interests of the Directors in the Shares, as extracted from the Register of Directors' Shareholdings, as at the Latest Practicable Date, are set out below:

	Number of Shares			% of Issued Shares ⁽¹⁾
	Direct Interest	Deemed Interest	Total Interest	
Lim Ho Kee	428,350	1,300,000 ⁽²⁾	1,728,350	0.09
Dr Wolfgang Baier	—	—	—	—
Keith Tay Ah Kee	128,350	—	128,350	0.01
Kenneth Michael Tan Wee Kheng	230,000	60,000 ⁽³⁾	290,000	0.02
Tan Yam Pin	500,000	—	500,000	0.03
Zulkifli Bin Baharudin	—	—	—	—
Professor Low Teck Seng	—	60,000 ⁽⁴⁾	60,000	n.m. ⁽⁵⁾
Michael James Murphy	—	—	—	—
Bill Chang York Chye	—	—	—	—

Notes:

- (1) The percentage of issued Shares is calculated based on the number of issued Shares as at the Latest Practicable Date, excluding any Shares held in treasury as at that date.
(2) Deemed interests through a trust arrangement where Mr Lim is a beneficiary of the trust
(3) Deemed interests through spouse
(4) Deemed interests through spouse
(5) "n.m." means "not meaningful"

- 5.2 **Substantial Shareholders' Interests.** The interests of the Substantial Shareholders in the Shares, as extracted from the Register of Substantial Shareholders, as at the Latest Practicable Date, are set out below:

	Number of Shares			% of Issued Shares ⁽¹⁾
	Direct Interest	Deemed Interest	Total Interest	
Temasek Holdings (Private) Limited	—	498,977,497 ⁽²⁾	498,977,497	26.42
Singapore Telecommunications Limited	494,000,000	—	494,000,000	26.15

Notes:

- (1) The percentage of issued Shares is calculated based on the number of issued Shares as at the Latest Practicable Date, excluding any Shares held in treasury as at that date.
(2) Deemed through its subsidiaries, Singapore Telecommunications Limited and Fullerton Fund Management Company Limited; and its associated company, DBS Group Holdings Ltd.

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6. DIRECTORS' RECOMMENDATIONS

- 6.1 **The Proposed Renewal of the Shareholders Mandate.** All the Directors are interested persons (as described in paragraph 4.1 of the Appendix to this Circular). Accordingly, they have refrained from making any voting recommendation to Shareholders in respect of Resolution 1, being the Ordinary Resolution relating to the proposed renewal of the Shareholders Mandate to be proposed at the EGM.
- 6.2 **The Proposed Renewal of the Share Purchase Mandate.** The Directors are of the opinion that the proposed renewal of the Share Purchase Mandate is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of Resolution 2, being the Ordinary Resolution relating to the proposed renewal of the Share Purchase Mandate to be proposed at the EGM.
- 6.3 **The Proposed Adoption of the New Scheme.** All the Directors will be potentially eligible to participate in the New Scheme. Accordingly, they have refrained from making any voting recommendation to Shareholders in respect of Resolution 3, being the Ordinary Resolution relating to the proposed adoption of the New Scheme to be proposed at the EGM.

7. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages 44 to 47 of this Circular, will be held at 10 Eunos Road 8, Singapore Post Centre, SingPost Pavilion (Theatrette) #05-30, Singapore 408600 on Friday, 29 June 2012 at 10.45 a.m. (or so soon thereafter following the conclusion or adjournment of the 20th Annual General Meeting of the Company to be held at 10.30 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the Ordinary Resolutions set out in the Notice of EGM.

8. ACTION TO BE TAKEN BY SHAREHOLDERS

- 8.1 **Appointment of Proxies.** Shareholders who are unable to attend the EGM and wish to appoint a proxy to attend and vote at the EGM on their behalf will find attached to this Circular a Proxy Form which they are requested to complete, sign and return in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the registered office of the Company not less than 48 hours before the time fixed for the EGM. The sending of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the EGM if he finds that he is able to do so. In such event, the relevant Proxy Forms will be deemed to be revoked.
- 8.2 **When Depositor regarded as Shareholder.** A Depositor shall not be regarded as a Shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register at least 48 hours before the EGM.

