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Please refer to the attachments.

Additional Details

Period Ended

31/03/2025

Attachments

 [SPL AR 2024 25.pdf](#)

 [SPL AGMNoticeBooklet2025.pdf](#)



[SPL Letter to Shareholders2025.pdf](#)

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Annual Report  
2024/25

UNLOCKING  
**VALUE**





## OUR PURPOSE

Making Every Delivery Count for  
**People** and **Planet**.



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# AT A GLANCE



Revenue of

**S\$813.7**  
million



**S\$245.1**  
million net profit



**S\$222.2**  
million net exceptional gain



Successfully divested  
the Australia business  
for an enterprise value of

**A\$1.02**  
billion



Divestment reflects a  
**4x** levered return  
on equity in the  
Australia business



Investment in automation  
to increase small parcel  
throughput by

**3x**, enabling processing of  
up to 400,000 parcels per day



Launched

**POPDrop**  
an innovative tech-driven  
parcel drop-off service  
with real-time trackability



**37%**  
reduction in total  
Scope 1 and 2 emissions  
in Singapore from our  
FY2018/19 baseline



Achieved about

**26%**  
operational recycling rate



**Zero**  
work-related fatalities



# ACHIEVEMENTS

8 Star, 21 Gold, and 41 Silver awards at the **Excellent Service Award** by the Singapore Retailers Association



Achieved **bizSAFE STAR certification**, the highest accolade in Singapore's bizSAFE programme, supported by the Ministry of Manpower



**Exceeded** IMDA's **QoS standards** for the delivery of local basic letters and incoming letters received and delivered by the next working day



Honoured to be named **Great Place to Work® Certified™** in Australia, China, Singapore, and Taiwan from March 2024 to March 2025



Maintained **Cyber Trust Mark Certification** awarded by the Cyber Security Agency of Singapore, highlighting good cybersecurity practices



Silver winner for the **Most Effective Use – Events** at the 2024 Markies Awards for 'Making Every Delivery Count Since 1858'



Rated **5 stars** on the Australian FranData Franchise Rating Scale™



**Franchise Excellence Award** by Australian Retail Innovators



**Winner of the Sustainability, Inclusivity or Diversity Innovation Award** at the Vendors in Partnership (VIP) Australia Awards

# BOARD Statement

## Dear Shareholders,

Over the past fiscal year, SingPost has navigated a challenging operating environment marked by persistent uncertainty, supply chain volatility, and structural shifts in logistics.

Despite these headwinds, the Board remained steadfast in executing the Strategic Review announced in March 2024, which committed to address the significant gap between SingPost's market value and its intrinsic value.

## Unlocking Value

The first step in unlocking value this year was the divestment of our Australia business, which received an overwhelming mandate with 99.9 per cent of votes cast in favour by our shareholders.

The transaction represented an enterprise value of A\$1.02 billion and generated gross proceeds of approximately A\$781.5 million (S\$660.7 million) in cash for SingPost. The transaction resulted in a gain of S\$302.1 million, representing a levered return on equity of approximately four times our original investment.

This outcome accelerates value realisation, enables the return of capital to shareholders, and provides the flexibility to reduce debt, strengthen the Group's balance sheet, and invest in future growth.

For the first half of the financial year 2024/25, the Board declared an interim dividend of 0.34 cents per share. In addition, a special dividend of S\$202.5 million, or 9 cents per ordinary share — representing two-thirds of the gains on disposal of the Australia business — has been recommended, subject to approval at the forthcoming annual general meeting. If approved, this will bring the total proposed dividend for the year to 9.34 cents per share.

Following the divestment, the Board is undertaking a Strategic Reset of the Group which will be finalised after a new GCEO is appointed. Upon conclusion, the Board will set out the new strategy for all stakeholders.

## Business Performance


For the year, SingPost reported a net profit of S\$245.1 million, reflecting the exceptional gain from the Australia business divestment. Excluding this one-off gain, underlying net profit declined by 40.3 per cent to S\$24.8 million, with the second half recording an underlying net loss of S\$0.5 million. These figures underscore the persistent pressures facing the Group and the necessity of the restructuring measures undertaken.

The Singapore segment delivered a modest 2.9 per cent increase in revenue to S\$326.7 million, supported by robust growth in the property business. The postal business faces challenges and we are in dialogue with the government to address the financial sustainability of postal services including the Post Office Network.

To better serve the fast-growing eCommerce sector in the Asia-Pacific region and support anticipated growth in parcel volumes, we have committed S\$30 million towards automation at the Regional eCommerce Logistics Hub, significantly enhancing our small parcel processing capabilities. As operations scale, the automation will drive further efficiencies and cost savings.

Looking ahead, we expect the operating environment to remain challenging, reflecting ongoing uncertainties. In response, the Group has taken decisive steps to streamline operations and right-size the cost base. Following the review of the International cross-border business, it has been reintegrated into the Singapore postal and logistics business to enhance efficiency. The cross-border business will continue to be part of SingPost's product offering, leveraging the international postal network.



A man with short grey hair, wearing a dark pinstripe suit, a light blue shirt, and a patterned tie, stands with his hands in his pockets against a blue background with white stars.

**"Despite headwinds, the Board remained steadfast in executing the Strategic Review announced in March 2024, which committed to address the significant gap between SingPost's market value and its intrinsic value."**

# BOARD Statement

## Sustainability and Responsible Growth

Sustainability continues to be a core priority for SingPost. We have aligned our reporting with the International Sustainability Standards Board framework and initiated a double materiality assessment to inform our future sustainability strategy. This will ensure our disclosures meet rising global expectations and regulatory requirements.

Over the past year, the Group achieved a 37 per cent reduction in Scope 1 and 2 emissions in Singapore from our FY2018/19 baseline and a 15.7 per cent year-on-year reduction on a like-for-like basis<sup>1</sup> for our global operations. These results track our ongoing progress in mitigating environmental impact.

## Governance

Upholding the highest standards of governance remains fundamental to our operations. During the year, we responded promptly and transparently to a whistleblowing report, conducting a comprehensive investigation and implementing measures to further strengthen our controls. This decision reflects the Board's unwavering commitment to transparency, accountability, and ethical conduct; prioritising what is right, even when it is more challenging in the short term, in the best interests of the Company.

## Board Renewal and Appreciation

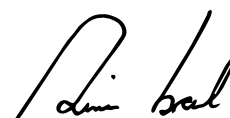
This year marks a period of Board renewal for SingPost. I am pleased to welcome Mr Chng Lay Chew, Mr Ng Chin Hwee, and Ms Gan Siok Hoon to the Board. At the management level, we also welcome Group Chief Operating Officer, Ms Neo Su Yin, and Group Chief Financial Officer, Mr Isaac Mah. Their experience and insights will be invaluable as we execute our strategy for the next phase of growth.

On a personal note, as I prepare to step down as Chairman, I wish to express my sincere gratitude to past and present fellow Directors, our management team, our Union partners and every member of the SingPost family for their dedication and hard work.

I am especially grateful for the significant contributions of our long-standing Directors whose terms conclude this year. Mrs Fang Ai Lian, Mr Bob Tan, and Ms Elizabeth Kong will retire following this Annual General Meeting, and Ms Lim Cheng Cheng retired from the Board in December 2024. Their dedication and service have been instrumental in shaping SingPost's development, and it has been an absolute pleasure working with them all these years.

Looking ahead, I am pleased to welcome Ms Teo Swee Lian as the incoming Chairman. With her appointment, she completes the Board renewal process and will lead the Group Strategy Reset and Group CEO appointment, which are underway.

To our shareholders, thank you for your continued trust and support. It has been a privilege to serve you, and I look forward to seeing many of you at this year's Annual General Meeting.



Yours sincerely,  
**SIMON ISRAEL**  
Chairman

<sup>1</sup> To enable like-for-like comparison of emissions from FY2023/24 to FY2024/25, this percentage reduction calculation does not include environmental data from Border Express (part of FMH Group) which is only available for FY2024/25.



# BOARD of Directors



**Simon Israel**  
Chairman,  
Non-Executive,  
Non-Independent Director



**Teo Swee Lian**  
Chairman-designate,  
Non-Executive,  
Non-Independent Director



**Yasmin Binti Aladad Khan**  
Non-Executive,  
Independent Director



**Chng Lay Chew**  
Non-Executive,  
Independent Director



**Chu Swee Yeok**  
Non-Executive,  
Independent Director



**Fang Ai Lian**  
Non-Executive,  
Lead Independent Director



**Gan Chee Yen**  
Non-Executive,  
Independent Director



**Gan Siok Hoon**  
Non-Executive,  
Non-Independent Director



**Elizabeth Kong Sau Wai**  
Non-Executive,  
Independent Director



**Ng Chin Hwee**  
Non-Executive,  
Independent Director



**Bob Tan Beng Hai**  
Non-Executive,  
Independent Director

# BOARD of Directors

## SIMON ISRAEL, 72

Chairman,  
Non-Executive,  
Non-Independent Director

### Date of appointment as Chairman

11 May 2016

### Date of first appointment as a director

11 May 2016

### Date of last re-election as a director

21 July 2022

### Board committee(s) served on

Board Sustainability Committee  
(Chairman)  
Finance and Investment Committee  
(Chairman)  
Compensation Committee (Member)  
Nominations and Corporate Governance  
Committee (Member)

### Academic & Professional Qualification(s)

Diploma in Business Studies,  
The University of the South Pacific

### Present Directorships in other listed companies

(as at 31 March 2025)

Nil

### Present Principal Commitments (as at 31 March 2025)

Nil

### Past Directorships in listed companies held over the preceding five years

(from 1 April 2020 to 31 March 2025)

Singapore Telecommunications Limited  
(Chairman)

### Past Principal Commitments held over the preceding five years

(from 1 April 2020 to 31 March 2025)

Singapore Telecommunications Limited  
(Chairman)

## TEO SWEE LIAN, 65

Chairman-Designate,  
Non-Executive,  
Non-Independent Director

### Date of first appointment as a director

21 May 2025

### Date of last re-election as a director

N.A.

### Board committee(s) served on

Finance and Investment Committee  
(Member)  
Compensation Committee (Member)  
Nominations and Corporate Governance  
Committee (Member)

### Academic & Professional Qualification(s)

Master of Science in Applied Statistics,  
University of Oxford, United Kingdom  
Bachelor of Science (Honours) in  
Mathematics, Imperial College of Science  
and Technology, University of London,  
United Kingdom

### Present Directorships in other listed companies

(as at 31 March 2025)

CapitaLand Integrated Commercial  
Trust Management Limited (Manager of  
CapitaLand Commercial Trust) (Chairman)  
HSBC Holdings PLC

### Present Principal Commitments (as at 31 March 2025)

CapitaLand Integrated Commercial  
Trust Management Limited (Manager of  
CapitaLand Commercial Trust) (Chairman)  
HSBC Holdings PLC (Director)  
Clifford Capital Holdings Pte. Ltd.  
(Director)  
CSCC Agape Fund, Caritas Singapore  
Community Council Limited  
(Member of the Board of Trustees)

### Past Directorships in listed companies held over the preceding five years

(from 1 April 2020 to 31 March 2025)

Singapore Telecommunications Ltd

AIA Group Limited

### Past Principal Commitments held over the preceding five years

(from 1 April 2020 to 31 March 2025)

Singapore Telecommunications Ltd  
(Director)  
AIA Group Limited (Director)  
Dubai Financial Services Authority  
(Director)  
Avanda Investment Management  
Pte. Ltd. (Director)

## YASMIN BINTI

## ALADAD KHAN, 67

Non-Executive,  
Independent Director

### Date of first appointment as a director

1 January 2024

### Date of last re-election as a director

24 July 2024

### Board committee(s) served on

Finance and Investment Committee  
(Member)  
Compensation Committee (Member)  
Board Sustainability Committee (Member)

### Academic & Professional Qualification(s)

Master of Business Administration, Aston  
University, Birmingham, United Kingdom

### Present Directorships in other listed companies

(as at 31 March 2025)

PT XL Axiata TBK

### Present Principal Commitments (as at 31 March 2025)

Nil

### Past Directorships in listed companies held over the preceding five years

(from 1 April 2020 to 31 March 2025)

Digi.Com Berhad (now known as

CelcomDigi Berhad)

### Past Principal Commitments held over the preceding five years

(from 1 April 2020 to 31 March 2025)

DHL Express (Singapore) Pte Ltd  
(Executive Vice President, Commercial,  
Asia Pacific, Singapore)



**CHNG LAY CHEW, 67**

Non-Executive,  
Independent Director

**Date of first appointment as a director**

17 February 2025

**Date of last re-election as a director**

N.A.

**Board committee(s) served on**

Audit Committee (Member)  
Board Sustainability Committee (Member)  
Board Risk and Technology Committee (Member)

**Academic & Professional Qualification(s)**

Bachelor of Commerce and Administration, Victoria University of Wellington, New Zealand  
Fellow, Institute of Singapore Chartered Accountants  
Fellow, Chartered Accountants Australia and New Zealand  
Fellow, CPA Australia  
International Directors Programme, INSEAD

**Present Directorships in other listed companies**

(as at 31 March 2025)

IREIT Global Group Pte. Ltd.  
(Manager of IREIT Global)

**Present Principal Commitments (as at 31 March 2025)**

AWWA Ltd. (Director)  
WWF-World Wide Fund for Nature (Singapore) Limited (Director)  
ISTARI Pte. Ltd. (Director)

**Past Directorships in listed companies held over the preceding five years (from 1 April 2020 to 31 March 2025)**

Nil

**Past Principal Commitments held over the preceding five years (from 1 April 2020 to 31 March 2025)**

Singapore Exchange Limited  
(Chief Financial Officer)

**CHU SWEE YEOK, 62**

Non-Executive,  
Independent Director

**Date of first appointment as a director**

1 September 2018

**Date of last re-election as a director**

21 July 2022

**Board committee(s) served on**

Board Risk and Technology Committee (Chairman)  
Audit Committee (Member)

**Academic & Professional Qualification(s)**

International Directors Programme, INSEAD  
Advanced Management Programme, Harvard University  
Bachelor of Science in Biochemistry (Honours), National University of Singapore

**Present Directorships in other listed companies**

(as at 31 March 2025)

Nil

**Present Principal Commitments (as at 31 March 2025)**

August Global Partners Pte Ltd  
(Executive Director)

**Past Directorships in listed companies held over the preceding five years (from 1 April 2020 to 31 March 2025)**

Pegasus Asia

**Past Principal Commitments held over the preceding five years (from 1 April 2020 to 31 March 2025)**

EDBI Pte Ltd (Chief Executive Officer & President & Executive Director)  
National Healthcare Group Pte Ltd (Non-Executive Director)  
Anext Bank Pte Ltd (Non-Executive Director)

**FANG AI LIAN, 75**

Non-Executive,  
Lead Independent Director

**Date of first appointment as a director**

10 October 2016

**Date of last re-election as a director**

24 July 2024

**Board committee(s) served on**

Audit Committee (Chairman)  
Nominations and Corporate Governance Committee (Chairman)  
Compensation Committee (Member)

**Academic & Professional Qualification(s)**

Fellow, Institute of Chartered Accountants in England and Wales  
Fellow, Institute of Singapore Chartered Accountants

**Present Directorships in other listed companies**

(as at 31 March 2025)

Stoneweg EREIT Management Pte Ltd  
(Manager of Stoneweg European REIT)  
(f.k.a. Cromwell EREIT Management Pte. Ltd.)

**Present Principal Commitments (as at 31 March 2025)**

MediShield Life Council (Chairman)  
Board of Trustees of the Singapore Business Federation (Chairman)  
Tower Capital Asia Pte. Ltd. (Director)

**Past Directorships in listed companies held over the preceding five years (from 1 April 2020 to 31 March 2025)**

Banyan Tree Holdings Limited  
Metro Holdings Ltd

**Past Principal Commitments held over the preceding five years (from 1 April 2020 to 31 March 2025)**

Far East Organization Group (Advisor)  
Tote Board (Board Member)

# BOARD of Directors

## GAN CHEE YEN, 66

Non-Executive,  
Independent Director

### Date of first appointment as a director

31 October 2023

### Date of last re-election as a director

24 July 2024

### Board committee(s) served on

Audit Committee (Member)  
Nominations and Corporate Governance Committee (Member)  
Board Risk and Technology Committee (Member)  
Compensation Committee (Member)

### Academic & Professional Qualification(s)

Bachelor of Accountancy, National University of Singapore  
Chartered Accountant (Singapore), Institute of Singapore Chartered Accountants  
Programme for Management Development, Harvard Business School, United States

### Present Directorships in other listed companies

(as at 31 March 2025)

BHG Retail Trust Management Pte. Ltd. (Manager of BHG Retail REIT) (Chairman)

### Present Principal Commitments (as at 31 March 2025)

V3 Capital Investments Pte. Ltd. (Chairman & Director)

### Past Directorships in listed companies held over the preceding five years (from 1 April 2020 to 31 March 2025)

CEI Limited (now known as CEI Pte. Ltd.)

### Past Principal Commitments held over the preceding five years (from 1 April 2020 to 31 March 2025)

Pacific International Lines (Private) Limited  
(Co-President & Executive Director)  
V3 Fintech Pte. Ltd.  
(Senior Advisor)

## GAN SIOK HOON, 51

Non-Executive,  
Non-Independent Director

### Date of first appointment as a director

15 April 2025

### Date of last re-election as a director

N.A.

### Board committee(s) served on

Finance and Investment Committee (Member)

### Academic & Professional Qualification(s)

Master of Science in Management, Stanford University  
Bachelor's Degree in Accountancy (Honours), Nanyang Technological University

### Present Directorships in other listed companies

(as at 31 March 2025)

Nil

### Present Principal Commitments (as at 31 March 2025)

Singapore Telecommunications Limited (Deputy Group Chief Corporate Officer)

### Past Directorships in listed companies held over the preceding five years (from 1 April 2020 to 31 March 2025)

Nil

### Past Principal Commitments held over the preceding five years (from 1 April 2020 to 31 March 2025)

Singapore Telecommunications Limited (Managing Director, Group Finance)  
Singapore Telecommunications Limited (Managing Director, Mobile Marketing & Sales)  
Singapore Telecommunications Limited (Vice President, Mobile Marketing & Sales)

## ELIZABETH KONG SAU WAI, 43

Non-Executive,  
Independent Director

### Date of first appointment as a director

10 October 2016

### Date of last re-election as a director

24 July 2024

### Board committee(s) served on

Board Sustainability Committee (Member)  
Finance and Investment Committee (Member)  
Nominations and Corporate Governance Committee (Member)

### Academic & Professional Qualification(s)

Double First in Law, Cambridge University  
Distinction/Dean's List in Executive Masters in Business Administration, INSEAD-Tsinghua University

### Present Directorships in other listed companies

(as at 31 March 2025)

3M India Limited

### Present Principal Commitments (as at 31 March 2025)

3M Innovation Singapore (Asia General Counsel)

### Past Directorships in listed companies held over the preceding five years (from 1 April 2020 to 31 March 2025)

Nil

### Past Principal Commitments held over the preceding five years (from 1 April 2020 to 31 March 2025)

Clifford Chance Pte Ltd (Counsel)



**NG CHIN HWEE, 64**

Non-Executive,  
Independent Director

**Date of first appointment as a director**

17 February 2025

**Date of last re-election as a director**

N.A.