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9. INSPECTION OF DOCUMENTS

The following documents are available for inspection at the registered office of the Company at 10 Eunos Road 8, Singapore Post Centre, Singapore 408600, during normal business hours from the date of this Circular up to the date of the EGM:

- (a) the Memorandum and Articles of Association of the Company;
- (b) the Annual Report of the Company for the financial year ended 31 March 2012;
- (c) the 2011 Circular; and
- (d) the rules of the proposed Singapore Post Share Option Scheme 2012.

10. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposals, and the Company and its subsidiaries which are relevant to the Proposals, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Yours faithfully
for and on behalf of
the Board of Directors of
SINGAPORE POST LIMITED

Lim Ho Kee
Chairman

APPENDIX

THE SHAREHOLDERS MANDATE

1. Chapter 9 of the Listing Manual

- 1.1 Chapter 9 of the listing manual (the “**Listing Manual**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) governs transactions by a listed company, as well as transactions by its subsidiaries and associated companies that are considered to be at risk, with the listed company’s interested persons. When this Chapter applies to a transaction and the value of that transaction alone or on aggregation with other transactions conducted with the interested person during the financial year reaches, or exceeds, certain materiality thresholds, the listed company is required to make an immediate announcement, or to make an immediate announcement and seek its shareholders’ approval for that transaction.
- 1.2 Except for certain transactions which, by reason of the nature of such transactions, are not considered to put the listed company at risk to its interested person and hence are excluded from the ambit of Chapter 9, immediate announcement and shareholders’ approval would be required in respect of transactions with interested persons if certain financial thresholds (which are based on the value of the transaction as compared with the listed company’s latest audited consolidated net tangible assets (“**NTA**”)) are reached or exceeded. In particular, shareholders’ approval is required for an interested person transaction of a value equal to, or which exceeds:
- (a) 5% of the listed company’s latest audited consolidated NTA; or
 - (b) 5% of the listed company’s latest audited consolidated NTA, when aggregated with other transactions entered into with the same interested person (as such term is construed under Chapter 9 of the Listing Manual) during the same financial year.
- 1.3 Based on the latest audited consolidated accounts of Singapore Post Limited (“**SingPost**”) and its subsidiaries (the “**SingPost Group**”) for the financial year ended 31 March 2012, the consolidated NTA of the SingPost Group was S\$572,125,000. In relation to SingPost, for the purposes of Chapter 9, in the current financial year and until such time as the audited consolidated accounts of the SingPost Group for the financial year ending 31 March 2013 are published, 5% of the latest audited consolidated NTA of the SingPost Group would be S\$28,606,250.
- 1.4 Chapter 9 of the Listing Manual permits a listed company, however, to seek a mandate from its shareholders for recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials (but not in respect of the purchase or sale of assets, undertakings or businesses) that may be carried out with the listed company’s interested persons.
- 1.5 Under the Listing Manual:
- (a) an “**entity at risk**” means:
 - (i) the listed company;
 - (ii) a subsidiary of the listed company that is not listed on the SGX-ST or an approved exchange; or

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- (iii) an associated company of the listed company that is not listed on the SGX-ST or an approved exchange, provided that the listed company and/or its subsidiaries (the “**listed group**”), or the listed group and its interested person(s), has control over the associated company;
- (b) (in the case of a company) an “**interested person**” means a director, chief executive officer or controlling shareholder of the listed company or an associate of such director, chief executive officer or controlling shareholder;
- (c) (in the case of a company) an “**associate**” in relation to an interested person who is a director, chief executive officer or controlling shareholder means an immediate family member (that is, the spouse, child, adopted-child, step-child, sibling or parent) of such director, chief executive officer or controlling shareholder, the trustees of any trust of which the director/his immediate family, the chief executive officer/his immediate family or controlling shareholder/his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object, and any company in which the director/his immediate family, the chief executive officer/his immediate family or controlling shareholder/his immediate family has an aggregate interest (directly or indirectly) of 30% or more, and, where a controlling shareholder is a corporation, means its subsidiary or holding company or fellow subsidiary or a company in which it and/or they have (directly or indirectly) an interest of 30% or more;
- (d) an “**approved exchange**” means a stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles to Chapter 9; and
- (e) an “**interested person transaction**” means a transaction between an entity at risk and an interested person.

2. Rationale for the Shareholders Mandate and Benefits to Shareholders

- 2.1 It is envisaged that in the ordinary course of their businesses, transactions between companies in the EAR Group (as defined below) and SingPost’s interested persons are likely to occur from time to time. Such transactions would include, but are not limited to, the provision of goods and services in the ordinary course of business of the EAR Group to SingPost’s interested persons or the obtaining of goods and services from them.
- 2.2 In view of the time-sensitive nature of commercial transactions, the renewal of the Shareholders Mandate pursuant to Chapter 9 of the Listing Manual will enable:
 - (a) SingPost;
 - (b) subsidiaries of SingPost (other than a subsidiary that is listed on the SGX-ST or an approved exchange, if any); and
 - (c) associated companies of SingPost (other than an associated company that is listed on the SGX-ST or an approved exchange, if any) over which the SingPost Group, or the SingPost Group and interested person(s) of SingPost has or have control,

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(together, the “**EAR Group**”), or any of them, in the ordinary course of their businesses, to enter into the categories of transactions (“**Interested Person Transactions**”) set out in paragraph 5 below with the specified classes of SingPost’s interested persons (the “**Interested Persons**”) set out in paragraph 4.1 below, provided such Interested Person Transactions are made on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders.

- 2.3 The Shareholders Mandate, and its subsequent renewal thereafter on an annual basis, will enhance the ability of companies in the EAR Group to pursue business opportunities which are time-sensitive in nature, and will eliminate the need for SingPost to announce, or to announce and convene separate general meetings on each occasion to seek Shareholders’ prior approval for the entry by the relevant company in the EAR Group into such transactions. This will substantially reduce the expenses associated with the convening of general meetings on an *ad hoc* basis, improve administrative efficacy considerably, and allow manpower resources and time to be channelled towards attaining other corporate objectives.
- 2.4 The Shareholders Mandate is intended to facilitate transactions in the normal course of business of the EAR Group which are transacted from time to time with the specified classes of Interested Persons, provided that they are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders.
- 2.5 The EAR Group will benefit from having access to competitive quotes from the different companies in the different industries within the Temasek Group (as defined in paragraph 4.1(a) below) and the SingTel Group (as defined in paragraph 4.1(b) below) in addition to obtaining quotes from, or transacting with, non-Interested Persons.

3. The Shareholders Mandate and Validity Period

- 3.1 The Shareholders Mandate covers a wide range of activities undertaken by the SingPost Group. These activities are set out in detail in paragraph 5 below.
- 3.2 The Shareholders Mandate does not cover an Interested Person Transaction which has a value of below S\$100,000 as the threshold and aggregation requirements contained in Chapter 9 of the Listing Manual would not apply to such an Interested Person Transaction.
- 3.3 Transactions with interested persons (including the Interested Persons) that do not fall within the ambit of the Shareholders Mandate will be subject to the relevant provisions of Chapter 9 of the Listing Manual and/or other applicable provisions of the Listing Manual.
- 3.4 The renewal of the Shareholders Mandate will take effect from the date of the passing of the Ordinary Resolution relating thereto to be proposed at the Extraordinary General Meeting to be held on 29 June 2012 until the next Annual General Meeting of the Company. Thereafter, it is intended that approval from Shareholders for a subsequent renewal of the Shareholders Mandate will be sought at each subsequent Annual General Meeting of the Company.

4. Classes of Interested Persons

- 4.1 The Shareholders Mandate applies to Interested Person Transactions which are carried out with the following classes of Interested Persons:

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- (a) Temasek Holdings (Private) Limited and its associates (excluding Singapore Telecommunications Limited (“**SingTel**”) and its associates) (the “**Temasek Group**”);
- (b) SingTel and its associates (the “**SingTel Group**”); and
- (c) Directors, Chief Executive Officer(s) and controlling shareholders of the Company (other than the controlling shareholders described in sub-paragraphs (a) and (b) above) and their respective associates.

4.2 Transactions with Interested Persons which do not fall within the ambit of the Shareholders Mandate shall be subject to the relevant provisions of Chapter 9 of the Listing Manual.