**Board committee(s) served on**

Finance and Investment Committee  
(Member)  
Compensation Committee (Member)  
Nominations and Corporate Governance  
Committee (Member)

**Academic & Professional  
Qualification(s)**

Bachelor of Engineering  
(1st Class Honours),  
National University of Singapore  
Master of Science in Management,  
Massachusetts Institute of Technology,  
USA

**Present Directorships in other  
listed companies**

(as at 31 March 2025)

Nil

**Present Principal Commitments  
(as at 31 March 2025)**

SMRT Corporation Ltd

**Past Directorships in listed companies  
held over the preceding five years  
(from 1 April 2020 to 31 March 2025)**

SIA Engineering Company Limited

**Past Principal Commitments held  
over the preceding five years  
(from 1 April 2020 to 31 March 2025)**

SIA Engineering Company Limited (Chief  
Executive Officer and Executive Director)

**BOB TAN BENG HAI, 73**

Non-Executive,  
Independent Director

**Date of first appointment as a director**

10 October 2016

**Date of last re-election as a director**

19 July 2023

**Board committee(s) served on**

Compensation Committee (Chairman)  
Audit Committee (Member)  
Board Risk and Technology Committee  
(Member)

**Academic & Professional  
Qualification(s)**

Fellow, Institute of Chartered Accountants  
in England and Wales  
Fellow, Singapore Institute of Directors

**Present Directorships in other  
listed companies**

(as at 31 March 2025)

SBS Transit Ltd (Chairman)

**Present Principal Commitments  
(as at 31 March 2025)**

Jurong Engineering Ltd (Chairman)  
Sentosa Development Corporation  
(Chairman)  
SBS Transit Ltd (Chairman)

**Past Directorships in listed companies  
held over the preceding five years  
(from 1 April 2020 to 31 March 2025)**

Sembcorp Marine Ltd  
Managers of CapitaLand Ascott Trust  
(Chairman)\*

**Past Principal Commitments held  
over the preceding five years  
(from 1 April 2020 to 31 March 2025)**

SINGEX Holdings Pte Ltd (Chairman)  
Sembcorp Marine Ltd (Director)  
NTUC Club Management Council (Member)  
Ong Teng Cheong Labour Leadership  
Institute (Board Member)  
Managers of CapitaLand Ascott Trust  
(Chairman)\*

\* Managers of CapitaLand Ascott Trust comprising CapitaLand Ascott Trust Management Limited (Manager of CapitaLand Ascott Real Estate Investment Trust, or "CapitaLand Ascott REIT") and CapitaLand Ascott Business Trust Management Pte. Ltd. (Trustee-Manager of CapitaLand Ascott Business Trust, or "CapitaLand Ascott BT"). CapitaLand Ascott Trust is a stapled group comprising CapitaLand Ascott REIT and CapitaLand Ascott BT.

# EXECUTIVE Team



**Neo Su Yin**  
Group Chief Operating Officer



**Isaac Mah**  
Group Chief Financial Officer



**Jonathan Ooi**  
Chief Legal Officer  
and Company Secretary



# FY2024/25 Business Overview



## Operating Environment

**In FY2024/25, SingPost operated in an environment characterised by heightened uncertainty and volatility. The global economic outlook remained subdued, with persistent trade tensions disrupting international trade flows. Cross-border logistics volumes came under sustained pressure, contributing to a more challenging operating landscape for the Group. These headwinds intensified in the second half of FY2024/25.**

## Restructuring for Cost and Operational Efficiencies

The Australia business has been the single largest profit contributor for the Group. Excluding the net exceptional gain from the Australia divestment, underlying net profit for FY2024/25 declined by 40.3 per cent year-on-year to S\$24.8 million<sup>1</sup>. In the second half, SingPost recorded a net loss of S\$0.5 million. Full-year revenue was S\$813.7 million, a 7.5 per cent year-on-year decrease, primarily driven by headwinds in the International segment, which saw revenue decline by 11.2 per cent to S\$494.3 million.

In response, SingPost took decisive action to sharpen its focus on core business. Following a strategic review, the International eCommerce logistics business was reintegrated with Singapore postal and logistics operations to streamline costs and leverage core capabilities. The Group also undertook organisational restructuring, removing duplicate corporate functions.

These actions have resulted in a more efficient structure, better aligned with the current scale of operations following the Australia divestment. The benefits of these cost reductions, structural changes, and ongoing process enhancements are expected to materialise in the coming year, positioning the Group on a stronger footing.

## Singapore: Charting a Pathway for Growth

SingPost's strategy extends beyond cost management and operational tightening. Investments are being directed towards areas identified as critical for future growth.

A key competitive advantage is the efficiency of SingPost's letterbox deliveries. Approximately 70 per cent of eCommerce shipments handled are small parcels that fit directly into letterboxes — a solution that is both convenient for customers and more carbon-friendly. This strength is increasingly relevant as eCommerce continues to reshape the logistics market.



<sup>1</sup> Excludes discontinued operations i.e., SingPost Australia Investments Pty Ltd ("SPAI")

## FY2024/25 Business Overview

The surge in eCommerce has pushed sortation capacity to its limits. SingPost is currently operating at maximum eCommerce sortation capacity, and managing peak volumes remains a challenge. Over the past year, S\$30 million has been committed towards automation at the Regional eCommerce Logistics Hub. Once complete, this investment will triple small parcel throughput, enabling the facility to process up to 400,000 parcels per day.

SingPost plans to centralise all eCommerce parcel sortation by relocating small parcel processing from the SingPost Centre in Paya Lebar to the Regional eCommerce Logistics Hub in Tampines. Currently, mail and parcel processing is split between these two sites. The long-term strategy is to consolidate all mail and parcel sortation at the Tampines hub, which will improve efficiency, reduce costs, and support future growth.

These initiatives establish a clear pathway for future growth in a highly fragmented eCommerce logistics market. By leveraging its infrastructure, SingPost is positioned to act as an industry consolidator, open historically closed networks to new partnerships, and provide logistics services to other industry participants.

SingPost is firmly committed to strengthening its core customer service capabilities. In the past financial year, the Group has expanded the POPStop Agent network, and rolled out POPDrop self-service kiosks. Work is also underway to upgrade digital platforms. These initiatives broaden the range of alternative touchpoints and improve accessibility for users. Looking ahead, SingPost will continue to enhance customer support, and introduce solutions to meet evolving needs.

SingPost is also working with the Government to address challenges in the postal network, with the objective of developing a business model that ensures the long-term financial sustainability of postal services, including the Post Office Network.

## Sustainability Initiatives

Sustainability remains central to SingPost's corporate strategy. In FY2024/25, SingPost became the first logistics provider in Singapore to participate in the Queen Bee Enabled Sustainability Transition (QUEST) programme, launched in partnership with the Singapore Business Federation, Ernst & Young LLP, and OCBC Bank. QUEST equips SingPost's small- and medium-sized enterprise suppliers with practical tools and guidance on carbon reporting and decarbonisation, raising standards across the logistics network. These efforts support suppliers in meeting mandatory climate-related disclosures required for listed companies from FY2025 and for large non-listed companies by FY2027.

Within its own operations, SingPost has expanded the use of renewable energy by installing rooftop solar photovoltaic panels at SingPost Centre. This system is expected to generate approximately 1,150,000 kilowatt-hours annually, sufficient to power around 271 four-room public housing units in Singapore for a year<sup>2</sup>, and will help reduce Scope 2 carbon emissions through Renewable Energy Certificates. As SingPost Centre is a major mixed-use development with significant energy requirements, this installation marks a key step towards reducing reliance on non-renewable energy sources.

## People and Organisational Resilience

SingPost's workforce remains its greatest asset. Throughout the period of transformation, teams have actively engaged in shaping the future of the business and seizing both internal and external opportunities. The Group has worked closely with Union partners during this period of transition, and thanks to the continued trust and support from all stakeholders, SingPost is well positioned to realise its transformative potential and deliver long-term value for all stakeholders.

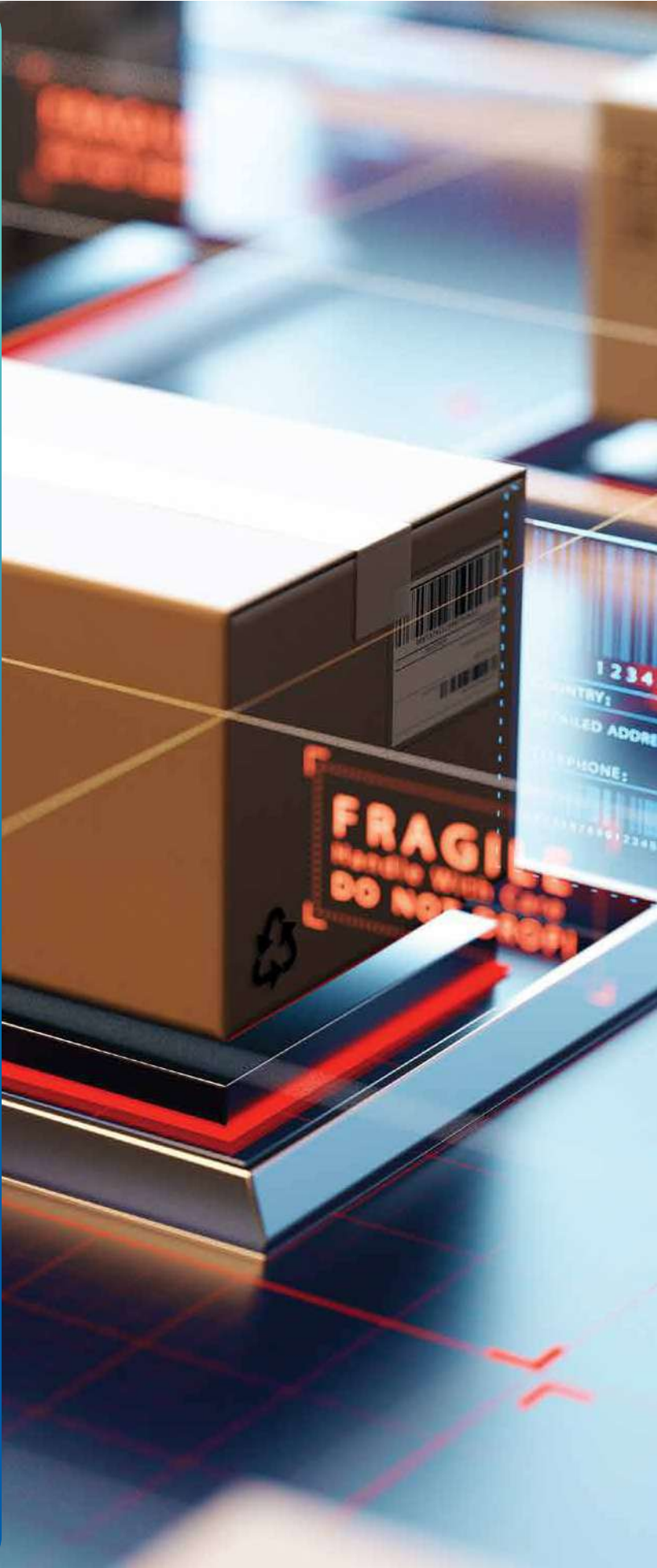


<sup>2</sup> The Singapore Energy Statistics 2023 stated that the average four-room public housing units consumed 353.3 kWh/month as at June 2023.



INTERNATIONAL  
Business Unit

# International



# INTERNATIONAL Business Unit

**In FY2024/25, the International Business unit operated amid a challenging global environment marked by currency volatility, and geopolitical uncertainties. Within the International segment, the freight forwarding business - Famous Holdings group – showed positive momentum, although the overall segment performance was more muted. For the full year, the International Business unit saw revenue decline by 11.2 per cent to S\$494.3 million, reflecting pressures from volatile market conditions.**

## Strategic Initiatives and Operational Enhancements

Throughout the year, the International Business implemented various measures to address the difficult operating environment. Measures included refining the team structure to enhance efficiency, aligning resources towards key priorities, and sharpening focus on opportunities while transitioning away from less profitable areas. Cost-saving initiatives and optimisation of the operational footprint were achieved through the rationalisation of office and warehouse locations.

Operationally, the International Business continued to invest in key areas. The opening of a new 1,403 square metre warehouse near Suvarnabhumi Airport in Thailand enhanced logistics capabilities, providing end-to-end solutions including warehousing, fulfilment, returns management, and last-mile delivery.

During the year, SingPost and Alibaba Group Holding Limited reached a mutual agreement to unwind their respective minority cross-shareholdings in Quantum Solutions International (QSI) and Shenzhen 4PX Information and Technology Co., Ltd. (4PX), in accordance with previously agreed terms. This was announced subsequent to the financial year end, in April 2025. SingPost will acquire full ownership of QSI, while Alibaba's logistics arm, Cainiao, will increase its stake in 4PX. This exercise helps SingPost's investment portfolio and supports the ongoing efforts to focus on its core strategic objectives.

## Partnership Development and Industry Engagement

The International Business also strengthened partnerships to enhance cross-border logistics capabilities. Notable collaborations included a Memorandum of Understanding with Cainiao to explore strategic collaborations aimed at fostering the long-term growth of Singapore's cargo and logistics sectors, and leverage Cainiao's advanced technology to enhance operational efficiency, and improve last-mile delivery capabilities in Singapore and beyond.

The business also tied up alliances with Lietuvos paštas (Lithuania Post) and Qazpost (Kazakhstan's national postal operator) to promote bilateral cooperation in eCommerce and logistics development, sharing of best practices, and leveraging networks to enhance service quality and support eCommerce growth between and within countries.

Throughout the year, the International Business continued to explore opportunities for growth and partnerships through targeted engagements. The company participated in knowledge exchange with the Chinese International Economic Cooperation Association (CIECA) allowed the unit to discuss current trends in digitalisation and operational efficiency within the logistics sector.





The business also continued to promote its cross-border logistics capabilities by participating in major industry events such as the China International Logistics Fair (CILF) in Shenzhen and the China-ASEAN Expo (CAEXPO) in Nanning. These platforms enabled the business to present its solutions, engage with industry stakeholders, and potential customers.

Engagement with academic institutions continued, with a visit by undergraduates and faculty from Hang Seng University in Hong Kong providing an opportunity to demonstrate operational technologies and discuss sustainability approaches in eCommerce logistics and supply chain management.



## Strategic Review and Reintegration

While these initiatives reflected an ongoing commitment to business development and growth, the broader operating environment remained challenging, and these efforts were not sufficient to offset the structural pressures facing the business unit.

In response, the Group undertook a strategic review to sharpen its focus on core business activities and streamline operations. Following this review, the International Business unit was reintegrated into the Singapore postal and logistics business to achieve business synergies and drive operational efficiencies. The cross-border business will continue as part of SingPost's product offering, leveraging the international postal network.



## AUSTRALIA

Business Unit

# Australia





## Unlocking Value

**On 27 March, SingPost announced the successful completion of the divestment of its Australian logistics business, Freight Management Holdings ("FMH")<sup>1</sup> to Pacific Equity Partners ("PEP"). The sale, valued at an enterprise value of A\$1.02 billion, marked a significant milestone in SingPost's Board-led Strategic Review, undertaken to unlock value for its shareholders.**

### **Divestment Completed: 4X Levered Return on Equity**

The transaction followed overwhelming approval at the Extraordinary General Meeting ("EGM") held on 13 March 2025, where the resolution secured shareholders' 99 per cent vote in favour. The divestment, resulting from a highly competitive bidding process, generated a gain of S\$302.1 million for the Group. This reflects a levered return on equity of approximately four times the SingPost Group's equity investment in FMH over the last four years.

### **Earnings-Accretive Transformation**

Over the years, SingPost has been strategically expanding its presence in Australia's logistics sector. In December 2020, SingPost acquired an initial 28 per cent stake in FMH and steadily increased it to 100 per cent in December 2023. In 2024, the Australia business unit was strengthened by the acquisition of Border Express and the integration of CouriersPlease, which was acquired in 2014.

This transformation has positioned FMH as a fully integrated, technology-enabled B2B2C logistics provider with a nationwide presence across Australia. Since its acquisition, FMH has been earnings accretive. Revenue has grown from A\$295.3 million in FY2020/21 to A\$667.5 million in FY2023/24, and reached A\$1,278.7 million in FY2024/25 (till completion of divestment).

Despite this strong operational performance, SingPost's share price had been in steady decline over the past four years, indicating that the market had not fully captured FMH's potential. The value of the Australia business was not adequately reflected in the Group's share price.

In July 2023, the Board initiated a strategic review of the SingPost Group's portfolio of businesses, with a view to enhancing shareholder returns and ensuring that SingPost is appropriately valued. In March 2024<sup>2</sup>, the Board outlined its strategic intentions for the businesses and in line with this, initiated a strategic review specifically for the Australia business<sup>3</sup> to formulate optionalities for the Group. Merrill Lynch Markets Australia Pty Limited ("BofA") was appointed as financial advisor to the Board.

In the course of the strategic review, SingPost received unsolicited interest in the acquisition of FMH, leading to an international competitive bid process conducted by BofA. After evaluating various options, including full and partial divestments, organic and inorganic growth strategies, the Board determined that a full divestment was the best option and a first step towards bringing forward and unlocking value for shareholders.

<sup>1</sup> SingPost divested SingPost Australia Investments Pty Ltd ("SPAI"), the company's indirect wholly-owned subsidiary which owns Freight Management Holdings Pty. Ltd. ("FMH").

<sup>2</sup> Please refer to the announcement "SingPost Strategic Review Unveils Pathways to Growth and Unlocking Shareholder Value" dated 19 March 2024.

<sup>3</sup> Please refer to the announcement "Strategic Review of Australia Business to Formulate Optionalities" dated 21 June 2024.

# AUSTRALIA

## Business Unit

### Proposed Special Dividend

The proceeds from the sale of the Australia business have been allocated to debt reduction, shareholder returns, strengthening the Group's balance sheet and funding future growth of the business.

The Board is recommending a S\$202.5 million special dividend at 9 cents per ordinary share. These dividends are subject to shareholder approval at the 33rd Annual General Meeting.

The transaction has crystallised the unrealised value of the business, bringing forward the unlocking of value and returning capital to investors.



### Australia Business Unit

Australia's gross domestic product (GDP) rose by 0.6 per cent in the December quarter of 2024 and increased by 1.3 per cent between the December quarters of 2023 and 2024. Modest growth occurred across the economy, driven by public and private spending and higher exports<sup>4</sup>. In the December quarter, the Transport, Postal and Warehousing sector grew by three per cent, benefiting from increased parcel volumes related to Black Friday sales<sup>5</sup>.

During the year under review, the Australia business recorded higher revenue and operating profit year-on-year, largely due to FMH's consolidation of Border Express following its acquisition in March 2024.

### One of Australia's Top Five Logistics Companies by Revenue

The Australia business comprises various businesses across fourth-party logistics (4PL), warehousing, technology, and transport under the FMH Group to offer customers an efficient and sustainable supply chain. These businesses operate under the FMH Group, including Border Express, acquired in March 2024, and CouriersPlease, which was successfully integrated in June 2024. Border Express is a transport and distribution services company with a strong network of 18 facilities, more than 700 vehicles, and 1,700 employees and contractors to serve over 1,800 customers across Australia. CouriersPlease is an eCommerce and parcel delivery franchise offering competitively priced final-mile parcel delivery solutions through 800-plus franchise territories and an extensive network of delivery partners.

<sup>4</sup> Australian Bureau of Statistics <https://www.abs.gov.au/media-centre/media-releases/australian-economy-grew-06-cent-december-quarter>  
<sup>5</sup> Australian Bureau of Statistics <https://www.abs.gov.au/statistics/economy/national-accounts/australian-national-accounts-national-income-expenditure-and-product/latest-release#economic-overview>





Collectively, the Australia business unit has over 3,000 employees and Franchise Partners, operating across 80 facilities and serving more than 4,900 customers nationwide. With this trajectory of growth, FMH Group is now one of the top five logistics companies by revenue in Australia.

The FMH Group's vision is to create a new logistics ecosystem, connecting people and physical assets through a ubiquitous technology platform, enabling true supply chain efficiency.

## Improving Facilities and Customer Experiences

A new depot in Cranbourne West marks a significant expansion, incorporating sustainable initiatives to boost operational capacity in the region.

During FY2024/25, the construction of a new Green Star, strategically-located facility in New South Wales for the growing eCommerce sector was completed. Similarly, FMH Group corporate employees moved into a new site at the Victorian headquarters in Moorabbin.

CouriersPlease welcomed 173 new Franchise Partners to provide delivery solutions nationwide.



## SINGAPORE Business Unit

# singapore





**During the period under review, uncertainties in the global economy, including geopolitical conflicts, trade frictions, and domestic challenges of declining mail volumes, continued to be headwinds for the Singapore business.**

## **Resilient Performance Against Challenging Environment**

Against this economic environment, SingPost registered a modest increase of 2.9 per cent in revenue to S\$326.7 million for the Singapore business unit in FY2024/25. The Singapore business unit comprises domestic postal services, including mail distribution and products and services transacted at the post offices; parcel distribution; eCommerce logistics and other value-added solutions; and property leasing, including the SingPost Centre.