5. Interested Person Transactions

The Interested Person Transactions with the Interested Persons which are covered by the Shareholders Mandate, and the benefits to be derived therefrom, relate to general transactions (“**General Transactions**”) in connection with the provision to, or the obtaining from, Interested Persons of products and services in the normal course of business of the EAR Group or which are necessary for the day-to-day operations of the EAR Group (but not in respect of the purchase or sale of assets, undertakings or businesses) comprising the following:

- (a) provision of postal services;
- (b) provision of fulfilment, warehousing and logistics services;
- (c) provision of agency services;
- (d) provision and distribution of financial services;
- (e) provision of electronic printing and despatching services;
- (f) provision of data, document and mail management services;
- (g) leasing or rental of premises as lessor and/or lessee;
- (h) provision or procurement of software and licensing services, information services, engineering, repair, servicing and technical services;
- (i) selling of advertisement space;
- (j) provision or procurement of transportation, despatching and conveyance services (including air, sea and land) and freight services;
- (k) procurement of communication and all other forms of utility services and products;
- (l) procurement, lease or rental of vehicles, equipment, parts, components, repair and maintenance services;

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- (m) procurement of services for the production of stamps, philatelic products and stationeries;
- (n) procurement of security services;
- (o) procurement of insurance;
- (p) procurement of management and consultancy services;
- (q) provision or obtaining of property management, property security, building maintenance services and consultancy services; and
- (r) provision or obtaining of such products and/or services which are incidental to or in connection with the provision or obtaining of products and/or services referred to in subparagraphs (a) to (q) above.

6. Review Procedures for Interested Person Transactions

6.1 In general, there are procedures established by the EAR Group to ensure that transactions with Interested Persons are undertaken on normal commercial terms consistent with the EAR Group's usual business practices and policies, which are generally no more favourable to the Interested Persons than those extended to unrelated third parties.

In particular, the following review procedures have been implemented.

(a) *Provision of services or the sale of products*

The review procedures are:

- (i) all contracts entered into or transactions with Interested Persons are to be carried out at the prevailing market rates or prices of the service or product providers, on terms which are no more favourable to the Interested Person than the usual commercial terms extended to unrelated third parties (including, where applicable, preferential rates/prices/discounts accorded to corporate customers or for bulk purchases) or otherwise in accordance with applicable industry norms; and
- (ii) where the prevailing market rates or prices are not available due to the nature of service to be provided or the product to be sold, the EAR Group's pricing for such services to be provided or products to be sold to Interested Persons is determined in accordance with the EAR Group's usual business practices and pricing policies, consistent with the usual margin to be obtained by the EAR Group for the same or substantially similar type of contract or transaction with unrelated third parties. In determining the transaction price payable by Interested Persons for such services or products, factors such as, but not limited to, quantity, volume, consumption, customer requirements, specifications, duration of contract and strategic purposes of the transaction will be taken into account.

APPENDIX

(b) *Obtaining of services or the purchasing of products*

The review procedures are:

- (i) all contracts entered into or transactions with Interested Persons are to be carried out by obtaining quotations (wherever possible or available) from at least two other unrelated third party suppliers for similar quantities and/or quality of services or products, prior to the entry into of the contract or transaction with the Interested Person, as a basis for comparison to determine whether the prices and terms offered by the Interested Person are fair and reasonable and comparable to those offered by other unrelated third parties for the same or substantially similar type of services or products. In determining whether the prices and terms offered by the Interested Person are fair and reasonable, factors such as, but not limited to, delivery schedules, specification compliance, track record, experience and expertise, and where applicable, preferential rates, rebates or discounts accorded for bulk purchases, will also be taken into account; and
- (ii) in the event that such competitive quotations cannot be obtained (for instance, if there are no unrelated third party vendors of similar products or services, or if the product is a proprietary item), the senior management staff of the relevant company in the EAR Group (with no interest, direct or indirect in the transaction), will determine whether the prices and terms offered by the Interested Person are fair and reasonable.

(c) *Threshold limits*

In addition to the review procedures described above, the EAR Group will also ensure that the Interested Person Transactions are undertaken with Interested Persons on normal commercial terms and are not prejudicial to the Company and its minority Shareholders by categorising the transactions as follows:

- (i) a Category 1 General Transaction is one where the value thereof is equal to or more than 5% of the latest audited consolidated NTA of the SingPost Group; and
- (ii) a Category 2 General Transaction is one where the value is less than 5% of the latest audited consolidated NTA of the SingPost Group.

Category 1 General Transactions must be reviewed and endorsed by the Audit Committee and approved by the Board or the Executive Committee or other Board Committees, in accordance with the Company's approval limits, prior to their entry with an Interested Person.

Category 2 General Transactions need not be reviewed and endorsed by the Audit Committee prior to their entry with an Interested Person, but shall be reviewed on a quarterly basis by the Audit Committee.

APPENDIX

- 6.2 SingPost will maintain and update the list of companies within the EAR Group and the list of Interested Persons and inform the heads of departments and/or companies within the EAR Group for the purposes of identification of Interested Persons and the recording of all Interested Person Transactions.
- 6.3 SingPost will review the procedures set out above from time to time to ensure that these remain adequate and appropriate.
- 6.4 A register will be maintained by SingPost to record all Interested Person Transactions (and the basis on which they are entered into) which are entered into pursuant to the Shareholders Mandate. The annual internal audit plan of SingPost shall incorporate a review of all Interested Person Transactions entered into in the relevant financial year pursuant to the Shareholders Mandate.
- 6.5 The internal auditors of SingPost shall, on a quarterly basis, report to the Audit Committee on Interested Person Transactions, and the basis of such transactions, entered into by the EAR Group.
- 6.6 The Audit Committee shall review the internal audit reports on Interested Person Transactions to ascertain that the Interested Person Transactions are entered into with Interested Persons on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders and that the established review procedures for the Interested Person Transactions have been complied with.
- 6.7 In the event that a member of the Audit Committee, Board, Executive Committee or other Board Committees (where applicable) is interested in any Interested Person Transaction, he will abstain from any decision-making in respect of that transaction and the review, endorsement and approval of that transaction will be undertaken by the remaining members of the Audit Committee, Board, Executive Committee and/or other Board Committees.
- 7. Audit Committee's Statements**
- 7.1 The Audit Committee (currently comprising Keith Tay Ah Kee, Kenneth Michael Tan Wee Kheng and Tan Yam Pin) has reviewed the terms of the Shareholders Mandate, as proposed to be renewed, and is satisfied that the review procedures for Interested Person Transactions, as well as the reviews to be made periodically by the Audit Committee (with internal audit assistance) in relation thereto, are sufficient to ensure that Interested Person Transactions will be made with the relevant class of Interested Persons on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.
- 7.2 If, during the periodic reviews by the Audit Committee, the Audit Committee is of the view that the established guidelines and procedures are not sufficient to ensure that the Interested Person Transactions will be on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders, SingPost will revert to Shareholders for a fresh mandate based on new procedures for transactions with Interested Persons.

APPENDIX

8. Disclosure

- 8.1 SingPost will announce the aggregate value of transactions conducted with Interested Persons pursuant to the Shareholders Mandate for the quarterly financial periods which SingPost is required to report on pursuant to the Listing Manual and within the time required for the announcement of such report.
- 8.2 Disclosure will also be made in the annual report of SingPost of the aggregate value of Interested Person Transactions conducted pursuant to the Shareholders Mandate during the current financial year, and in the annual reports for the subsequent financial years during which a shareholders mandate is in force, in accordance with the requirements of the Listing Manual.

NOTICE OF EXTRAORDINARY GENERAL MEETING

SINGAPORE POST LIMITED

(Incorporated in the Republic of Singapore)
Company Registration Number: 199201623M

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Singapore Post Limited (the "**Company**") will be held at 10 Eunos Road 8, Singapore Post Centre, SingPost Pavilion (Theatrette) #05-30, Singapore 408600 on Friday, 29 June 2012 at 10.45 a.m. (or so soon thereafter following the conclusion or adjournment of the 20th Annual General Meeting of the Company to be held at 10.30 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the following Resolutions which will be proposed as Ordinary Resolutions:

Resolution 1: Ordinary Resolution

The Proposed Renewal of the Shareholders Mandate for Interested Person Transactions

THAT:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual ("**Chapter 9**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the Appendix to the Company's Circular to Shareholders dated 7 June 2012 (the "**Circular**") with any party who is of the class of interested persons described in the Appendix to the Circular, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions;
- (b) the approval given in paragraph (a) above (the "**Shareholders Mandate**") shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and
- (c) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the Shareholders Mandate and/or this Resolution.