Revenue of the Singapore postal and logistics business was impacted by lower contributions from services such as financial services, mailroom and warehousing, as well as lower volumes of letter mail and eCommerce packets. Although the domestic postage rate revision in October 2023 improved revenue contribution for Singapore, the domestic post office network remained unprofitable.

In Singapore, the property business recorded a strong 11.9 per cent increase in revenue to S\$86.9 million. The overall occupancy rate of SingPost Centre remained high at 98.2 per cent as of 31 March 2025 compared to 96.2 per cent a year ago. The retail mall was fully occupied compared to 99.6 per cent previously, while the office space occupancy rate improved to 97.6 per cent, up from 94.8 per cent a year ago.

## **Sharpening Focus Amidst Business Transformation for the Future**

Following a strategic review, the Group reintegrated the International eCommerce logistics business into the Singapore postal and logistics business to achieve business synergies and drive operational efficiencies.

SingPost continues to remain agile and responsive to Singapore's evolving delivery landscape, taking steps to focus on its core business while driving operational efficiencies and business synergies. Such efforts include a S\$30 million investment in a new automation system to expand processing capacity for small parcels at the Regional eCommerce Logistics Hub facility, creating a pathway for future growth. This investment will significantly expand eCommerce processing at our Regional eCommerce Logistics Hub, enabling a daily throughput of up to 400,000 small parcels (a substantial increase from the current 100,000), with new compact and modular machinery also optimising space for future growth, making the hub a key element of our enhanced operations.

To ensure long-term viability of the postal network, SingPost continues to work with the local authorities on a new operating model that will focus on optimising consumer touchpoints and transitioning some post office services to alternative channels. Additionally, the Property business continues to generate steady income and cashflows.

## **Pure-Play Logistics Enterprise**

SingPost is strategically transforming its Singapore business into a pure-play logistics enterprise. This shift aims to address changing consumer expectations while ensuring long-term resilience and competitiveness in the logistics sector, ultimately driving sustainable growth.

The Group is re-engineering its logistics network to enhance service efficiency, reliability, and sustainability. This includes improving last-mile delivery and expanding the eCommerce service network through initiatives like a growing network of POPStop agents and partnerships with island-wide retailers, such as U Stars Supermarket, alongside established local shops. Additionally, the POPDrop self-service kiosks provide convenience with instant status updates for both senders and recipients, streamlining the parcel delivery process.

At the core of these initiatives is a strong focus on cost management and operational excellence, which are vital for boosting the profitability of the Singapore postal business. The Group will continue to streamline operations and optimise resource allocations as it responds to competition and rising operating costs.

# SINGAPORE

## Business Unit

### Technology and Innovation for Enhanced Customer Experiences

Recognising the critical role of technology in logistics, SingPost is accelerating its digitalisation efforts. This aims to enhance operational efficiency and customer experience. The company leverages data analytics and AI to optimise delivery routes and predict demand patterns. This ensures a more responsive and efficient logistics network.

The Group also launched PRIVY, a secured solution for managing a customer's mail and parcels without disclosing their address, marking a focus on digitalising services that could also streamline processes and boost efficiency.

During the year, SingPost focused on improving accessibility and convenience for customers in Singapore by strategically expanding its network of service points, such as bringing its services closer to where customers live and work. For instance, SingPost piloted a first-in-Singapore initiative – utilising the country's Mass Rapid Transit (MRT) network to collect postal items in two MRT stations and bringing these items to SingPost's sorting facility near Paya Lebar MRT station daily. This postal collection service aimed to drive operational cost efficiencies and carbon emission savings.







## Connecting Communities Through Services and Stamps

On the community front, SingPost has continued monitoring the letterboxes of selected HDB blocks in the Cheng San–Seletar Constituency for several years. Through this monitoring service, if SingPost observes any anomalies in a resident's mail collection pattern, it will alert the local constituency office to initiate a wellbeing check on the resident. As SingPost has been serving the communities for generations, this act of thoughtfulness could positively impact the community.

In April 2025, SingPost and Yuhua Primary School launched a pioneering six-year programme using Singapore's stamp heritage to enrich classroom learning and connect students to national history and culture. This initiative integrates stamp appreciation across the curriculum, fostering creativity and critical thinking. Through this collaboration, which included teacher immersion at SingPost, stamps are positioned as valuable tools for interdisciplinary learning and nurturing heritage appreciation in the next generation.

SingPost is also proud to report that its Philately division received the prestigious Gold Award at the Pride in Print Awards for the beautifully created Horoscope Collectors Sheet. This accolade underscores its commitment to creative design and high-quality production in its philatelic offerings, further solidifying SingPost's position as a leader in the world of stamps and collectibles, connecting generations through memorable keepsakes.

## Sustainability and Corporate Social Responsibility

As a responsible corporate citizen, SingPost is committed to sustainability and corporate social responsibility (CSR). The Group integrates eco-friendly initiatives into its operations to reduce environmental impact and promote community wellbeing.

In 2024, SingPost completed a 995 kilowatt-peak (kWp) solar energy power system on the roof of SingPost Centre, a mixed-use development with a retail mall and office space. The rooftop solar photovoltaic panels provide renewable energy and reduce reliance on 'brown energy'.

The Group is a member of the newly launched Queen Bee Enabled Sustainability Transition (QUEST) programme, which aims to enable SingPost's local small- and medium-sized enterprise (SME) suppliers on their sustainability journey. The Group also actively participates in the Alliance for Action (AfA) to reduce packaging waste in the eCommerce sector. More importantly, SingPost continues to explore innovative solutions to reduce its environmental impact.



# PROPERTY





# LIST OF MAJOR Properties

NAME	ADDRESS	TITLE	YEARS	WITH EFFECT FROM	LAND (sqm)	BUILDING GFA (sqm)
Airmail Transit Centre	21 North Perimeter Road	Leasehold	30	25.09.00	2,890	8,862
Ang Mo Kio Central Post Office	Blk 727 Ang Mo Kio Ave 6 #01-4246	Leasehold	86	01.10.93	–	218
Bedok Central Post Office	Blk 218 Bedok North Street 1 #01-49	Leasehold	86	01.10.92	–	284
Bukit Merah Central Post Office	Blk 165 Bukit Merah Central #01-3689	Leasehold	83	01.03.96	–	232
Bukit Panjang Post Office	10 Choa Chu Kang Road	Leasehold	99	31.03.92	3,264	2,015
Clementi West Post Office	Blk 727 Clementi West Street 2 #01-286	Leasehold	85	01.11.95	–	153
Geylang Post Office	447 Geylang Road	Leasehold	99	31.03.92	449	804
Ghim Moh Estate Post Office	Blk 21 Ghim Moh Road #01-225	Leasehold	82	01.04.94	–	213
Jurong Delivery Base	2 Kian Teck Way	Leasehold	30	16.10.95	4,008	3,574
Jurong West Post Office	Blk 492 Jurong West Street 41 #01-42/44	Leasehold	91	01.01.94	–	120
Kallang Delivery Base	18 Jalan Lembah Kallang	Leasehold	30	16.09.98	2,761	6,872
Katong Post Office	373 Tanjong Katong Road	Leasehold	99	31.03.92	772	616
Killiney Road Post Office	1 Killiney Road	Leasehold	99	31.03.92	1,029	555
Lim Ah Pin Road Post Office	1 Lim Ah Pin Road	Leasehold	99	31.03.92	669	243
Loyang Delivery Base	25 Loyang Lane	Leasehold	30	16.10.95	3,519	3,225
MacPherson Post Office	70 MacPherson Road	Leasehold	99	31.03.92	1,918	315
5 Mandai Road	5 Mandai Road	Leasehold	99	31.03.92	2,124	468
Pasir Panjang Post Office	396 Pasir Panjang Road	Leasehold	99	31.03.92	1,726	318
Paya Lebar Delivery Base	755 Upper Serangoon Road	Leasehold	99	31.03.92	1,353	3,012
Serangoon Central Post Office	Blk 261 Serangoon Central Drive #01- 05/07	Leasehold	99	01.07.89	–	120
Serangoon Garden Post Office	54 Serangoon Garden Way	Leasehold	99	31.03.92	1,215	341
Siglap Post Office	10 Palm Ave	Leasehold	99	31.03.92	986	270
Simpang Bedok Post Office	350 Bedok Road	Leasehold	99	31.03.92	1,129	378
Singapore Post Centre*	10 Eunos Road 8	Leasehold	99	30.08.82	32,738	137,134
SingPost Regional eCommerce Logistics Hub	37/39 Greenwich Drive	Leasehold	30	16.11.14	32,494	51,358
160 Still Road	160 Still Road	Leasehold	99	31.03.92	506	201
Tampines Delivery Base	29 Tampines Street 92	Leasehold	30	01.01.22	5,000	12,358
Tanglin Post Office	56 Tanglin Road	Leasehold	99	31.03.92	2,643	2,678
Tanjong Pagar Post Office	Blk 1 Tanjong Pagar Plaza #01-25	Leasehold	82	01.01.94	–	151
Teban Garden Post Office	Blk 38 Teban Gardens Road #01-316/317	Leasehold	71	01.10.94	–	134
3B Toh Guan Road East	3B Toh Guan Road East	Leasehold	30	01.09.19	10,064	18,126
Towner Road Post Office	Blk 101 Towner Road #01-204/206	Leasehold	89	01.01.93	–	337
Woodlands Delivery Base	9 Woodlands Walk	Leasehold	30	16.10.95	3,040	2,393

\* Under the Memorandum of Lease for the land upon which the building sits, consent from HDB is required in the event of a sale. Such consent shall be given on such terms and conditions as HDB may in its discretion deem fit to impose and shall also should include a payment amounting to 10 per cent of the market value of the land and the costs of the building on such land.



# SUSTAINABILITY

## Overview



### Advancing Sustainability

#### Resilient, Ready and Responsible in a Shifting Global Landscape

SingPost operates within an increasingly volatile global environment for eCommerce logistics, shaped by ongoing geopolitical tensions, trade disruptions, shifting regulatory requirements, and dynamic economic conditions. Against this backdrop of uncertainty, the Group remains steadfast in advancing our sustainability strategy, placing emphasis on strengthening organisational resilience and adaptability in the face of complex and evolving challenges.

In light of the increasingly stringent global regulations regarding corporate sustainability disclosures, proactive measures have been implemented to align with the International Sustainability Standards Board (ISSB) framework. These steps reflect a commitment to transparency and responsibility in corporate sustainability practices. During the year,

we commenced phased alignment with the ISSB International Financial Reporting Standards (IFRS) S2 requirements, reflecting our commitment to transparent, robust, and forward-looking sustainability reporting. As part of this process, the Group conducted an internal review of Scope 1 and 2 emissions, laying the foundational groundwork to support external assurance in the years ahead. These efforts underscore our focus on building credibility and readiness in an era of heightened disclosure expectations.

In FY2024/25, we initiated a double materiality assessment to evaluate sustainability topics from both a financial and impact perspective while ensuring we prioritise issues most relevant to our business and stakeholders. The insights gained will serve as the basis for the development of new material topics and the refreshed sustainability targets to be disclosed in our next reporting cycle.



Sustainability Strategy

Strategic Pillars for Creating Enduring Value

At SingPost, sustainability is embedded throughout our business operations and strategic planning, underpinning our commitment to long-term value creation. It is anchored by three strategic pillars – ***Cherishing Our Planet***, ***Collaborative Partnerships***, and ***Culture of Trust*** – which guide our environmental, social, and governance (ESG) priorities across the Group. These pillars provide a clear and consistent framework for action, ensuring that our efforts are aligned with stakeholder expectations and focused on delivering meaningful and lasting impact.

Each pillar and its associated material matters are aligned with the United Nations Sustainable Development Goals (UN SDGs), reinforcing SingPost's alignment with global objectives for sustainable development. The Group actively assesses risks and opportunities within each pillar and sets measurable targets to track progress and accountability throughout our sustainability journey.

The ***Cherishing Our Planet*** pillar reflects our commitment to environmental responsibility. It focuses on climate action and resilience, resource efficiency, and responsible waste management to safeguard a liveable planet for future generations.

***Collaborative Partnerships*** represents our dedication to co-creating value with customers, suppliers, and communities. This includes advancing responsible supply chain practices, driving innovation, and enhancing service experiences that contribute to a more sustainable ecosystem.

The ***Culture of Trust*** pillar reflects our belief in people-first, values-driven progress. It prioritises employee engagement, workplace health, safety, and well-being, ethical and transparent business practices, corporate governance, and the protection of data privacy and cybersecurity across all markets where we operate.

PURPOSE	Making Every Delivery Count for People and Planet		
			
PILLARS	<div><b>Cherishing Our Planet</b> Sustaining a liveable planet for future generations</div>	<div><b>Collaborative Partnerships</b> Transforming markets and delivering value for our communities and customers for future generations</div>	<div><b>Culture of Trust</b> Caring for and doing the right things for our stakeholders</div>
MATERIAL MATTERS	<ul style="list-style-type: none"><li>Climate Action and Resilience</li><li>Resource Efficiency and Waste Management</li></ul>	<ul style="list-style-type: none"><li>Responsible Supply Chain</li><li>Product and Service Innovation</li><li>Customer Experience</li><li>Community Investment</li></ul>	<ul style="list-style-type: none"><li>Employee Engagement and Talent Practices</li><li>Health and Safety</li><li>Ethical and Transparent Business Practices</li><li>Data Privacy and Cybersecurity</li></ul>
ALIGNMENT WITH UN SDGs	<div></div>	<div></div>	<div></div>

# SUSTAINABILITY

## Overview

### Positive Impact in FY2024/25

#### Driving Sustained Progress with Purpose and Resilience

In FY2024/25, SingPost continued to embed sustainability across our business, driving progress across all three strategic pillars with initiatives that reflect our commitment to long-term resilience, operational excellence, and enduring stakeholder value.

Under ***Cherishing Our Planet***, we remained focused on our decarbonisation efforts, reinforcing our commitment to achieving net-zero (Scope 1 and 2) by 2030 in Singapore and net-zero (Scope 1, 2 and 3) globally by 2050<sup>1</sup>. Over the past year, we achieved a 37 per cent reduction in Scope 1 and 2 emissions in Singapore from our FY2018/19 baseline and a 15.7 per cent year-on-year reduction on a like-for-like basis<sup>2</sup> for our global operations. These outcomes demonstrated a meaningful progress in reducing our carbon footprint.

Among the decarbonisation initiatives are the ongoing electrification of our delivery fleet in Singapore, incorporating green fit-out features and exploring technologies in our key assets to enhance energy efficiency. The completion of rooftop solar panel installation at SingPost Centre marks a milestone in our adoption of renewable energy. To deepen our climate resilience, we conducted an ISSB-aligned physical risk analysis, enabling us to better understand climate-related risks and implement mitigation measures to safeguard operations. We have also continued to develop strategies to further leverage on the opportunities presented such as lower carbon products and services.

During the year, we also focused on promoting resource efficiency in our operations and the wider ecosystem through trialling the use of reusable tertiary packaging in our warehouse operations and offering sustainable packaging to our customers. We have also collaborated with Singapore Manufacturing Federation to co-lead the Alliance for Action (AfA) on Packaging Waste Reduction for the E-commerce Sector, which was supported by Singapore's National Environment Agency (NEA), to develop sector-specific voluntary guidelines on sustainable packaging to promote the use of sustainable packaging in the eCommerce sector. These efforts reflect our commitment to responsible consumption and reducing waste across the value chain.

Through ***Collaborative Partnerships***, we continued to strengthen stakeholder engagement and create shared value across our supply chain and service ecosystem. A notable initiative is the Queen Bee Enabled Sustainability Transition (QUEST) programme, which supports small- and medium-sized enterprises (SMEs) in developing carbon inventories and implementing decarbonisation strategies through expert-led guidance. This ecosystem-wide collaboration amplifies the impact and builds sustainability capabilities among our partners.

We also enhanced our service offerings by expanding our POPStop Agent network, offering decentralised parcel collection points that reduce emissions and optimise logistics costs while advancing customer convenience in the heartlands with lower-carbon last-mile delivery solutions. Another initiative in our customer-centric approach was PRIVY, a secure solution for mail and parcel management that strengthens confidentiality and security in the digital age. This innovation, leveraging our capabilities in digital analytics and AI-driven insights, helped to elevate operational efficiency and enhance customer experience.

In support of a ***Culture of Trust***, we remained focused on fostering a safe, inclusive, and forward-looking workplace while upholding high standards of corporate governance, which we strive to continually improve upon. A notable initiative was the introduction of a network of trained mental health first aiders in Singapore to enable early support for employees facing mental health challenges, reinforcing a culture of care and openness. We also launched the Future of Work Academy, an internal learning platform designed to equip employees with digital, leadership, and transformation skills to future-proof our workforce. These efforts aim to empower our people with the tools and capabilities to adapt, lead, and thrive in a rapidly evolving business environment. Reflecting our ongoing investment in people and workplace culture, SingPost was recognised as a Great Place to Work® Certified™ company in Australia, China, Singapore, and Taiwan<sup>3</sup>.

<sup>1</sup> This applies to Singapore and International operations. For Australia operations, this target is currently under review, in consideration of recent business changes.

<sup>2</sup> To enable like-for-like comparison of emissions from FY2023/24 to FY2024/25, this percentage reduction calculation does not include environmental data from Border Express (part of FMH Group) which is only available for FY2024/25.

<sup>3</sup> This includes employees in Singapore Post Limited, Quantum Solutions, and CouriersPlease only. Certification is valid from March 2024 to March 2025.



Moving Forward

These initiatives reflect SingPost’s steadfast commitment to sustainability, innovation, and integrity as we navigate a dynamic and complex operating environment. By aligning near-term actions with our long-term strategic ambitions, we remain confident in fostering a thriving business that delivers enduring value for all stakeholders.

As we move forward, we continue to focus on Making Every Delivery Count For People and Planet, shaping a more sustainable and resilient future for all we serve.

Full details on sustainability are available in SingPost’s Sustainability Report FY2024/25 on [www.singpost.com](http://www.singpost.com) and pages 28 to 35 of this report.

Cherishing Our Planet

Climate Action and Resilience

SingPost is taking proactive steps to ensure our business remains resilient and sustainable in the face of climate change. We aim to achieve net-zero for Scope 1 and 2 operational emissions in Singapore by 2030, and a global net-zero target for Scope 1, 2, and 3 emissions by 2050<sup>4</sup>.

Recognising the potential impacts of climate change on our business, we have conducted further climate scenario analysis to better manage the potential risks identified across our operations and develop strategies to leverage the opportunities presented. We strive to enhance our climate resilience while aligning our emission reduction strategies with the goal of limiting global warming to below 1.5°C.

TARGETS	FY2024/25 PROGRESS AND PERFORMANCE
Net-zero (Scope 1 and 2) for operational emissions in Singapore by 2030 <sup>5,6</sup>	SingPost has reduced our absolute Scope 1 and 2 Greenhouse Gas (GHG) emissions in Singapore collectively by 37 per cent from the FY2018/19 baseline level.
Net-zero (Scope 1, 2 and 3) for global emissions by 2050 <sup>1,3</sup>	<p>SingPost has developed a strategy and decarbonisation roadmap with targeted pathways to address emissions across our global operations. In FY2024/25, we achieved a 15.7 per cent year-on-year reduction in Scope 1 and 2 carbon emissions on a like-for-like basis<sup>7</sup> for our global operations.</p> <p>We continue to improve and expand our Scope 3 GHG emissions inventory so as to refine our decarbonisation strategies and engage effectively with our stakeholders.</p> <p>While our target remains net-zero emissions (Scope 1, 2, and 3) by 2050, we are actively seeking opportunities to reduce our carbon emissions sooner, wherever feasible.</p>

4 This applies to Singapore and International operations. For Australia operations, this target is currently under review, in consideration of recent business changes.