Resolution 2: Ordinary Resolution

The Proposed Renewal of the Share Purchase Mandate

THAT:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company ("**Shares**") not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (i) market purchase(s) on the SGX-ST and/or any other stock exchange on which the Shares may for the time being be listed and quoted (“**Other Exchange**”); and/or
- (ii) off-market purchase(s) (if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST or, as the case may be, Other Exchange as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:

- (i) the date on which the next Annual General Meeting of the Company is held;
- (ii) the date by which the next Annual General Meeting of the Company is required by law to be held; and
- (iii) the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

- (c) in this Resolution:

“**Average Closing Price**” means the average of the last dealt prices of a Share for the five consecutive market days on which the Shares are transacted on the SGX-ST or, as the case may be, Other Exchange immediately preceding the date of market purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the off-market purchase, and deemed to be adjusted in accordance with the listing rules of the SGX-ST for any corporate action which occurs after the relevant five-day period;

“**date of the making of the offer**” means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the purchase price (which shall not be more than the Maximum Price) for each Share and the relevant terms of the equal access scheme for effecting the off-market purchase;

“**Maximum Limit**” means that number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares as at that date); and

“**Maximum Price**” in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a market purchase of a Share, 105% of the Average Closing Price of the Shares; and

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (ii) in the case of an off-market purchase of a Share pursuant to an equal access scheme, 110% of the Average Closing Price of the Shares; and
- (d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

Resolution 3: Ordinary Resolution

The Proposed Adoption of the Singapore Post Share Option Scheme 2012

THAT:

- (a) the Singapore Post Share Option Scheme (the “**Existing Scheme**”) be and is hereby terminated, provided that such termination shall be without prejudice to the rights of the holders of options accepted and outstanding under the Existing Scheme as at the date of termination;
- (b) a new share option scheme to be known as the “Singapore Post Share Option Scheme 2012” (the “**New Scheme**”), the rules of which, for the purpose of identification, have been subscribed to by the Chairman of the Meeting, under which options (“**Options**”) to acquire Shares will be granted to selected employees (including executive directors) and non-executive directors of the Company and its subsidiaries, details of which are set out in the Circular, be and is hereby approved and adopted; and
- (c) the Directors of the Company be and are hereby authorised:
 - (i) to establish and administer the New Scheme;
 - (ii) to modify and/or alter the New Scheme at any time and from time to time, provided that such modifications and/or alterations are effected in accordance with the provisions of the New Scheme; and
 - (iii) to grant Options in accordance with the provisions of the New Scheme and to allot and issue from time to time such number of Shares as may be required to be allotted and issued pursuant to the exercise of Options under the New Scheme, provided that the aggregate number of new Shares to be issued pursuant to the New Scheme shall not exceed 5% of the total number of issued Shares (excluding treasury shares) in the capital of the Company from time to time,

and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the New Scheme.

NOTICE OF EXTRAORDINARY GENERAL MEETING

BY ORDER OF THE BOARD

Genevieve Tan McCully (Mrs)

Company Secretary

Singapore

7 June 2012

Notes:

1. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2. The instrument appointing the proxy that has been executed by a member must be lodged at the registered office of the Company at 10 Eunos Road 8, Singapore Post Centre, Singapore 408600 (Attention: Secretariat), not less than 48 hours before the time appointed for the Extraordinary General Meeting. The sending of a Proxy Form by a member does not preclude him from attending and voting in person at the Extraordinary General Meeting if he finds that he is able to do so. In such event, the relevant Proxy Forms will be deemed to be revoked.
3. In relation to Resolution 2 relating to the proposed renewal of the Share Purchase Mandate, the Company intends to use internal and external sources of funds to finance its purchase or acquisition of Shares. The amount of financing required for the Company to purchase or acquire its Shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this Notice as these will depend on the number of Shares purchased or acquired, whether the purchase or acquisition is made out of profits or capital, the price at which such Shares were purchased or acquired and whether the Shares purchased or acquired are held in treasury or cancelled.

Based on the existing issued shares of the Company as at 10 May 2012 (the "**Latest Practicable Date**"), and disregarding the 42,824,000 shares held in treasury as at the Latest Practicable Date, and assuming no further Shares are issued, and no Shares are purchased or acquired by the Company, or held as treasury shares, on or prior to the Extraordinary General Meeting, the purchase by the Company of 10% of its issued Shares will result in the purchase or acquisition of 188,883,061 Shares.

In the case of market purchases by the Company and assuming that the Company purchases or acquires the 188,883,061 Shares at the Maximum Price of S\$1.0731 for one Share (being the price equivalent to 5% above the average of the last dealt prices of the Shares for the five consecutive market days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 188,883,061 Shares is S\$202,690,413.