5 Net-zero is the point at which an organisation has first achieved its 1.5°C science-based target, of which a 45-50 per cent reduction in emissions by 2030 is required in the case of SingPost from the baseline of FY2018/19, followed by a removal of residual emissions (e.g. by carbon offsets). This reduction of 45-50 per cent for SingPost was derived from the Science Based Target initiative (SBTi) Absolute Contraction Approach (ACA) to ensure that targets for absolute emissions reductions are in line with global decarbonisation pathways.

6 SingPost's net-zero targets are based on a 'market-based' approach that reflects emissions from electricity generation that we have purposefully chosen, enabling us to use purchasing decisions to drive decarbonisation in our value chain.

7 To enable like-for-like comparison of emissions from FY2023/24 to FY2024/25, this percentage reduction calculation does not include environmental data from Border Express (part of FMH Group) which is only available for FY2024/25.

# SUSTAINABILITY

## Overview

### Resource Efficiency and Waste Management

SingPost is taking action to drive resource efficiency and responsible waste management to reduce our environmental impact and carbon footprint. As environmental regulations and consumer preferences are shifting towards eco-conscious practices, we are optimising our operations to reduce waste and offering sustainable packaging and low-carbon delivery options to support greener practices for our business and customers. Through these efforts, we aim to promote a circular economy towards our goal of net-zero (Scope 1, 2, and 3) by 2050<sup>8</sup>.

TARGETS	FY2024/25 PROGRESS AND PERFORMANCE
<b>Increase operational recycling rate to 30 per cent by 2025<sup>9</sup></b>	SingPost has achieved an operational recycling rate of approximately 26 per cent in FY2024/25. We are continually seeking ways to improve our processes and systems to reduce waste generation, increase recycling, and reuse, wherever possible.

### Collaborative Partnerships

#### Responsible Supply Chain

At SingPost, we integrate the evaluation of suppliers' ESG performance from the outset of the procurement process, ensuring a seamless incorporation of ethical and sustainable practices throughout our supply chain. We collaborate with our supply chain partners to foster strong ESG practices, enhancing the overall quality of our supply chain. By promoting awareness and encouraging our supply chain partners to adopt ESG principles, we strengthen the capabilities and resilience of our supply chain, meeting evolving ESG expectations and contributing to the broader sustainability of the logistics sector.

TARGETS	FY2024/25 PROGRESS AND PERFORMANCE
<b>Screen all suppliers on ESG criteria</b>	<p>At SingPost, we have expanded our ESG screening to include all on-site contractors and new suppliers<sup>10</sup> with contracts exceeding \$200,000 have been screened using ESG criteria, in accordance with the guidelines established in the Supplier Code of Conduct.</p> <p>This screening process may involve suppliers providing responses on ESG criteria or providing information of the presence and status of an ESG policy within the supplier's operations.</p>

#### Product and Service Innovation

As SingPost advances our journey as a global logistics enterprise, we are embracing digital tools as catalysts for innovation to better serve our customers. Our commitment to automation and digitalisation is not just about enhancing productivity. It is about reimagining how we deliver value and ensuring that our services are aligned with the evolving needs of our customers. Through these initiatives, we aim to create sustainable growth and generate lasting benefits for our stakeholders.

TARGETS	FY2024/25 PROGRESS AND PERFORMANCE
<b>Conduct at least one pilot innovation programme annually</b>	<p>Launched the brand new POPDrop that serves as an all-in-one machine for seamless and secured parcel drop-off service with real-time trackability, and also offers stamps, postage labels, and bill payments.</p> <p>Enhanced the SingPost Mobile App to improve functionality and user experience in managing and tracking deliveries.</p>

<sup>8</sup> This applies to Singapore and International operations. For Australia operations, this target is currently under review, in consideration of recent business changes.

<sup>9</sup> This is currently under review as part of the double materiality assessment and in consideration of recent business changes.

<sup>10</sup> This includes suppliers from Singapore and International operations.



Customer Experience

At SingPost, we are dedicated to enhancing customer experience through technology. As our business continuously evolves, we recognise the need to adapt to changing customer profiles and expectations. Our aim is to deliver a seamless, omnichannel engagement that empowers our customers with real-time visibility and convenience.

By leveraging innovative digital solutions and automation, including Generative Artificial Intelligence (GenAI), we are committed to enhancing efficiency and consistency in our customer service interactions. This approach allows our customer service agents to focus on delivering exceptional service and meeting evolving customer needs.

TARGETS	FY2024/25 PROGRESS AND PERFORMANCE
Exceed Infocomm Media Development Authority (IMDA) Postal Quality of Service (QoS) standards for Singapore as one of the essential services serving the nation	All requirements under the Postal QoS standards established by IMDA from January to December 2024 were met and the delivery of local basic letters and incoming letters received and delivered by the next working day were exceeded.
Achieving high service quality and reliability by meeting or exceeding customers' expectations and striving for continual improvement	In 2024, a total of 70 SingPost employees attained the Excellent Service Award (EXSA) including 8 Star, 21 Gold, and 41 Silver awards.

Community Investment

By leveraging our logistics and eCommerce expertise, we strive to cultivate meaningful connections that promote community cohesion, support digital inclusivity, and encourage environmentally responsible practices.

Through these efforts, we reaffirm our commitment to being a responsible corporate citizen dedicated to the holistic development of the communities we serve. Recognising the importance of mental wellbeing in fostering strong, supportive communities, our initiatives empower individuals and families by providing access to essential resources that enhance their quality of life. Furthermore, through our engagement with educational institutions, we actively connect with youths from the local schools and universities, fostering a sense of community and encouraging the next generation to participate in meaningful projects that benefit society.

We are guided by our Community Investment Framework, in our interaction with relevant communities, which is aligned with the UN SDGs, focusing on three areas: Community Resilience & Wellbeing, Digital Inclusion, and Environmental Stewardship. For more details of our community engagement activities, refer to pages 36 to 37 of this report and pages 57 to 62 of our FY2024/25 Sustainability Report.

TARGETS	FY2024/25 PROGRESS AND PERFORMANCE
Progressively develop targets as flagship programmes are identified	Partnered with the Singapore Civil Defence Force (SCDF) as the official delivery partner for their fundraising initiative, supporting the Singapore Red Cross in its 'Be Our Champion for Humanity' campaign.  Distributed care packs in the Cheng San-Seletar constituency in recognition of World Mental Health Day, demonstrating our commitment to community wellbeing and support.

# SUSTAINABILITY

## Overview

### Culture of Trust

#### Employee Engagement and Talent Practices

SingPost values our people as our greatest asset. We recognise the importance of engaging with our people, prioritising their wellbeing and investing in their development, which are essential to create a thriving workplace. We are committed to promoting diversity and inclusion, where every individual is respected and feels safe to bring their whole selves to work, regardless of background. This commitment also extends to providing equal opportunities for our employees to support their growth and contribute to a productive workforce for a sustainable business.

Learning opportunities are available to all through curated learning pathways. For more details of the training and development programmes for our employees, please refer to pages 66 to 68 of our FY2024/25 Sustainability Report.

TARGETS	FY2024/25 PROGRESS AND PERFORMANCE
<b>To achieve an employee engagement survey completion rate of 70 per cent by 2025</b>  <b>To achieve an employee engagement score above the market benchmark by 2025</b>	<p>In 2024, SingPost was recognised as a Great Place to Work® Certified™ company in the markets of Australia, China, Singapore, and Taiwan<sup>11</sup>.</p> <p>An employee pulse survey was conducted in FY2024/25 with a completion rate of 90 per cent across our Singapore and International businesses.</p>
<b>Maintain at least 30 per cent of women workforce representation in senior management (C-Suite, C-minus-1, and C-minus-2 executives) by 2025</b>	<p>SingPost has ~39 per cent women representation in senior management in FY2024/25.</p>

#### Health and Safety

SingPost is committed to positively influencing health and safety outcomes wherever we operate. As one of our core values, we prioritise the health and safety of our employees and stakeholders. We work to constantly uphold high standards of workplace health and safety through our Environment Health and Safety (EHS) Management System.

TARGETS	FY2024/25 PROGRESS AND PERFORMANCE
<b>Achieve zero major work-related injuries (including fatalities)</b>	<p>There were zero cases of fatalities and zero high consequence work-related injuries for employees across the SingPost Group. Refer to page 75 of our FY2024/25 Sustainability Report for more details.</p>
<b>Improve the year-on-year rate of recordable work-related injuries</b>	<p>The rate of work-related lost time injuries has improved for FY2024/25 to 0.83, as compared to 1.72 in FY2023/24 for employees across the Group<sup>12</sup>. Refer to page 75 of our FY2024/25 Sustainability Report for more details.</p> <p>In FY2024/25, the rate of recordable work-related injuries was 1.64 for employees across the Group<sup>12</sup>. This was an improvement from 2.22 in the last financial year. Refer to page 75 of our FY2024/25 Sustainability Report for more details.</p>

<sup>11</sup> This includes employees in Singapore Post Limited, Quantum Solutions, and CouriersPlease only. Certification is valid from March 2024 to March 2025.

<sup>12</sup> To enable a like-for-like comparison of safety performance between FY2024/25 and FY2023/24, year-on-year improvement performance does not include safety data from Border Express (part of FMH Group), which is only available for FY2024/25.



### Ethical and Transparent Business Practices

SingPost prioritises integrity and accountability, essential for building stakeholder trust and ensuring the Group's long-term success. We maintain a zero-tolerance approach towards fraud and corruption to mitigate risks related to bribery, anti-corruption, and unethical behaviour. Our core values of trust, openness, and accountability are integral to our daily operations and decision-making processes. By adhering to relevant laws and promoting an ethical culture, we are committed to continue building trust with our various stakeholders.

TARGETS	FY2024/25 PROGRESS AND PERFORMANCE
<b>Uphold zero corruption, unethical behaviour, and fraud incidents across SingPost's operations</b>	In FY2024/25, there were zero incidents of corruption and fraud and seven substantiated cases relating to unethical behaviour. These cases include the substantiated cases relating to the managers in the International Business Unit Operations who were involved in the whistleblowing report received in January 2024 and to certain key Management personnel's handling of internal investigations into certain whistleblowing reports and the renewal of a related agreement <sup>13</sup> . Appropriate actions have been taken on the matters, and operational measures were enhanced to prevent similar occurrences.
<b>Inculcate zero tolerance for bribery and corruption in all employees and business partners</b>	Anti-bribery and anti-corruption training and declarations continue to be conducted as part of the annual Employee Code of Conduct (COC) exercise for all eligible employees <sup>14</sup> .  All business partners of SingPost are made aware of SingPost's anti-bribery and anti-corruption requirements through the Supplier Code of Conduct.
<b>Provide annual training on anti-bribery and anti-corruption for 100 per cent of full-time employees</b>	Annual training on anti-bribery and anti-corruption has been conducted as part of the annual Employee COC exercise for all eligible employees <sup>14</sup> .
<b>No significant fines or non-monetary sanctions relating to non-compliance with laws and regulations</b>	There were no significant fines or non-monetary sanctions relating to non-compliance with laws and regulations in FY2024/25.

### Data Privacy and Cybersecurity

At SingPost, we foster a culture of digital innovation by embracing innovative technologies to meet the evolving needs of our customers. To ensure continued trust from our customers, we are focused on establishing robust digital defences to build resilience against potential cyber threats and upholding the highest standards of data privacy and protection, including compliance with relevant laws.

TARGETS	FY2024/25 PROGRESS AND PERFORMANCE
<b>Uphold the highest standards of data privacy protection, including compliance with relevant laws</b>	SingPost has complied with the Singapore Personal Data Protection Act (2012) and relevant data protection laws in all its operating jurisdictions.  We regularly review and enhance our personal data management policies and practices to maintain high standards. Customer data privacy issues are resolved promptly, and operational procedures are continually improved to prevent similar incidents.
<b>Establish a Cybersecurity Framework in line with industry standards</b>	SingPost aligns its policies with industry standards, including the National Institute of Standards and Technology (US NIST) Cybersecurity Framework.  In FY2024/25, we maintained the 'Advocate' tier of the Singapore Cyber Trust Mark, which was achieved in the last financial year and continued to review and enhance measures to safeguard our critical systems and processes.

<sup>13</sup> Further information on the substantiated cases of unethical behaviour pertaining to these managers and key Management personnel can be found in SingPost's announcement dated 22 December 2024, and SingPost's two announcements dated 29 December 2024.

<sup>14</sup> Eligible employees refer to all full-time and part-time employees, except those who are away on extended leave e.g. those who are on prolonged illness leave, maternity leave or no-pay leave.

# COMMUNITY Investment



**SingPost remains committed to delivering meaningful and lasting impact within our communities. Guided by our Community Investment Framework and aligned with the United Nations Sustainable Development Goals (UN SDGs), our efforts centre on three key pillars: Community Resilience and Wellbeing, Digital Inclusion, and Environmental Stewardship. Through these pillars, we strive to uplift lives, foster inclusivity, and promote environmentally conscious practices across our operating markets.**

## Promoting Community Resilience and Wellbeing

Recognising the importance of mental health in building resilient and cohesive communities, this year we also partnered with Cheng San Community Club to commemorate World Mental Health Day 2024 to promote mental wellbeing in the community. This initiative involved the distribution of over 1,500 care packages containing mental wellness brochures and essential items to households across 10 HDB blocks in the Cheng San-Seletar constituency. The initiative was supported by 61 SingPost volunteers, who collectively contributed a total of 244 hours. First introduced in 2022 as a pilot across seven blocks, the initiative was expanded in 2024 to reach an additional 15 blocks, reflecting our ongoing commitment to raising awareness and fostering mental wellbeing.

Furthering our commitment to humanitarian causes, SingPost was recognised at the Singapore Civil Defence Force (SCDF) Parade 2024 as the official delivery partner for SCDF's fundraising initiative in support of the Singapore Red Cross' 'Be Our Champion for Humanity'. This recognition affirms our continued dedication to public service and civic responsibility, reinforcing the community's trust in us to deliver, both in parcels and in purpose.



## Advancing Digital Inclusion and Lifelong Learning

As part of our Digital Inclusion pillar, SingPost hosted 207 students from Republic Polytechnic's School of Engineering as part of their Out-of-Classroom Industry Visit and Learning Journey. These students, enrolled in the Facilities Planning & Design module, had the opportunity to tour our logistics hub and explore the applications of automation and innovation within the logistics and supply chain sector. These visits serve as an extension of classroom learning, connecting academic knowledge with real-world industry practices, and helping to nurture a future-ready workforce.

We also continued to support inclusive employment through our partnership with the Autism Resource Centre (Singapore) and Pathlight School. In December 2024, we welcomed members of MINDSG Ltd., a social service agency supporting individuals with intellectual disabilities, for a learning journey at our SingPost facility in conjunction with the International Day of Persons with Disabilities. These initiatives reflect our enduring commitment to fostering a more inclusive society.



## Celebrating Heritage and Inclusivity

To honour Singapore's rich heritage and shared identity, SingPost has released a series of commemorative stamps that mark significant national milestones. These special stamp collections not only celebrate the country's history and values but also aim to strengthen community bonds and promote inclusivity. The 2024 stamp collections feature sets commemorating the 100th anniversary of the Singapore-Malaysia Causeway, one of the busiest border crossings in the world; Team Singapore at the Paris Olympics and Paralympics Games; and the reopening of Jurong Lake Gardens, Singapore's first national garden in the heartlands.

## Our Holistic Approach to Community Engagement

Across our operating markets, SingPost continues to invest in initiatives that deliver value beyond logistics. Whether through our support for community resilience and wellbeing, our promotion of digital literacy, or environmental stewardship, we remain steadfast in our role as a responsible corporate citizen. Combining our core capabilities with a deep sense of purpose, SingPost is proud to contribute to the holistic development and resilience of our communities.





# INVESTOR Relations

Timely disclosures and open communication with shareholders are vital to us, as we believe in maintaining corporate transparency. Our commitment lies in fostering an effective engagement with the investment community, ensuring that they remain informed about the Group's latest developments.

Through our engagements with the investment community, investors are updated on business strategies, sustainability initiatives, financial performance, and material corporate developments. Feedback is sought to understand investors' viewpoints. By maintaining this open communication to provide the investment community with accurate, fair, and timely information, we foster strong relationships with the investment community and build trust in SingPost.

More than 180 engagements with local and overseas investors were conducted in FY2024/25. These engagements included face-to-face meetings and conference calls. We participated in webinars and forums for retail investors in Singapore and Malaysia, as well as pre-AGM and EGM meetings organised with the Securities Investors Association Singapore ("SIAS") to engage retail investors in active dialogue for views and feedback.

We actively build and maintain strong relationships with equity and credit research analysts who are essential in communicating key messages to the investment community, media, and the public. Analysts' briefings are conducted following the release of half-year and full-year financial results, and these sessions are webcast live and made available to the wider investment community

on a timely basis through our corporate website in the spirit of fair disclosure and to ensure wider reach. Investors may access an audio webcast or playback and the transcript of each results briefing on SingPost's website as soon as practicable. Briefings are also held for quarterly business updates and other significant corporate developments.

To ensure that stakeholders, investors, and the general public have access to current and accurate information about SingPost's financial performance, corporate governance, and business developments, the investor relations section of SingPost's website is regularly updated. This dedicated section serves as a centralised hub for crucial disclosures and reports as well as other essential information that promotes transparency and facilitates informed decision-making. The section contains all SGXNet announcements, periodic financial statements, annual and sustainability reports, investor presentations and AGM-related materials, including minutes of the AGM and full voting results.

Shareholders and potential investors may contact the Investor Relations team directly with any queries at **[investor@singpost.com](mailto:investor@singpost.com)**, which is posted on SingPost's website. In addition, they may sign up for an email alert service to be updated with key announcements.

SingPost's continued ranking in the top 10 of The Singapore Governance and Transparency Index 2024 reflects its progress in corporate governance and sustainability, and reaffirms its commitment to maintaining high standards in these areas.

# CONTACT Points

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**Audit Partner**

Yang Chi Chih

Appointed with effect from financial year ended 31 March 2023



# GROUP Financials

## Income Statement

### Revenue (\$M)<sup>(1)</sup> S\$813.7m



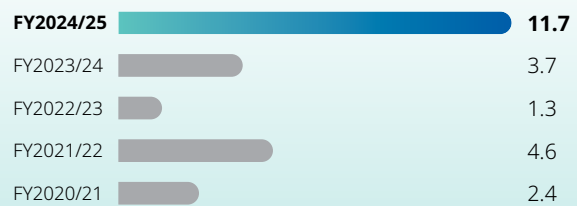
### Operating Cash Flow (\$M) S\$77.8m



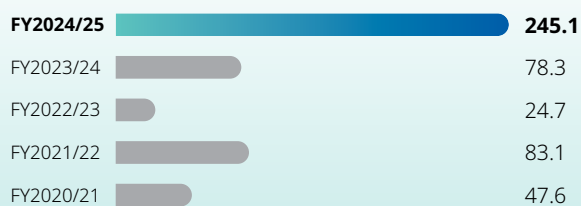
### Operating Profit (\$M)<sup>(1)</sup> S\$44.3m



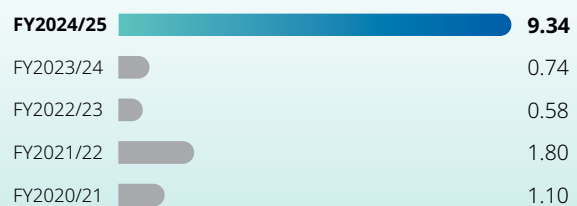
### Return on Average Capital (%) 11.7%



### Net Profit (\$M)<sup>(2)</sup> S\$245.1m



### Dividend Per Share (cents) 9.34cents



### Underlying Net Profit (\$M)<sup>(3)</sup> S\$24.8m



(1) For financial years ended 31 March 2025 and 2024, the consolidated income statement of the Group is presented as "Continuing Operations", which excludes SingPost Australia Investments Pty Ltd ("SPAI") and its subsidiaries (as defined in the announcement dated 2 December 2024). Discontinued operations arise from SPAI and its subsidiaries ("SPAI Group").

(2) Net profit is defined as profit attributable to equity holders of the Company.

(3) Underlying net profit is defined as net profit before exceptional items, net of tax.