In the case of off-market purchases by the Company and assuming that the Company purchases or acquires the 188,883,061 Shares at the Maximum Price of S\$1.1242 for one Share (being the price equivalent to 10% above the average of the last dealt prices of the Shares for the five consecutive market days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 188,883,061 Shares is S\$212,342,337.

The financial effects of the purchase or acquisition of such Shares by the Company pursuant to the proposed Share Purchase Mandate on the audited financial statements of the Group and the Company for the financial year ended 31 March 2012 based on these assumptions are set out in paragraph 3.7 of the Circular.

4. In relation to Resolution 3 relating to the proposed adoption of the New Scheme, although the rules of the New Scheme provide that the maximum number of new Shares which may be issued under the New Scheme is limited to 10% of the total number of issued Shares (excluding treasury shares), Resolution 3 provides for a lower limit, namely, 5% of the total number of issued Shares (excluding treasury shares), as the Company does not anticipate that it will require a higher limit before the next Annual General Meeting.

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SINGAPORE POST LIMITED

(Incorporated in the Republic of Singapore)
Company Registration Number: 199201623M

EXTRAORDINARY GENERAL MEETING PROXY FORM

IMPORTANT

1. For investors who have used their CPF monies to buy shares in the capital of Singapore Post Limited (the "Company"), the Circular to Shareholders dated 7 June 2012 is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We _____ NRIC No./Passport No. _____
of _____

being a member/members of the abovenamed Company, hereby appoint

Name	Address	NRIC/Passport Number	Proportion of Shareholdings (%)
and/or (delete as appropriate)			

or failing the person, or either or both of the persons, referred to above, the Chairman of the Meeting, as my/our proxy/proxies to attend and to vote for me/us on my/our behalf and, if necessary, to demand a poll, at the Extraordinary General Meeting of the Company to be held at 10 Eunos Road 8, Singapore Post Centre, SingPost Pavilion (Theatrette) #05-30, Singapore 408600 on Friday, 29 June 2012 at 10.45 a.m. (or so soon thereafter following the conclusion or adjournment of the 20th Annual General Meeting of the Company to be held at 10.30 a.m. on the same day and at the same place) and at any adjournment thereof.

(Please indicate with an "X" in the spaces provided whether you wish your vote(s) to be cast for or against the Ordinary Resolutions as set out in the Notice of Extraordinary General Meeting. In the absence of specific directions, the proxy/proxies will vote or abstain as he/they may think fit, as he/they will on any other matter arising at the Extraordinary General Meeting.)

	For	Against
Resolution 1 (Ordinary Resolution) To approve the proposed renewal of the Shareholders Mandate for Interested Person Transactions		
Resolution 2 (Ordinary Resolution) To approve the proposed renewal of the Share Purchase Mandate		
Resolution 3 (Ordinary Resolution) To approve the proposed adoption of the Singapore Post Share Option Scheme 2012		

Dated this _____ day of _____ 2012

Total number of Shares held	
------------------------------------	--

Signature(s) of Member(s) or Common Seal

Notes:
IMPORTANT
Please read Notes.



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Secretariat
Singapore Post Limited
(Co. Reg. No. 199201623M)
10 Eunos Road 8
Singapore Post Centre
Singapore 408600

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Notes:

1. If you have shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares in the capital of the Company held by you.
2. A member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint not more than two proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy. In the case of a joint appointment of two proxies, the Chairman of the Extraordinary General Meeting will be a member's proxy by default if either or both of the proxies appointed do not attend the Extraordinary General Meeting. In the case of an appointment of two proxies in the alternative, the Chairman of the Extraordinary General Meeting will be a member's proxy by default if both of the proxies appointed do not attend the Extraordinary General Meeting.
4. The instrument appointing a proxy or proxies must be lodged at the registered office of the Company at 10 Eunos Road 8, Singapore Post Centre, Singapore 408600 (Attention: Secretariat) not less than 48 hours before the time appointed for the Extraordinary General Meeting. The sending of a Proxy Form by a member does not preclude him from attending and voting in person at the Extraordinary General Meeting if he finds that he is able to do so. In such event, the relevant Proxy Forms will be deemed to be revoked.
5. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
6. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Extraordinary General Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 48 hours before the time appointed for holding the Extraordinary General Meeting, as certified by The Central Depository (Pte) Limited to the Company.

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