# GROUP FIVE-YEAR FINANCIAL SUMMARY

	Financial Year ended 31 March				
	2025	2024	2023	2022	2021
<b>Income Statement (\$\$ million)</b>					
Revenue <sup>(1)</sup>	<b>813.7</b>	879.2	1,872.3	1,665.6	1,404.7
Operating profit <sup>(1)</sup>	<b>44.3</b>	33.9	93.2	112.1	79.3
EBITDA <sup>(1) (2)</sup>	<b>304.9</b>	113.3	168.1	193.2	136.6
Net profit <sup>(3)</sup>	<b>245.1</b>	78.3	24.7	83.1	47.6
Exceptional items, net of tax (income / (loss)) <sup>(1) (4)</sup>	<b>222.2</b>	37.7	(7.7)	1.9	(12.5)
Underlying net profit <sup>(5)</sup>	<b>24.8</b>	41.5	32.4	81.3	60.1
<b>Balance Sheet (\$\$ million)</b>					
Total assets	<b>2,390.4</b>	3,135.9	2,837.8	2,679.4	2,721.8
Ordinary shareholders' equity	<b>1,318.8</b>	1,131.9	1,130.2	1,307.4	1,276.8
Total shareholders' equity	<b>1,607.5</b>	1,421.0	1,374.3	1,142.1	1,671.4
Cash and cash equivalents	<b>696.4</b>	476.7	495.7	280.4	501.2
Net (cash) / debt	<b>(346.9)</b>	350.4	128.7	236.6	(178.9)
Perpetual securities	<b>251.5</b>	251.5	251.5	–	346.8
Net (cash) / debt plus perpetual securities <sup>(6)</sup>	<b>(95.4)</b>	601.9	380.2	236.6	167.9
<b>Cash Flow (\$\$ million)</b>					
Net cash inflow from operating activities	<b>77.8</b>	93.4	115.7	89.5	215.4
Capital expenditure (cash)	<b>51.1</b>	55.2	28.4	24.3	21.9
Free cash flow <sup>(7)</sup>	<b>26.7</b>	38.2	87.3	65.3	193.6
<b>Key Ratios</b>					
EBITDA margin (%) <sup>(1)</sup>	<b>37.5</b>	12.9	9.0	11.6	9.7
Net profit margin (%) <sup>(1)</sup>	<b>30.1</b>	8.9	1.3	5.0	3.4
Return on average invested capital (%)	<b>11.7</b>	3.7	1.3	4.6	2.4
Return on average ordinary shareholders' equity (%)	<b>20.0</b>	6.9	2.0	6.4	3.8
Net debt to ordinary shareholders' equity (%)	<b>(26.3)</b>	31.0	11.4	18.1	N.M. <sup>(8)</sup>
Net debt / (cash) plus perpetual securities to total shareholders' equity (%) <sup>(6)</sup>	<b>(5.9)</b>	42.4	27.7	20.7	10.0
EBITDA to finance expense (number of times) <sup>(1)</sup>	<b>11.3</b>	4.9	8.6	13.1	12.4
<b>Per Share Information (\$ cents)</b>					
Earnings per share – basic	<b>10.4</b>	3.0	0.6	3.1	1.5
Earnings per share – underlying net profit <sup>(5)</sup>	<b>0.6</b>	1.4	1.0	3.0	2.0
Net assets per share	<b>69.8</b>	61.5	61.4	58.1	72.2
Dividend per share – ordinary	<b>0.34</b>	0.74	0.58	1.80	1.10
Dividend per share – special	<b>9.00</b>	N.A.	N.A.	N.A.	N.A.

## Notes:

- (1) For financial years ended 31 March 2025 and 2024, the consolidated income statement of the Group is presented as "Continuing Operations", which excludes SingPost Australia Investments Pty Ltd ("SPAI") and its subsidiaries (as defined in the announcement dated 2 December 2024). Discontinued operations arise from SPAI and its subsidiaries ("SPAI Group").
- (2) EBITDA is defined as profit before tax, adding back interest and depreciation and amortisation expenses.
- (3) Net profit is defined as profit attributable to equity holders of the Company.
- (4) Exceptional items comprised one-off items such as asset impairment, fair value changes on investment properties, fair value gain upon gaining control of an investment, gains or losses on sale of investments and property, plant and equipment, M&A related expenses and others.
- (5) Underlying net profit is defined as net profit before exceptional items, net of tax. Earnings per share – underlying net profit has been re-presented to exclude the underlying net profit attributable to perpetual securities holders of the Company.
- (6) Net debt / (cash) plus perpetual securities and its ratio to ordinary shareholders' equity are presented for comparative purposes.
- (7) Free cash flow refers to net cash inflow from operating activities less cash capital expenditure.
- (8) N.M. not meaningful

N.A. not applicable

# FINANCIAL REVIEW AND OUTLOOK

GROUP	Financial Year ended		Change
	31-Mar		
	2025	2024	
	S\$'000	S\$'000	
Revenue	813,704	879,212	(7.5)
Operating profit	44,335	33,896	30.8
Share of profit/(losses) of associate companies and a joint venture	519	(1,543)	N.M.
Profit after tax from continuing operations	230,250	45,416	@
Exceptional items, net of tax <sup>(1)</sup>	222,160	37,668	@
Net profit attributable to equity holder	245,141	78,333	212.9
Underlying net profit <sup>(2)</sup>	24,757	41,500	(40.3)
Basic earning per share (S cents)	10.41	3.00	247.0
Underlying earnings per share (S cents) <sup>(2)</sup>	0.62	1.36	(54.6)

(1) Exceptional items comprised one-off items such as asset impairment, fair value changes on investment properties, fair value loss on put option redemption liability, gains or losses on sale of subsidiaries and property, plant and equipment, M&A related expenses and others.

(2) Underlying net profit is defined as net profit before exceptional items, net of tax. Underlying earnings per share has been re-presented to exclude the underlying net profit attributable to perpetual securities holders of the Company.

N.M. Not meaningful

@ Denotes variance more than 300%

Effective from 1 April 2024, the Group revised its segmental reporting structure to reflect the reorganisation of the Group into the business segments of Singapore, International and Australia.

The Group deconsolidated the Australia business under SingPost Australia Investments Pty Ltd and its subsidiaries ("SPAI Group") on completion of the divestment on 27 March 2025.

For the year ended 31 March 2025, the consolidated income statement of the Group presented as "Continuing Operations" excludes SPAI Group. Profit from SPAI Group for the year prior to deconsolidation is presented as a single line item in the income statement – "Discontinued Operations". Comparative figures have been restated to the current year segment presentation.



# FINANCIAL REVIEW AND OUTLOOK

	Financial Year ended		
	31-Mar		
	2025	2024	Variance
	S\$'000	S\$'000	%
		(Restated)	
<b>REVENUE</b>			
Singapore	326,695	317,420	2.9
– Singapore business	259,305	258,708	0.2
– Property business	86,933	77,680	11.9
– Intra-segment eliminations <sup>1</sup>	(19,543)	(18,968)	3.0
International	494,323	556,426	(11.2)
– International business	202,776	300,545	(32.5)
– Freight forwarding business	296,388	263,100	12.7
– Intra-segment eliminations <sup>1</sup>	(4,841)	(7,219)	(32.9)
Australia	12,528	22,235	(43.7)
Inter-segment eliminations <sup>1</sup>	(19,842)	(16,869)	17.6
Total revenue	813,704	879,212	(7.5)
<b>OPERATING PROFIT</b>			
Singapore	54,910	44,123	24.4
– Singapore business	6,474	1,895	241.6
– Property business	48,436	42,228	14.7
International	19,342	23,473	(17.6)
– International business	(1,083)	2,410	N.M.
– Freight forwarding business	20,425	21,063	(3.0)
Australia	(1,753)	(1,728)	1.4
Corporate <sup>2</sup>	(28,164)	(31,972)	(11.9)
Total operating profit	44,335	33,896	30.8

1 Intra-segment and inter-segment eliminations relate to the elimination of intra-segment and inter-segment billings for internal services to better reflect the profitability of each business segment.

2 Corporate refers to unallocated corporate overhead items.

# FINANCIAL REVIEW AND OUTLOOK

## Group Revenue

Group revenue was lower by 7.5% at S\$813.7 million, compared to S\$879.2 million for the previous year. This was attributed to the decline in revenues from the International cross-border and QS Australia businesses, which offset the improved revenues in the Singapore postal & logistics, Property and freight forwarding businesses.

## Group Operating Profit

Group operating profit rose by 30.8% YoY to S\$44.3 million from S\$33.9 million. Higher profit from Singapore postal and logistics, and Property businesses offset the losses in the International cross-border and QS Australia businesses, and lower freight forwarding profit.

More details are provided below.

## Singapore

Singapore segment consists of 1) Singapore postal and logistics business, and 2) property leasing business comprising mainly SingPost Centre.

### 1. Singapore postal and logistics business

Revenue increased by 0.2% at S\$259.3 million compared to S\$258.7 million previously. Higher delivery revenues for the year, largely due to the benefit of the October 2023 postage rate increase, offset the decline in revenues from other services namely mailroom, warehousing and financial services.

Operating profit amounted to S\$6.5 million for the year, an increase of 241.6% Year-on-Year from S\$1.9 million as improved profit from the delivery business for the year offset losses in the post office network and other services.

With the divestment of the Australia business and the reintegration of the International business into the Singapore postal and logistics business, the unallocated business corporate overheads will be allocated to the integrated business.

### 2. Property leasing business

Property revenue for the year was higher, up by 11.9% Year-on-Year at S\$86.9 million, compared to S\$77.7 million previously, while operating profit grew by 14.7% to S\$48.4 million from S\$42.2 million previously.

The improved revenue and profit performance was due to higher rental income from SingPost Centre. Overall occupancy rate of SingPost Centre remained high at 98.2% as at 31 March 2025 compared to 96.2% as at 31 March 2024. The retail mall was fully occupied compared to 99.6% previously, while the office space occupancy rate improved to 97.6% compared to 94.8% previously.

# FINANCIAL REVIEW AND OUTLOOK

## International

International segment consists of 1) International cross-border delivery business and warehousing services, and 2) freight forwarding business.

### 1. International cross-border business

The International cross-border business faces significant challenges in its sub-scale operation, competitive operating environment, currency volatility, fluctuations in air conveyance costs and geopolitical tensions. During the year, cross-border eCommerce logistics volumes continued to contract, declining by 33.6% Year-on-Year.

For the year, the International cross-border business recorded a 32.5% Year-on-Year decline in revenue to S\$202.8 million from S\$300.5 million, and an operating loss of S\$1.1million compared to an operating profit of S\$2.4 million previously.

### 2. Freight forwarding business

Full year revenue was higher at S\$296.4 million, an increase of 12.7% Year-on-Year from S\$263.1 million as a result of the higher sea freight rates. Operating profit however was lower by 3.0% Year-on-Year at S\$20.4 million, compared to S\$21.1 million in the previous year on margin compression.

## Australia

Following the sale of SPAI Group, the Australia segment currently comprises the logistics operations of QS Australia. During the year, the Group streamlined QS Australia's business and ceased the QS New Zealand operation. This, along with the strong Singapore dollar vis a vis the Australian dollar, resulted in lower revenue and operating profit for the year.

Revenue fell by 43.7% Year-on-Year to S\$12.5 million from S\$22.2 million while operating loss amounted to S\$1.8 million compared to a loss of S\$1.7 million previously.

## Corporate

Corporate, which refers largely to unallocated corporate overhead items, declined by 11.9% Year-on-Year to S\$28.2 million from S\$32.0 million for the full year. The decrease was largely due to the reversal of share option expenses arising from cancellation of share option grants, and lower costs at the corporate functions.

## Operating Expenses

The Group recorded lower operating expenses for the year, largely due to reduced international business volumes and cost management measures. For the year, the drop was 9.0% Year-on-Year to S\$772.2 million from S\$848.4 million. The declines were in the categories of volume-related, labour and related, depreciation and amortisation, and selling related expenses.

Labour and related expenses fell by 4.0% to S\$240.9 million from S\$251.0 million. The decline was largely due to reduced contract labour costs, reversal of share option expenses arising from cancellation of share option grants, as well as contribution received from the Singapore government's wage credit scheme.

Volume-related expenses, which include conveyance costs and outpayments for international postal terminal dues, were down by 14.7% Year-on-Year to S\$378.9 million from S\$444.4 million. This was largely attributed to the declines in cross-border volumes and air freight rates in the international crossborder business, which offset higher conveyance charges arising from the increase in sea freight rates in the freight forwarding business.



# FINANCIAL REVIEW AND OUTLOOK

Administrative and other expenses rose by 9.4% Year-on-Year to S\$110.8 million from S\$101.3 million for the full year. This was largely due to increases in professional fees, repairs and maintenance costs, and other general administrative expenses. Depreciation and amortisation expenses decreased by 12.6% to S\$37.8 million from S\$43.3 million for the year.

Selling-related expenses declined by 49.1% to S\$3.5 million from S\$7.0 million for the year, due to reduced promotion and marketing activities and compensation received from delivery partners for non-deliveries.

Impairment loss was lower at S\$0.3 million compared to S\$1.5 million in the previous year.

## Share of Profit of Associated Companies

Improved performance at the Group's associated companies contributed to a higher share of profit of associated companies of S\$0.5 million for the year compared to a share of loss of S\$1.5 million previously.

## Exceptional Items

Exceptional gain amounted S\$222.2 million for the year, compared to S\$37.7 million in the previous year. The exceptional gain largely arose from the gain on disposal of SPAI Group amounting to S\$302.1 million and fair value gain on SingPost Centre of S\$15.2 million, partially offset by goodwill impairment on subsidiaries of S\$77.9 million and restructuring expenses.

## Investment Income (net)

Net investment income was lower by 32.4% Year-on-Year at S\$6.3 million compared to S\$9.3 million previously. The declines were largely due to foreign exchange loss and lower interest income.

## Finance Expenses

Finance expenses rose by 16.2% Year-on-Year to S\$26.9 million from S\$23.1 million for the year. Interest expenses had increased on additional borrowings for the acquisition of the remaining stake in Freight Management Holdings ("FMH").

Following the sale of SPAI Group on 27 March 2025, the Group has repaid all Australian-dollar denominated borrowings.

## Income Tax Expense

Income tax expense rose by 50.3% Year-on-Year to S\$16.1 million from S\$10.7 million, due to the Group's higher tax provisions.

## Discontinued Operations

After tax profit on discontinued operations amounted to S\$14.8 million compared to S\$36.1 million previously. The lower profit for the year were largely attributed to higher interest costs on increased borrowings undertaken for the acquisition of Border Express.

# FINANCIAL REVIEW AND OUTLOOK

## Net Profit

Reflecting the Group's efforts to unlock value for shareholders, net profit rose to S\$245.1 million, underpinned by the successful divestment of SPAI Group.

Full year underlying net profit declined by 40.3% Year-on-Year to S\$24.8 million from S\$41.5 million in the previous year, primarily due to the softer performance.

	Financial Year ended		
	31-Mar		
	2025	2024	Change
CASH FLOW	S\$'000	S\$'000	%
Net cash inflow from operating activities	77,759	93,388	(16.7)
Net cash provided by/(used in) investing activities	538,117	(145,907)	N.M.
Net cash (used in)/provided by financing activities	(396,194)	33,561	N.M.
Net increase/(decrease) in cash and cash equivalents	219,682	(18,958)	N.M.
Cash and cash equivalents at beginning of year	476,738	495,696	(3.8)
Cash and cash equivalents at end of year	696,420	476,738	46.1
Free cash flow	128,847	148,598	(13.3)
Cash capital expenditure as a percentage of revenue	6.3%	6.3%	
Additions to property, plant and equipment	51,088	55,210	(7.5)

## Cash Flow

Operating cash flow before working capital changes was S\$181.7 million for the year, compared to S\$159.2 million in the previous year. Changes in net working capital of S\$95.0 million were largely due to movements in trade and other payables. Net cash flow from operating activities was lower at S\$77.8 million compared to S\$93.4 million previously.

Net cash from investing activities was S\$538.1 million, compared to net cash used of S\$145.9 million previously. The increase was largely due to proceeds from the sale of SPAI Group, interest income, as well as proceeds from the disposal of property, plant and equipment and an associated company, which offset payments of deferred and contingent considerations for the acquisition of Border Express and additions to property, plant and equipment.

Net cash used in financing activities amounted to S\$396.2 million, compared to net cash from financing activities of S\$33.6 million last year. The increase was mainly due to repayments of Australian-dollar denominated borrowings, interest payments, repayment of principal portion of lease liabilities, dividend to shareholders, distribution to perpetual securities holders and the acquisition of additional interest in FMH during the year.

Consequently, cash and cash equivalents grew by S\$219.7 million to S\$696.4 million as at 31 March 2025 from S\$476.7 million as at 31 March 2024.

# FINANCIAL REVIEW AND OUTLOOK

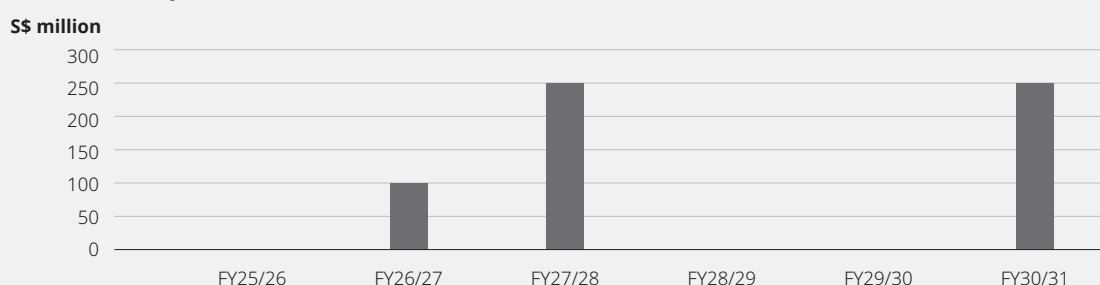
## CAPITAL MANAGEMENT

The Group remains committed to an optimal capital structure and regularly reviews its capital structure to balance capital efficiency and financial flexibility. The Group issued S\$250 million of perpetual securities in April 2022, as part of its exercise to restructure its debt and equity profile, so as to manage overall financing costs and optimise the balance sheet for the financing of future growth and investments. As the Group invests further for long-term growth, it regularly reviews its assets for strategic fit and financial returns considerations, as well as opportunities to unlock value.

	Financial Year ended		
	31-Mar		
	2025	2024	Change
	S\$'000	S\$'000	%
<b>GROUP DEBT AND PERPETUAL SECURITIES</b>			
Total debt	349,559	827,133	(57.7)
Cash	696,420	476,738	46.1
Net cash/(debt)	346,861	(350,395)	N.M.
Total shareholders' equity	1,607,478	1,420,965	13.1
Perpetual securities	251,504	251,534	(0.0)
Net debt plus perpetual securities to total shreholders' equity (%)*	5.9%	-42.4%	
EBITDA to finance expenses (number of times)	11.3	4.9	

Total borrowings were lower at S\$349.6 million from S\$827.1 million with the repayment of all Australian-dollar denominated borrowings following the sale of SPAI Group.

### Debt Maturity Profile as at 31 March 2025



	Financial Year ended 31-Mar
	Cents per share
<b>DIVIDEND</b>	
Interim dividend	0.34
Proposed special dividend*	9.00
<b>Total dividends paid and proposed in relation to FY2024/25</b>	<b>9.34</b>



# FINANCIAL REVIEW AND OUTLOOK

## OUTLOOK

The global economic outlook remains clouded by ongoing trade tensions following the imposition of U.S. tariffs and retaliatory measures by key trading partners. These developments have disrupted international trade flows, created greater volatility in supply chains and weakened global economic forecasts. In the logistics sector, the impact has been particularly pronounced. Cross-border logistics volumes have come under pressure. This, along with geo-political tension, has led to a more uncertain and challenging operating environment. These challenging conditions intensified in the second half of FY24/25 and are expected to persist into the coming financial year (FY25/26).

After the divestment of the Australia business, the Group has taken steps to sharpen its focus on its core business including streamlining its operations to right size the cost base. Following the review of the International cross-border business by the Board, it has been reintegrated into the Singapore postal and logistics business to achieve business synergies and drive operational efficiencies. The cross-border business will continue to be part of SingPost's product offering, leveraging the international postal network.

Efforts are also underway to strengthen the Singapore postal and logistics operations for greater efficiency, with a S\$30 million investment in a new automation system to expand processing capacity for small parcels at the Regional eCommerce Logistics Hub facility, creating a pathway for future growth. SingPost remains engaged with the Singapore Government on the future operating model that will place the postal service on a profitable and sustainable footing.

The Property business continues to generate steady income and cashflows.

The Group remains committed to disciplined capital management, safeguarding cash flow, and exercising cost prudence to preserve financial strength. The Group also continues to explore opportunities to progressively divest and unlock the value of non-core businesses and assets.

# CORPORATE GOVERNANCE REPORT

## INTRODUCTION

Corporate governance remains a journey and a continual work in progress in SingPost as we strive to improve our corporate governance. The Company recognises that a good corporate governance framework is essential in protecting its shareholders' interests by delivering good corporate performance, underpinned by sustainable benefits for the economy, the environment and society. Both the Board and Management of the Company are committed to achieving the highest standards of corporate governance and promoting effective stewardship in its practices and governance oversight. As regards the events surrounding certain whistleblowing reports and the termination of employment of certain key Management personnel which occurred during the financial year ended 31 March 2025, the Board reiterates that throughout the investigation and disciplinary process leading up to the terminations, its objective had been to act in the best interests of the Company and its shareholders by upholding a high level of governance, and the Board believes that its leadership succession plans will serve to address the effects of any disruption which may be caused by such events. See also the "Succession Planning and Nomination Process" and "Whistleblowing Policy" sections of this report.

This report outlines the Company's corporate governance practices for the financial year ended 31 March 2025 with specific reference to the principles and provisions of the Code of Corporate Governance 2018 (2018 Code). For the financial year ended 31 March 2025, the Company has complied with all the principles of the 2018 Code and substantially all the provisions set out thereunder. Variations in practice from any provision of the 2018 Code are explained in this report. A summary of the Company's compliance with the 2018 Code is also provided on page 82.

## BOARD MATTERS

### Principle 1: The Board's Conduct of Affairs

#### Role of the Board

The principal role of the Board is to set the Company's vision and purpose, and to regularly review its strategic direction, which includes appropriate focus on value creation, innovation and sustainability. The Board's key functions include:

- ensuring the necessary resources are in place for the Company to meet its strategic objectives as well as overseeing the corporate governance of the Company and Management's control and accountability framework;
- setting the tone for the Company to ensure that its affairs are conducted with the highest standards of probity and in compliance with applicable laws and regulations;
- providing entrepreneurial leadership and guidance to Management on the Company's overall strategy, constructively challenging Management and reviewing Management's performance;
- overseeing the Company's overall performance objectives, key operational initiatives and corporate governance practices;
- approving financial plans, annual budgets, major funding proposals, and major investment and divestment proposals;
- establishing and maintaining a sound risk management framework to monitor and manage risks, and to achieve an appropriate balance between risks and the Company's performance;
- instilling an ethical corporate culture and ensuring that the Company's values, standards, policies and practices are consistent with its culture as well as to ensure transparency and accountability to key stakeholder groups;
- approving the financial results for release to the Singapore Exchange (SGX), the appointment of Directors and key Management personnel, and changes in the composition and terms of reference of Board Committees; and
- overseeing the Group's sustainability and climate-related strategies, including the Group's material environmental, social and governance (ESG) commitments.

In carrying out its duties, the Board is ultimately accountable to shareholders for the performance of the Company.

The role of the Board, as described above, is clearly defined in a document adopted by the Board titled Success Profiles and Role Profiles for an Effective Board.

# CORPORATE GOVERNANCE REPORT

This is complemented by the Schedule of Matters Reserved for the Board's Decision which sets out a comprehensive list of matters which require Board approval. Matters requiring Board approval are clearly communicated to Management in writing and include the following:

- setting and reviewing financial targets;
- entering new business sectors and geographies;
- annual business plan and budget;
- changes to share capital structure, corporate structure, operational structure;
- results, dividend policy and dividend payout;
- significant change in accounting policies;
- major capital projects and contracts not in the ordinary course of business;
- SGXNet announcements;
- appointments to Board and Board Committees;
- approval of terms of reference of Board Committees and changes thereto;
- appointment, remuneration and removal of senior Management including the Group Chief Executive Officer (Group CEO);
- succession planning for the Board and Management;
- appointment and removal of the Company Secretary; and
- delegation of authority.

Additionally, to optimise operational efficiencies, financial authorisation and approval limits have been established and are reviewed periodically for operating and capital expenditure and the procurement of goods and services. The Board approves transactions exceeding certain threshold amounts while delegating authority to Management for transactions below those limits.

Under the Code of Business Conduct and Ethics, Directors must avoid any actual or potential conflicts of interest with the Company, including (as far as possible) situations which could result in an appearance of impropriety. Where a Director's personal or business interest or relationship interferes, or even appears to interfere, in any way with the interests of the Company, such Director must promptly disclose such interest at a meeting of the Directors or by sending a written notice to the Company Secretary containing details on the nature, character and extent of the conflict of the interest and recuse himself/herself from participating in any discussion and decision on the matter, at all levels within the Group including, but not limited to, the Company's subsidiaries and any committees and sub-committees that are involved in the proposed transaction in which the Director has an interest or in respect of which the Director is conflicted.

## Board Committees

The Board without abdication of responsibility has delegated authority to the following six Board Committees to assist the Board in discharging its responsibilities:

- Audit Committee (AC);
- Board Risk and Technology Committee (BRTC);
- Board Sustainability Committee (BSC);
- Compensation Committee (CC);
- Finance and Investment Committee (FIC); and
- Nominations and Corporate Governance Committee (NCGC).

Each Board Committee has written terms of reference which clearly set out the composition, authority and duties delegated by the Board to make decisions (including reporting back to the Board). The terms of reference are reviewed from time to time to ensure relevance. Any changes to the terms of reference for any Board Committee require Board approval. To ensure clarity of roles, the role of each Board Committee chairman is also documented in the Success Profiles and Role Profiles for an Effective Board.

The terms of reference of each Board Committee are available on the Company's corporate website at <https://www.singpost.com/about-us/corporate-information/corporate-governance>.



# CORPORATE GOVERNANCE REPORT

The appointment of Board Committee members is carried out carefully to ensure that the Board Committees comprise Directors with the appropriate qualifications and skills, to maximise the effectiveness of the relevant Board Committee. A Board Composition Matrix is used to assess whether the core competencies, skills and experiences of a potential candidate complements those of the existing Directors to ensure that as a group, the Board Committees will have the appropriate balance and diversity to support the long-term success of the Company. Board Committee appointments require the approval of the Board.

## **Audit Committee**

The AC comprises five members, all of whom (including the chairman) are non-executive independent Directors. The members of the AC are Mrs Fang Ai Lian (chairman), Mr Bob Tan Beng Hai, Ms Chu Swee Yeok, Mr Gan Chee Yen and Mr Chng Lay Chew<sup>1</sup>. All members of the AC have recent and relevant accounting or related financial management expertise or experience.

The AC assists the Board in fulfilling its oversight responsibilities on internal controls, financial reporting, compliance and risk management. During the financial year, the activities carried out by the AC included the following:

- (a) review and reporting to the Board on the adequacy and effectiveness of the Group's internal controls, including financial, operational, compliance and information technology (IT) controls, and risk management systems;
- (b) review of the assurance from the Group CEO and Group Chief Financial Officer (Group CFO) on the financial records and financial statements;
- (c) oversight and monitoring of whistleblowing (including oversight and monitoring of the whistleblowing reports received by the Company in early 2024 which alleged that there were manual data entries of certain delivery status codes without basis or supporting documentation relating to the Group's non-regulated international e-commerce logistics parcels business (details of these were disclosed in the Company's announcements dated 22 and 29 December 2024)), including review of the policies and arrangements by which staff and any other persons may, in confidence, raise concerns about possible improprieties in financial reporting or other matters, and for which such matters may be independently investigated and appropriately followed up on;
- (d) review of the half-year and annual financial statements, voluntary interim business updates for the first and third quarters of the financial year, announcements relating to the Group's financial performance, and the significant financial reporting issues and judgments to ensure the integrity of the financial statements;
- (e) review of the scope, plans and results of the internal auditors and considering the effectiveness of the responses and actions taken by Management on the auditor's recommendations and observations;
- (f) review of the adequacy, effectiveness and independence of the external audit and internal audit functions;
- (g) recommendation to the Board on the proposals to the shareholders on the re-appointment of the external auditor, and approval of the remuneration and terms of engagement of the external auditor, taking into consideration the performance of the external auditor against industry and regulatory standards, which included review of the following:
  - (i) the performance, objectivity and independence of the external auditor taking into consideration the Audit Quality Indicators Disclosure Framework published by the Accounting and Corporate Regulatory Authority (ACRA);
  - (ii) the scope of audit plans and areas of focus, including the effectiveness of the responses and actions taken by Management on the external auditor's recommendations and observations;
  - (iii) the nature and extent of the non-audit services provided by the external auditor; and
- (h) review of "interested persons transactions" as defined in Chapter 9 of the Listing Manual of the SGX and approval of those transactions requiring the AC's approval as specified in any Shareholders Mandate established for this purpose.

<sup>1</sup> Mr Chng Lay Chew was appointed as a member of each of the AC, BRTC and BSC with effect from 25 April 2025.

# CORPORATE GOVERNANCE REPORT

## ***Board Risk and Technology Committee***

The BRTC comprises four members, all of whom (including the chairman) are non-executive independent Directors. The members of the BRTC are Ms Chu Swee Yeok (chairman), Mr Bob Tan Beng Hai, Mr Gan Chee Yen and Mr Chng Lay Chew<sup>1</sup>.

The BRTC assists the Board in ensuring that Management maintains a sound system of risk management and material controls to safeguard shareholders' interest and the Group's assets, and determines the nature and extent of the significant risks which the Board is willing to take in achieving its strategic objectives. It also provides oversight of the overall role of technology in driving the business strategies of the Group. During the financial year, the activities carried out by the BRTC included the following:

- (a) recommendation to the Board on the Group's levels of risk appetite and risk tolerance for different categories of risk;
- (b) review and recommendation to the Board for approval of the risk strategy and policies for the management of material risks over a longer time horizon;
- (c) review of the risks inherent in the Group's business model and strategy, including risks from external factors;
- (d) monitoring of the Group's current material risk exposures against the risk tolerance levels approved by the Board;
- (e) review of the Group's overall risk assessment process that supports informed Board decision making;
- (f) overseeing of Management in the design, implementation and monitoring of the risk management system;
- (g) review of policies, Management's processes and reports concerning the adequacy and effectiveness of the Group's risk management framework including strategic, operational, compliance, IT and material ESG / sustainability risks (but excluding the review of financial risks and compliance risks with financial impact, and the adequacy and effectiveness of the Group's internal controls, which are under the oversight of the AC and the review of the Group's material ESG / sustainability implementation efforts, which are under the oversight of the BSC);
- (h) review of the Group's framework, processes and resources to identify and manage new and emerging risks as a result of changes in country, technology, social or business conditions;
- (i) monitoring of the implementation of the Group's risk mitigation plans;
- (j) review of the robustness of the business contingency planning process within the Group for material risks;
- (k) review of the adequacy of the insurance and other risk transfer arrangements;
- (l) review of key contracts and reports on material risk events together with adequacy of actions taken by Management;
- (m) consideration of the adequacy, effectiveness and security of the technology infrastructure and data management framework to support the Group's vision and purpose;
- (n) advising on the Group's strategy for acquisitions, investments and capital expenditure in the area of technology and IT; and
- (o) review and recommendation to the Board of plans, policies and proposals relating to matters pertaining to technology and IT, progress of major technology and IT investments.

## ***Board Sustainability Committee***

The BSC comprises four members, the majority of whom are independent Directors. The members of the BSC are Mr Simon Israel (chairman), Ms Elizabeth Kong Sau Wai, Ms Yasmin Binti Aladad Khan and Mr Chng Lay Chew<sup>1</sup>.

Recognising the growing importance of ESG factors which are integral to the overall long-term viability of the Company, the Company seeks to incorporate ESG considerations into its strategies that provide long-term benefits to all stakeholders, including shareholders. Toward this end, the BSC, reporting to the Board of Directors, was established in February 2021 to oversee and provide guidance to Management in helping to accelerate the Company's ESG transformation and journey. The Board approves the overall direction for the Company's ESG strategy which is executed by the Group CEO, who is in turn supported by a dedicated Sustainability team responsible for recommending ESG initiatives, collecting data, reporting and communication. The ESG programme is embedded in the Group's business operations across various functions to form a holistic and integrated framework for the organisation.

# CORPORATE GOVERNANCE REPORT

The BSC assists the Board in the oversight of sustainability matters and the implementation of the SingPost Purpose Statement, which is approved by the Board and which serves to guide the Company's actions and behaviours towards the sustainability of the business. The BSC also assists the Board in providing counsel, guidance and governance of the Company's strategies, frameworks and initiatives related to ESG factors. It reports to the Board in respect of ESG material matters with a view towards integrating the opportunities that ESG factors present for business growth and managing the risk factors that may erode or challenge the sustainability of SingPost's business.

## **Compensation Committee**

The CC comprises seven members, the majority of whom (including the chairman) are independent Directors. All members of the CC are non-executive Directors. The members of the CC are Mr Bob Tan Beng Hai (chairman), Mrs Fang Ai Lian, Mr Simon Israel, Ms Yasmin Binti Aladad Khan, Mr Gan Chee Yen<sup>2</sup>, Mr Ng Chin Hwee<sup>3</sup> and Ms Teo Swee Lian<sup>4</sup>.

The CC assists the Board in fulfilling its responsibilities for developing an appropriate compensation and remuneration framework to attract, motivate and retain talent. The CC considers all aspects of remuneration, including termination provisions in service contracts, to ensure they are fair. During the financial year, key responsibilities of the CC included the following:

- (a) exercising supervisory oversight of the overall principles, parameters and governance of the Company's remuneration framework to ensure continued relevance, competitiveness, long-term success of the Company and alignment to shareholders' interests;
- (b) overseeing and recommending to the Board the remuneration of each non-executive Director and key Management personnel of the Company;
- (c) review of the Company's obligations arising in the event of termination of executive Directors' and key Management personnel's contracts of service;
- (d) approval of the design of long-term incentive (LTI) plans and providing broad oversight of the rules, regulations, eligibility, targets to be set, and terms and conditions relating to such plans and administration of LTI plans, taking into account ESG / sustainability metrics for long-term value creation; and
- (e) exercising oversight on management development and succession planning for key Management personnel (including the Group CEO), key senior executives as well as high potential talent of the Company.

## **Finance and Investment Committee**

The FIC comprises six members, all of whom (including the chairman) are non-executive Directors. The composition of members of the AC and the FIC is mutually exclusive. The members of the FIC<sup>5</sup> are Mr Simon Israel (chairman), Ms Elizabeth Kong Sau Wai, Ms Yasmin Binti Aladad Khan, Mr Ng Chin Hwee<sup>3</sup>, Ms Gan Siok Hoon<sup>6</sup> and Ms Teo Swee Lian<sup>4</sup>.

The FIC provides advisory support to the Board on the overall strategy of the Group's business, investments, divestments, liabilities and treasury policies. During the financial year, the FIC reviewed and provided advisory support to the Board on the following:

- (a) long-term strategic plan for the Group;
- (b) mergers, acquisitions and divestments;
- (c) investments;
- (d) financial offers, treasury and banking facilities; and
- (e) review of material litigation.

<sup>2</sup> Mr Gan Chee Yen was appointed as a member of the CC with effect from 3 February 2025.

<sup>3</sup> Mr Ng Chin Hwee was appointed as a member of each of the CC, FIC and NCGC with effect from 25 April 2025.

<sup>4</sup> Ms Teo Swee Lian was appointed as a member of each of the CC, FIC and NCGC with effect from 21 May 2025.

<sup>5</sup> Ms Lim Cheng Cheng ceased to be a member of the FIC with effect from 23 December 2024.

<sup>6</sup> Ms Gan Siok Hoon was appointed as a member of the FIC with effect from 25 April 2025.



# CORPORATE GOVERNANCE REPORT

## ***Nominations and Corporate Governance Committee***

The NCGC comprises six members, the majority of whom (including the chairman) are independent Directors. The members of the NCGC are Mrs Fang Ai Lian (chairman), Mr Simon Israel, Ms Elizabeth Kong Sau Wai, Mr Gan Chee Yen, Mr Ng Chin Hwee<sup>3</sup> and Ms Teo Swee Lian<sup>4</sup>. Mrs Fang is also the Lead Independent Director.

The NCGC assists the Board in fulfilling its responsibilities on Board succession planning, Board evaluation, training and professional development programmes of Board members, and the selection, nomination, appointment and re-appointment of Directors to the Board. The NCGC also has the responsibility to recommend enhancements to the corporate governance principles applicable to the Company and to uphold the same. During the financial year, the activities carried out by the NCGC included the following:

- (a) review of the composition of the Board and Board Committees and recommendation of the retirement and re-election of Directors to the Board taking into consideration the benefits of all aspects of diversity, including diversity of skills, sectoral experience, age, gender and cultural ethnicity;
- (b) determination of the independence of Directors and providing its views to the Board;
- (c) discussion of the succession plans for Directors, in particular, the appointment and/or replacement of the Chairman and providing its views to the Board;
- (d) review and recommendation to the Board of the training and professional development programmes for Directors;
- (e) conduct the evaluation of the Board's and Board Committees' performance including the appraisal of the Chairman;
- (f) review of relevant policies of the Board covering the corporate governance principles applicable to the Board;
- (g) review of the New Director Critical Scorecard for the nomination and appointment of new Directors to the Board;
- (h) review and nomination of Management staff to the boards of significant entities within the Group;
- (i) review of the process for managing conflict of interests for directors on the boards of entities within the Group; and
- (j) establish a formal and transparent search and nomination process for the selection and appointment of new Directors to the Board.

Under Provision 4.1(a) of the 2018 Code, one of the responsibilities of the NCGC is to make recommendations to the Board on relevant matters relating to the review of succession plans for Directors, including the Group CEO and other key Management personnel. Succession planning for the Group CEO is, however, under the purview of the CC (which also reviews succession plans for key Management personnel) instead of the NCGC. Such an arrangement allows the CC to consider succession planning holistically with other human resource related issues such as remuneration and talent retention and recruitment. The undertaking of the review of succession plans for the Group CEO and key Management personnel by the CC instead of the NCGC does not detract from the underlying principle that there should be a formal and transparent process for the appointment of the Group CEO and the key Management personnel, as both the NCGC and CC consist of a majority of independent Directors.

## **Board and Board Committee Meetings**

The Board meets regularly. Board and Board Committee meetings are scheduled well in advance of each year in consultation with the Directors to ensure optimal attendance rates. Ad hoc Board and Board Committee meetings are convened as and when warranted by particular circumstances between these scheduled meetings. The Board is invited to participate in strategy workshops with Management to plan the Group's long-term strategy. When exigencies prevent Directors from attending in person, Directors participate by telephone or video conference. Directors who are unable to attend a Board meeting can discuss related issues with the Chairman and the Group CEO and have the opportunity to provide their feedback on the materials and proposed resolutions. For the financial year ended 31 March 2025, twelve Board meetings (including a Board verification meeting) were held. The Board and Board Committee meetings were conducted in a hybrid manner, via in-person attendance and also via video conference and other audio-visual means.

# CORPORATE GOVERNANCE REPORT

The agenda of each Board and Board Committee meeting is set by the respective chairmen in consultation with the Group CEO. A specific amount of time is pre-allocated to each agenda item to ensure sufficient attention is given to every agenda item. The agenda of every Board meeting includes an update from the chairman of each Board Committee on significant matters relating to the scope of the respective Board Committees. Directors are provided with relevant information prior to each meeting by way of timely upload of the meeting materials via a secure portal accessible on tablet devices issued to every Director.

At every Board meeting, the Board sets aside time for discussion without the presence of Management (except the executive Director). Where necessary, the non-executive Directors also meet without any executives present, and the chairman of such meetings provides feedback to the Board and/or the Chairman as appropriate. For the financial year ended 31 March 2025, the non-executive Directors met six times, which included the Lead Independent Director meeting with the other independent directors. If there are situations of conflict of interest, the Director in question will recuse himself/herself from the discussion and abstain from participating in any Board decision. No materials involving the issues of conflict are provided to such Director.

Between Board meetings, Board approvals for matters in the ordinary course of business are obtained through the circulation of Directors' resolutions in writing. Management will, upon request by any of the Directors, schedule a meeting to discuss and provide further information to Directors either in a group or on a one-on-one basis concerning the matter. For parity of information, comments received from any of the Directors are shared with all the other Directors. Additionally, to avoid any wrongful perception of undue influence, the Chairman will not be the first to sign on any resolution.

The attendance of each Director holding office as at 31 March 2025 at Board and Board Committee meetings held during the financial year ended 31 March 2025, the Annual General Meeting (AGM) held in respect of the financial year ended 31 March 2024 and the Extraordinary General Meeting (EGM) held on 13 March 2025 (in relation to the divestment of SingPost's Australia business by way of disposal of shares in the capital of SingPost Australia Investments Pty Ltd), is as follows:

Name of Director	Board	Non-Executive Directors	AGM	EGM	Board Committees					
					AC	BRTC	BSC	CC	FIC	NCGC
<b>Number of Meetings held</b>	<b>12</b>	<b>6</b>	<b>1</b>	<b>1</b>	<b>11</b>	<b>4</b>	<b>4</b>	<b>4</b>	<b>5</b>	<b>3</b>
<b>Directors holding office as at 31 March 2025</b>										
Simon Israel	12/12	6/6	1/1	1/1	–	–	4/4	4/4	5/5	3/3
Chu Swee Yeok	12/12	6/6	1/1	1/1	10/11	4/4	–	–	–	–
Fang Ai Lian	12/12	6/6	1/1	1/1	11/11	–	–	4/4	–	3/3
Elizabeth Kong Sau Wai	9/12	5/6	1/1	1/1	–	–	4/4	–	5/5	3/3
Bob Tan Beng Hai	12/12	6/6	1/1	1/1	11/11	4/4	–	4/4	–	–
Gan Chee Yen <sup>(1)</sup>	11/12	6/6	1/1	1/1	11/11	4/4	–	–	–	3/3
Yasmin Binti Aladad Khan	12/12	6/6	1/1	1/1	–	–	4/4	4/4	5/5	–
Ng Chin Hwee <sup>(2)</sup>	2/3	2/3	–	1/1	–	–	–	–	–	–
Chng Lay Chew <sup>(3)</sup>	3/3	3/3	–	1/1	–	–	–	–	–	–
<b>Directors who had ceased to hold office as at 31 March 2025</b>										
Phang Heng Wee, Vincent <sup>(4)</sup>	7/7	–	1/1	–	–	–	–	–	–	–
Lim Cheng Cheng <sup>(5)</sup>	6/7	3/3	1/1	–	–	–	–	–	3/3	–

## Notes:

- (1) Mr Gan Chee Yen was appointed as a member of the CC with effect from 3 February 2025.
- (2) Mr Ng Chin Hwee was appointed as a non-executive independent Director with effect from 17 February 2025.
- (3) Mr Chng Lay Chew was appointed as a non-executive independent Director with effect from 17 February 2025.
- (4) Mr Phang Heng Wee, Vincent ceased to be the Group CEO with effect from 21 December 2024 and resigned as a non-executive non-independent Director with effect from 12 January 2025.
- (5) Ms Lim Cheng Cheng resigned as a non-executive non-independent Director, and ceased to be a member of the FIC, with effect from 23 December 2024.

# CORPORATE GOVERNANCE REPORT

Apart from the Board and Board Committee meetings in the table above, relevant members of the Board, AC and CC also met on numerous occasions during the financial year ended 31 March 2025 for (i) oversight and monitoring of whistleblowing reports received by the Company in early 2024; and (ii) the investigation and disciplinary process leading up to the termination of employment of certain staff from International Business Unit Operations and certain key Management personnel which occurred during the financial year ended 31 March 2025. See also the “Succession Planning and Nomination Process” and “Whistleblowing Policy” sections of this report.

## Access to Information

Board members require timely access to complete and adequate information to be effective. Meeting materials are provided to Directors via a secure portal accessible on tablet devices prior to each meeting. In general, the materials are provided a week in advance of meetings and the Directors can access Board and Board Committee papers prior to, at, and post meetings. Minutes of Board Committee meetings are also circulated to the Board to keep all Directors updated on the activities of each Board Committee.

Management attends Board and Board Committee meetings to respond to any queries that Directors may have. The Board is briefed and updated on the execution of the Company's strategic plan, performance of its investments, financing plan and variance in budgets, amongst other matters. Directors are encouraged to and do seek additional information from Management as and when needed to make informed decisions. Management responds to such requests in a timely manner. The Group CEO and Management provide the Board with updates on significant events relating to the Company, analyst reports on the Company and information concerning industry-related developments.

Directors have separate and independent access to Management and the Company Secretary. Procedures are in place for Directors and Board Committees to seek independent professional advice, if necessary, at the Company's expense.

## Role of the Company Secretary

The Company Secretary has a direct reporting line to the Chairman and serves as a focal point for communication with the Board, the Group CEO, Management and the Company's various stakeholders. The role of the Company Secretary is clearly defined in the Success Profiles and Role Profiles for an Effective Board.

The Company Secretary is the primary point of contact between the Company and the SGX. The Company Secretary is also responsible for ensuring the Company's compliance with its Constitution and applicable rules and requirements under the Companies Act 1967 and the SGX listing rules. The appointment and removal of the Company Secretary is a matter requiring the approval of the Board.

The Board relies on the Company Secretary to advise them not only on Directors' statutory duties under the law, disclosure obligations and listing rules requirements, but also in respect of corporate governance requirements and practices and effective board processes. The chairmen of the various Board Committees and individual Directors look to the Company Secretary to provide specialist skills and technical knowledge in these areas. The specialised role of the Company Secretary has therefore become interwoven with the corporate governance landscape of the Company.

## Board Induction, Training and Development

The NCGC ensures that new Directors are made aware of their duties and obligations. All Directors receive a formal letter upon appointment informing them of their role and duties as Directors and advising on disclosure obligations under the Companies Act 1967 and the SGX listing rules. Together with the appointment letters, newly-appointed Directors also receive a manual containing, *inter alia*, the terms of references of the Board Committees, Code of Business Conduct and Ethics, Policies on Board Renewal and Tenure and Proper Handling of Disclosure of Directors' Interest, Company's Constitution, Success Profiles and Role Profiles for an Effective Board, Schedule of Matters Reserved for the Board's Decision, Market Disclosure Policy and Policy on Diversity and Inclusivity. These documents are uploaded to a tablet device issued to every Director for easy reference.



# CORPORATE GOVERNANCE REPORT

Newly-appointed Directors will undergo an in-house induction programme organised by Management. The programme familiarises incoming Directors with the Group's businesses and strategic objectives. The programme includes presentations on the Company's strategic plans and financial performance by the Group CEO and the Group CFO, and presentations by Management on their respective businesses, directions and corporate governance practices. If required, facility visits are arranged for Directors to better understand the Group's business operations. The induction programme not only serves its objective of thoroughly acquainting the incoming Directors with the nature and workings of the Group's business, but also serves as a platform for the new Directors to get to know members of Management and to ask questions.

The Board recognises the importance of ongoing professional development for the Directors and has a Policy on Professional Development. The NCGC is tasked to review and decide on training and professional development programmes for the Board. Depending on the individual Director's background and development needs, Directors are provided with opportunities to attend relevant courses and seminars to develop and maintain their skills and knowledge at the Company's expense. If required, briefings by external consultants or counsels will be organised for the Board. Unless the NCGC is of the view that training is not required because he/she has other relevant experience, a new Director who has no prior experience as a director of an issuer listed on the SGX will be required to undergo training in his/her roles and responsibilities as prescribed by the SGX. A new Director will also be required to undergo training on sustainability matters as prescribed by the SGX unless the NCGC is of the view that he/she has the requisite expertise in sustainability matters.

During the financial year, the development/training programmes, courses and seminars attended by the Directors included the following:

- Top Executive WSH Programme (TEWP – Asynchronous E-Learning) by NTUC LearningHub Pte Ltd;
- Listed Entity Director Programme – Environmental, Social and Governance Essentials by Singapore Institute of Directors (SID);
- SID Directors Conference 2024 by SID;
- Navigating Towards ISSB Compliance by SID;
- Rules & Ethics Course 2024 by REIT Association of Singapore;
- A Director's Guide for Navigating Climate Change by SID;
- Risk & Compliance Annual Conference – Balancing Risks & Opportunities for a sustainable future by Axiata Group;
- PST Ideas FEST by Public Service Division;
- Global Sustainable Tourism Conference 2024 by the Global Sustainable Tourism Council;
- Tripartite Collective Tripartite Leaders Programme by Tripartite Alliance Limited;
- Land Transport Planning & Financing and Land Transport Sustainability & Technology by Land Transport Authority; and
- Interested Person Transactions and Conflict of Interest Issues for Directors of Listed Companies and their Subsidiaries by Rajah & Tann Singapore LLP.

## BOARD MATTERS

### Principle 2: Board Composition and Guidance Board Composition

The Board consists of eleven members who collectively have a wealth of experience and a broad range of expertise relevant to the Group's businesses and transformation strategy, including eCommerce, logistics, accounting, finance, legal, business and management, strategic planning and investments, digital and IT, and global business experience. All nine Directors holding office as at 31 March 2025 are non-executive Directors. Ms Gan Siok Hoon and Ms Teo Swee Lian, who were appointed as Directors with effect from 15 April 2025 and 21 May 2025 respectively, are also non-executive Directors. The Board believes that the present size and composition of the Board and Board Committees are appropriate for the foreseeable requirements of the Group's businesses.

# CORPORATE GOVERNANCE REPORT

## Review of Directors' Independence

The Board, taking into account the views of the NCGC, determines the independence of each Director on an annual basis or as and when circumstances require, based on the requirements under the SGX listing rules and the 2018 Code. Each Director is required to complete an independence checklist and declare whether he/she considers himself/herself independent based on the criteria under the SGX listing rules and the 2018 Code. Such declarations are put before the NCGC which then determines the Directors' independence. Such great importance is placed on Directors' independence that it is also incorporated in the Board evaluation.

Based on the recommendations of the NCGC, the Board considers the Chairman, Mr Simon Israel, Ms Gan Siok Hoon and Ms Teo Swee Lian as non-independent. The other eight Directors are considered independent and make up a majority of the Board. In accordance with the Board's Code of Business Conduct and Ethics, each member of the NCGC and of the Board recused himself/herself from the deliberations on his/her independence.

Mr Simon Israel is the former Chairman of the Board of Singapore Telecommunications Limited (Singtel), which is a substantial shareholder of the Company. Mr Simon Israel stepped down as the Chairman of Singtel in July 2020. Mr Simon Israel was not appointed as a nominee Director of Singtel to the SingPost Board. Mr Simon Israel was also not directly associated with Singtel in that he was not accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of Singtel in relation to the corporate affairs of the Company. Nevertheless, to provide added assurance to the Company's stakeholders, Mr Simon Israel is treated by the Company as a non-independent Director.

Ms Gan Siok Hoon is the Deputy Group Chief Corporate Officer of Singtel. Prior to that, she was the Managing Director (Group Finance) of Singtel till December 2024. Ms Gan Siok Hoon is a nominee of Singtel to the SingPost Board.

Ms Teo Swee Lian was an independent non-executive director of Singtel before she stepped down from the Singtel board on 30 July 2024. Ms Teo Swee Lian was not appointed as a nominee Director of Singtel to the SingPost Board. Ms Teo Swee Lian was also not directly associated with Singtel in that she was not accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of Singtel in relation to the corporate affairs of the Company. Nevertheless, to provide added assurance to the Company's stakeholders, Ms Teo Swee Lian is treated by the Company as a non-independent Director. As announced by the Company on 21 May 2025, Ms Teo Swee Lian is the current Chairman-designate. She will take over as Chairman of the Board following the retirement of Mr Simon Israel as a Director and Chairman of the Board with effect from the conclusion of the forthcoming AGM to be held on 23 July 2025.

## Board Renewal and Tenure

The Board Renewal and Tenure Policy provides that no Director should serve more than six years, though an additional term of up to a maximum of three years may be permitted to accommodate the transition or the retention of critical skill sets. The Board recognises that board renewal is a continuous process. None of the Directors on the Board has served for more than nine years as at 31 March 2025.

All eleven members of the Board are non-executive Directors. This effectively avoids undue influence of Management over the Board and ensures that appropriate checks and balances are in place.

Non-executive Directors are neither Management nor employees of the Company. Nevertheless, non-executive Directors are expected to be familiar with the Company's business and stay informed of its activities so that they may constructively challenge Management. They also review and assess Management's performance against pre-set goals as well as participate in deliberations relating to the appointment, reward and compensation of the Group CEO and key Management personnel.

# CORPORATE GOVERNANCE REPORT

In addition to the role and duties of the non-executive Directors, the independent Directors provide an independent and objective check on Management and, together with the rest of the Board, safeguard the interests of minority shareholders. In certain cases, the independent Directors are required to make certain decisions and determinations under the SGX listing rules. As at 31 March 2025, eight of the nine Directors of the Company were independent. Following the appointment of Ms Gan Siok Hoon and Ms Teo Swee Lian on 15 April 2025 and 21 May 2025 respectively, eight out of the eleven Directors of the Company are independent.

The independent Directors and their immediate family members have no relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgment with a view to the best interests of the Company.

## Board Diversity

The Board recognises the benefit of diversity in fostering robust discussions and guarding against groupthink which in turn leads to better decision-making. In this regard, the Company has put in place a Policy on Diversity and Inclusivity since May 2018 which commits to giving due consideration to the benefits of diversity when seeking to appoint candidates to the Board and to senior Management. The Policy defines "diversity" to refer not only to gender but also to skill sets, sectoral experience, cultural ethnicity, age, background and other relevant personal attributes important in providing a range of perspectives, insights and challenges needed to support good decision-making. The Policy also requires that any professional bodies engaged to assist with the search process will be required to be given explicit instructions of the Company's commitment to diversity to ensure the search for talent is conducted accordingly.

The Company's diversity targets for the Board and its plans and timelines for achieving the targets and progress towards achieving the targets are described below.

In terms of Gender diversity, the Board aims to maintain between 30% to 50% female representation on the Board, taking into account the skills, experience and other diversity requirements of the Board. The Board believes that by being deliberate in ensuring a balance of gender representation on the Board, it would benefit from having access to a broader talent pool as well as varied perspectives to facilitate strategic thinking and problem solving. The Board will also exercise best endeavours to appoint at least one female Director to each of its Board Committees to safeguard against gender bias and ensure that there is diversity of views expressed at its Board Committees. In particular, the Board has ensured that at least one female Director is represented on both the NCGC and CC to advance the interest of female employees and support mentoring and development opportunities for female executives, ensuring unbiased career progression and to foster an inclusive culture. Female representation on the Board (six out of eleven Directors) is currently one of the highest on the boards of companies publicly listed on the SGX. The Board's gender diversity targets have also been cascaded down to the senior Management executive team, on which the 30% to 50% female representation will also be sought to be maintained.

Besides Gender diversity, the Board strives towards achieving diversity more broadly, including diversity in terms of its Skill Sets and Sectoral Experience, and where possible, Age diversity, within the Board to enhance effective stewardship and oversight of the Group. The current Board comprises individuals with an appropriate combination of qualifications and competencies, including experience and/or expertise in eCommerce, logistics, accounting, finance, legal, business and management, strategic planning and investments, digital and IT, and global business experience, being the skill sets identified by the Board as critical to provide effective stewardship and oversight of the Group, as well as individuals who collectively possess experience encompassing the majority of the sectoral areas identified as being relevant to the Group. Currently, the ages of the Board members range from 43 to 75 years.

The Board has maintained its targets for gender, skill sets, sectoral experience and age diversity for the year ended 31 March 2025, and will endeavour to maintain these diversity targets for the financial year ending 31 March 2026.

The Board, taking into account the views of the NCGC, considers that the current diversity of the Board contributes to the quality of its decision-making process and adequately serves the needs and plans of the Group. Please see pages 62 to 63 below under "Succession Planning and Nomination Process" for a description of how the appointment of Mr Ng Chin Hwee and Mr Chng Lay Chew as Directors during the year ended 31 March 2025, and the appointment of Ms Gan Siok Hoon and Ms Teo Swee Lian as Directors on 15 April 2025 and 21 May 2025 respectively, reinforced diversity on the Board. Further details on all of the Directors can also be found on pages 7 to 11 of this Annual Report.



# CORPORATE GOVERNANCE REPORT

## BOARD MATTERS

### Principle 3: Chairman and Chief Executive Officer

#### Separation of the Role of Chairman and Group CEO

The roles of Chairman and Group CEO are served by separate persons. Mr Simon Israel's appointment as Chairman is a non-executive appointment totally separate from the office of Group CEO, which was held by Mr Phang Heng Wee, Vincent until he ceased to be Group CEO with effect from 21 December 2024. These two roles are deliberately kept distinct through a clear division of responsibilities to ensure an appropriate balance of power, increased accountability and greater capacity of the Board for independent decision-making. There is no family relationship between Mr Simon Israel and Mr Phang Heng Wee, Vincent.

As announced by the Company on 21 May 2025, Ms Teo Swee Lian is the current Chairman-designate. She will take over as Chairman of the Board following the retirement of Mr Simon Israel as a Director and Chairman of the Board with effect from the conclusion of the forthcoming AGM to be held on 23 July 2025.

The respective roles of the Chairman and the Group CEO are clearly defined in the Success Profiles and Role Profiles for an Effective Board.

The Board and Management are mindful of the division of responsibilities between leadership of the Board and the executives responsible for managing the Company's business.

#### Role of the Chairman

The Chairman leads the Board to ensure its effective and comprehensive deliberations on matters brought to the Board, including strategic issues, talent management and succession planning. The Chairman sets the agenda for Board meetings and ensures complete and accurate information is provided to the Board to facilitate good decision-making in particular on strategic issues. He ensures appropriate relations within the Board, between the Board and Management, as well as between the Board and the Group CEO. At meetings, he promotes a culture of open dialogue and debate, facilitating the effective contribution of all Directors and promotes high standards of corporate governance. The Chairman also monitors the translation of the Board's decisions and directions into executive action, providing guidance on the transformation of the Group. The Chairman maintains effective communication with shareholders and fosters good relationships with stakeholders such as the staff union, SingPost staff, government, regulators, customers and other partners. At shareholder meetings, the Chairman ensures constructive dialogue between shareholders, Directors and Management.

The Chairman plays an important leadership role by providing clear oversight, advice and guidance to the Group CEO and Management and has a significant impact on Board performance. With such a broad range of responsibilities, a separate distinctive Chairman Skills Matrix has been developed to guide the succession planning of the role of the Chairman, taking into account the skills and experience of the Board as a whole.

#### Role of the Group CEO

The Group CEO is responsible for making strategic proposals to the Board and implementing the Group's strategies and policies as well as the Board's decisions. He assumes the executive responsibility for the day-to-day management of the Group, with the support of Management. When working with the Board, the Group CEO is expected to forge a productive and synergistic relationship, where both the Board and the Group CEO work in partnership for the long-term success of the Company. Mr Phang Heng Wee, Vincent ceased to be Group CEO with effect from 21 December 2024. The Company will, subject to requisite regulatory approvals, announce the appointment of a new Group CEO in due course.

#### Regulatory Approvals

The appointments of the Chairman, the Directors and the Group CEO require the prior written approval of the Infocomm Media Development Authority (IMDA) and the Monetary Authority of Singapore (MAS). The Company duly sought and obtained the approval of IMDA and MAS in respect of all new appointments effected during the financial year ended 31 March 2025.

# CORPORATE GOVERNANCE REPORT

## Role of the Lead Independent Director

As the Chairman, Mr Simon Israel, is a non-independent Director, Mrs Fang Ai Lian was elected by the independent Directors as the Lead Independent Director. The role of the Lead Independent Director is clearly defined in the Success Profiles and Role Profiles for an Effective Board. The responsibilities of the Lead Independent Director set out therein include carrying out the functions of the Chairman in relation to any matter where it would be inappropriate for the Chairman to serve in such capacity or if the Chairman is unable to do so, and playing an additional facilitative role within the Board. The Lead Independent Director ensures the affairs of the Board and the Company are managed in a manner that reflects effective corporate governance. The Lead Independent Director also meets with the non-executive Directors without the Chairman present at least annually and leads the appraisal on the Chairman's and the Group CEO's performance on such other occasions as are deemed appropriate, as well as helps the CC design and assess the Chairman's remuneration.

The Lead Independent Director serves on the NCGC, leading the independent Directors in meetings periodically without the presence of the other Directors, and provides feedback to the Chairman after such meetings. The Lead Independent Director is also available to the shareholders or other stakeholders of the Company to address any concerns relating to matters that would be inappropriate for the Chairman, the Group CEO or the Group CFO to resolve, or that such persons may not be able to resolve adequately. The Lead Independent Director also facilitates communication between the Board and shareholders or other stakeholders of the Company.

As Ms Teo Swee Lian, the Chairman-designate, is a non-independent Director, the independent Directors will elect from their number a new Lead Independent Director following the retirement of Mrs Fang Ai Lian as a Director with effect from the conclusion of the forthcoming AGM to be held on 23 July 2025.

## BOARD MATTERS

### Principle 4: Board Membership

#### Succession Planning and Nomination Process

The NCGC has the responsibility of establishing a formal and transparent search and nomination process for the selection, appointment and re-appointment of Directors. The NCGC also evaluates and reviews the Board succession plans for Directors, in particular, the Chairman, to ensure progressive renewal of the Board. When tasked to search for a new Director, the NCGC will first review the Company's emerging strategic priorities, then review the experience and expertise of the current Board composition in order to identify critical competency gaps that need to be filled that are aligned to the emerging strategic priorities of the Company. Taking into account the commitment towards Board diversity, potential candidates are then identified through professional search agencies, and consultation with Directors and shareholders.

The NCGC also considers recommendations received from shareholders and members of the public. After a candidate has been identified by the NCGC, a Board Composition Matrix and New Director Critical Scorecard are used to assess whether the core competencies, skills and experiences of the candidate complements those of the existing Directors. The NCGC will also take into consideration whether a candidate had previously served on the boards of companies with adverse track records or a history of irregularities, and assess whether a candidate's resignation from the board of any such company would cast any doubt on his ability to act as a Director of the Company.

The NCGC will then make its recommendation to the Board and arrange to meet with the shortlisted candidates to (i) assess the suitability of each candidate; (ii) communicate to the candidates the level of commitment expected (including time commitment); and (iii) provide sufficient information for the candidates to make an informed decision on accepting the role. The Board will then deliberate on the recommendation of the NCGC. Upon the Board's approval, the Company will seek the approvals of IMDA and MAS, in accordance with the requirements set out in the Postal Services Act 1999 and the Payment Services Act 2019.

To facilitate shareholders' and investors' understanding of its nomination process, the Company will also disclose the channels used in the search and nomination process for identifying appropriate candidates and the channel via which the eventual appointee was found, and the criteria used to identify and evaluate the candidates.

# CORPORATE GOVERNANCE REPORT

Mr Ng Chin Hwee and Mr Chng Lay Chew were appointed as non-executive independent Directors with effect from 17 February 2025, and Ms Gan Siok Hoon and Ms Teo Swee Lian were appointed as non-executive non-independent Directors with effect from 15 April 2025 and 21 May 2025 respectively. In assessing Mr Ng Chin Hwee's, Mr Chng Lay Chew's, Ms Gan Siok Hoon's and Ms Teo Swee Lian's suitability for appointment as Directors, the NCGC considered, *inter alia*, whether their competencies, skills and experiences would complement those of the existing Directors using the Board Composition Matrix and New Director Critical Scorecard, the diversity targets set under the Policy on Diversity and Inclusivity, and their independence from the Company, its related corporations, its substantial shareholder and its officers. The Company relied on the business networks of the Board and independent professional search agencies to identify potential candidates for appointment to the Board. Mr Ng Chin Hwee, Mr Chng Lay Chew and Ms Teo Swee Lian were identified through business networks of the Board.

The Board does not encourage the appointment of alternate Directors. No alternate Director has been or is currently appointed to the Board.

The Board recognises the importance of progressively renewing the Board to address the evolving needs of the Company and is committed to a process of orderly succession planning for Directors. Recognising that the Board needs change over time, the Board reviews and approves a Board Composition Matrix of skill sets and capabilities, taking into account the objective of building a board which embodies diversity and has an appropriate balance between functional skill sets, domain expertise, and specific skills and capabilities needed to support the Company's strategy and business.

At the end of each term, Directors who wish to seek reappointment for another term will be subject to a review by the NCGC. The review will take into account:

- the Director's fit with the Board Composition Matrix;
- the annual Board effectiveness review;
- the competencies, commitment, contribution and performance of the Director; and
- the Director's compliance with the Board's Code of Business Conduct and Ethics.

Where Directors step down from the Board, cessation announcements providing detailed reason(s) for the cessation are released on SGXNet in compliance with the requirements of the SGX listing rules.

The review of succession plans for key Management personnel falls under the roles and responsibilities in the CC's terms of reference. On an annual basis, the CC conducts a succession planning review of the Group CEO and key Management positions, taking into consideration the SingPost Purpose Statement and the values, strategic priorities and factors affecting the long-term success of SingPost. As part of the review, the CC assesses the readiness of potential successors, as well as their corresponding development plans, bearing in mind the Company's strategic priorities and the factors affecting the long-term success of the Company.

During the financial year ended 31 March 2025, the Company implemented the following measures in accordance with its succession plans, following the termination of employment of Mr Phang Heng Wee, Vincent (the former Group CEO), Mr Yik Yen Shan, Vincent (the former Group CFO) and Mr Li Yu (the former Chief Executive Officer, International Business Unit ("**CEO-IBU**")) on 21 December 2024:

- (a) Mr Isaac Mah Ming Zhi (then Chief Financial Officer of the Company's Australia business, Freight Management Holdings Pty Ltd ("**FMH**")) was appointed as the new Group CFO with effect from 22 January 2025. Mr Mah, a Chartered Accountant, had been identified in SingPost's succession plan as a high potential leadership candidate and had been on a development path within the Group. He has been with SingPost since 2019 when he was appointed as Head of Strategic Investments and Investor Relations, spearheading SingPost's investment in Australia. He was appointed as Chief Financial Officer of FMH when SingPost took a controlling stake in FMH. He had been overseeing SingPost's Australia investment, culminating in the divestment of the Australia business (including FMH) which was recently approved by shareholders at the EGM held on 13 March 2025. Mr Mah has been instrumental in all M&A transactions the Group has undertaken in recent years, and is well-suited to assume the role as the new Group CFO; and



# CORPORATE GOVERNANCE REPORT

- (b) Mr Gan Heng (then Head, South District International Business Unit) was appointed as acting CEO-IBU with effect from 24 December 2024. Mr Gan joined SingPost in 2021 in the Singapore Business Unit, before joining the International Business Unit in September 2024 as the South District Leader with a focus on subsidiary businesses in Southeast Asia. Having straddled both the international and local arms of the business, Mr Gan is familiar with the postal and logistics landscape and has worked with many international and local partners.

The Company has also appointed Ms Neo Su Yin as Group Chief Operating Officer ("**Group COO**") with effect from 2 January 2025. In this newly created role, Ms Neo will be responsible for the Singapore business unit, the International business unit and the property segment of the Group's business, and will also assume additional responsibilities following the resignation of Shahrin Abdol Salam as CEO Singapore.

The Company will, subject to requisite regulatory approvals, announce the appointment of the new Group CEO in due course. In its evaluation of the Group CEO appointment, the Board will take into consideration:

- (a) the change in the profile of the Group following the divestment of the Australia business, as approved by shareholders at the EGM held on 13 March 2025; and
- (b) the subsequent need for a review of the Group's strategy.

The Chairman will in the interim, on behalf of the Board, provide increased guidance to and exercise greater oversight of the senior Management leadership team in the Company. Business operations continue as usual, with each business unit having its own management team and being subject to Board oversight and guidance, ensuring continuity and stability.

## Directors' Time Commitment

The NCGC is tasked with ensuring and determining that Directors who have multiple board representations and other principal commitments, have given sufficient time and attention to the affairs of SingPost and to decide if a Director has been adequately carrying out, and is able to continue carrying out the duties of a Director of the Company. In doing so, the NCGC considers the other directorships held by the Directors and their principal commitments. The NCGC also takes into account both the results of the assessment of the effectiveness of the individual Directors and their actual conduct during Board and Board Committee meetings and ad hoc discussions when making this determination.

Accordingly, the Board has set, as a general guidance, that the maximum number of listed company board representation which any Director holds should not exceed five. The Board however recognises that depending on the Directors' other principal commitments, the capacity of each Director may differ greatly. Therefore, under the Code of Business Conduct and Ethics, Directors are also to consult the Chairman of the Board and the chairman of the NCGC prior to accepting any appointments to the boards of directors or advisory boards of any public or privately held company or any other principal commitments so that such appointments may be considered by the Board in accordance with corporate governance guidelines. For the financial year ended 31 March 2025, the NCGC has determined that all the Directors have devoted a satisfactory amount of time and attention to the Company and have discharged their duties adequately. Inclusive of their appointment to the SingPost Board, none of the Directors hold more than five appointments on the boards of listed companies as at 31 March 2025.

## Rotation and Re-election/Re-appointment of Directors

The Board subscribes to the principle that all Directors should stand for re-election at regular intervals and at least once every three years. The Company's Constitution requires new Directors to retire and stand for re-election at the AGM immediately following their appointment (new Director re-election rule). The Constitution also requires a Director to retire and stand for re-election at the AGM if, were he/she not to do so, he/she would at the next AGM have held office for more than three years (over three years re-election rule). Finally, the Constitution requires one-third of the remaining Directors starting from those with the longest term in office since their appointment or re-election to retire from office by rotation at each AGM (1/3 rotation rule). Retiring Directors are eligible for re-election.

# CORPORATE GOVERNANCE REPORT

The NCGC deliberates the suitability of the Directors for re-election and takes into consideration their competencies, past contribution and performance. The NCGC's recommendations will then be made to the Board for their approval. Shareholders are provided with relevant information on the Directors who will be standing for re-election at each AGM.

At the forthcoming AGM, Mr Ng Chin Hwee, Mr Chng Lay Chew, Ms Gan Siok Hoon and Ms Teo Swee Lian will retire pursuant to the new Director re-election rule. Mr Simon Israel and Ms Chu Swee Yeok will retire pursuant to the over three years re-election rule, and Mr Bob Tan Beng Hai and Mrs Fang Ai Lian will retire pursuant to the 1/3 rotation rule. Mr Ng Chin Hwee, Mr Chng Lay Chew, Ms Gan Siok Hoon, Ms Teo Swee Lian and Ms Chu Swee Yeok, being eligible for re-election, have offered themselves for re-election. To facilitate Board renewal and in accordance with the Company's Board Renewal and Tenure Policy, Mr Simon Israel, Mr Bob Tan Beng Hai and Mrs Fang Ai Lian will be retiring at the close of the forthcoming AGM and will not be seeking re-election. Ms Elizabeth Kong Sau Wai will also step down from the Board at the close of the forthcoming AGM. Following the close of the forthcoming AGM, therefore, the Board will comprise seven Directors, out of which five will be considered independent. The Board has endorsed the recommendations of the NCGC.

Name of Director	Retiring and standing for re-election pursuant to:
Mr Ng Chin Hwee (appointed on 17 February 2025)	new Director re-election rule (Article 104)
Mr Chng Lay Chew (appointed on 17 February 2025)	new Director re-election rule (Article 104)
Ms Gan Siok Hoon (appointed on 15 April 2025)	new Director re-election rule (Article 104)
Ms Teo Swee Lian (appointed on 21 May 2025)	new Director re-election rule (Article 104)
Ms Chu Swee Yeok (last re-elected on 21 July 2022)	over three years re-election rule (Article 98(a))

The profiles of all Directors are set out on pages 7 to 11 of this Annual Report. In addition, the Notice of AGM sets out information on the Directors seeking re-election at the AGM. Detailed information on these Directors (including information as set out in Appendix 7.4.1 of the Listing Manual of the SGX) can also be found in the "Additional Information on Directors Seeking Re-Election" section on pages 232 to 245 of this Annual Report.

## BOARD MATTERS

### Principle 5: Board Performance

#### Board Evaluation

The Board reviews its performance annually. Each year, a process is undertaken by the NCGC to evaluate the effectiveness of the Board as a whole and its Board Committees and the contribution by each individual Director to the effectiveness of the Board.

As in previous years, an external facilitator was appointed to carry out the evaluation for the financial year ended 31 March 2025. Other than its role as assessor on Board effectiveness, Aon Hewitt, an international consulting firm, is an independent service provider with no connection with the Company or with any of its Directors. As Aon Hewitt had conducted the Board evaluation previously, a factor in appointing Aon Hewitt was consistency in having the same external facilitator to evaluate the performance for year-on-year comparison.

# CORPORATE GOVERNANCE REPORT

The external facilitator proposed the approach and evaluation criteria which was endorsed by the NCGC and approved by the Board. The approved evaluation methodology covered the same measures that the Singapore Governance and Transparency Index is based on, namely board size, board independence, CEO-chairman separation, board competencies, board duties and responsibilities, board and committee meetings (e.g. frequency and attendance), selection of Directors (e.g. transparency of the process), succession planning process, appraisal of Directors, remuneration and shareholders/investor relations, communications and transparency.

The process involved Directors first completing a comprehensive online questionnaire covering various aspects of board processes and effectiveness encompassing, amongst others, board and committee evaluation, board strategy and priorities, Directors self/peer evaluation, Chairman evaluation, risk management, board composition, information management, managing Company's performance, CEO performance and succession planning, director development and management and representation of shareholders and corporate social responsibility. The responses from the Directors were then collated and a gap analysis was conducted by Aon Hewitt to confirm that the Board had met its performance objectives. The Chairman will act on the results of the evaluation in consultation with the NCGC.

## REMUNERATION MATTERS

### Principle 6: Procedures for Developing Remuneration Policies

### Principle 7: Level and Mix of Remuneration

### Principle 8: Disclosure on Remuneration

## Remuneration Strategy, Principles and Framework

The objective of the Company's remuneration framework is to attract, reward, motivate and retain a talented and high performing workforce in order to achieve the Group's business objectives and to attract and motivate Directors to provide good stewardship of the Group.

The Group's remuneration framework is designed to incentivise the delivery of the Group's business priorities and shareholder value creation. It is structured to provide an appropriate balance between the fixed and performance related components.

A balanced scorecard approach is used to measure the Group's success in executing the long-term business strategy and the performance of the Management.

The following table sets out the guiding principles of the remuneration strategy and its implementation:

Guiding Principles	Details
<b>Alignment with Shareholders' Interest</b>	<ul style="list-style-type: none"> <li>Align interests between employees and shareholders</li> <li>Design incentive payout structure to align incentive payments with the long-term performance of the Group</li> </ul>
<b>Provide Market Competitive Pay</b>	<ul style="list-style-type: none"> <li>Offer competitive packages to attract and retain talented and experienced individuals</li> <li>Align total compensation with the market, subject to affordability</li> </ul>
<b>Pay-for-Performance</b>	<ul style="list-style-type: none"> <li>Instill and drive a pay-for-performance culture</li> <li>Measure performance against a balanced scorecard, comprising financial and non-financial metrics</li> </ul>

# CORPORATE GOVERNANCE REPORT

## Remuneration Governance

In performing the duties as required under its terms of reference, the CC ensures that the remuneration practices are in line with the Group's long-term strategy, performance and corporate values.

The CC is responsible for reviewing and recommending to the Board a general framework of remuneration (including termination terms) and the specific remuneration packages for each Director (including the Group CEO) and key Management personnel. No individual Director is involved in deciding his/her own fees. Each year, the CC also approves the annual increment pool and variable bonus pool for distribution to all eligible employees, and ensures that the level and structure of remuneration align with the long-term interests of shareholders and risk management strategies.

The CC has access to both internal and external expert advice on human resource matters whenever there is a need to consult. During the financial year ended 31 March 2025, Mercer (Singapore) Pte Ltd and Willis Towers Watson Consulting (Singapore) Pte Ltd were engaged as the Company's remuneration consultants to provide advice on market practices and benchmark data for differentiated requirements to meet the diverse needs of the Group. The Group does not have any relationship with the remuneration consultants which will affect their independence and objectivity.

The CC considers remuneration practices holistically with other human resource related issues such as succession planning, talent retention and recruitment. Succession planning and leadership development remain the key focus areas for the CC. On an annual basis, the CC conducts a succession planning review of the Group CEO and key management positions to assess readiness of potential successors, as well as their corresponding development plans with due consideration given to the Group's remuneration framework and practices.

## Level and Mix of Remuneration

The remuneration of non-executive Directors is benchmarked to the market and takes into account factors such as the effort and time spent, contributions and respective responsibilities of the Directors. The non-executive Directors receive a basic retainer fee, additional fees for appointment to Board Committees and attendance fees for attending Board and Board Committee meetings. The Directors' remuneration is reviewed annually against peer companies to ensure its competitiveness and the quantum of the fees will only be paid upon approval by the shareholders at the AGM.

The Group CEO, to the extent that he is also an executive Director, is not paid Directors' fees. The Group CEO's terms of employment and rewards, including long-term incentives in the form of SingPost shares, are reviewed by the CC and approved by the Board.

The level and structure of remuneration of the non-executive Directors, the Group CEO and key Management personnel are disclosed in the respective tables below. The Group exercises clawback of certain incentive components of remuneration from the Group CEO and key Management personnel in situations such as the inaccurate assessment of financial targets and performance attained or misconduct resulting in financial loss to the Group.



# CORPORATE GOVERNANCE REPORT

## Remuneration of Non-Executive Directors

The fees for non-executive Directors comprised a basic retainer fee, additional fees for appointment to Board Committees and attendance fees for attending Board and Board Committee meetings and the Board Strategy Workshop. The framework for determining non-executive Directors' fees for the financial year ended 31 March 2025 is the same as the previous financial year and is set out below:

	S\$ (per annum)
<b>Basic Retainer Fee</b>	
Chairman	165,000
Director	65,000
<b>Fee for appointment to Audit Committee and Finance and Investment Committee</b>	
Committee Chairman	40,000
Committee Member	25,000
<b>Fee for appointment to Board Risk and Technology Committee</b>	
Committee Chairman	30,000
Committee Member	20,000
<b>Fee for appointment to Nominations and Corporate Governance Committee, Compensation Committee and Board Sustainability Committee</b>	
Committee Chairman	20,000
Committee Member	15,000
Attendance fee for Board/Board Committee meeting (per meeting)	1,200
Attendance fee for Board Strategy Workshop	3,000

The aggregate fees payable to the non-executive Directors for the financial year ended 31 March 2025 is S\$1,338,470. 100% of the fees will be paid to the non-executive Directors in cash. Details are set out in the table below:

Name of Directors	Directors' Fees (S\$'000) <sup>(1)</sup>
Simon Israel <sup>(2)</sup>	288.6
Chu Swee Yeok	151.2
Fang Ai Lian	176.0
Elizabeth Kong Sau Wai	145.2
Bob Tan Beng Hai	167.2
Gan Chee Yen <sup>(3)</sup>	162.2
Yasmin Binti Aladad Khan	150.0
Ng Chin Hwee <sup>(4)</sup>	10.1
Chng Lay Chew <sup>(5)</sup>	11.3
Lim Cheng Cheng <sup>(6)</sup>	76.7
<b>Total</b>	<b>1,338.5</b>

### Notes:

- (1) No base or fixed salary, variable or performance-related income or bonuses, benefits in kind, stock options, share-based incentives and awards or other long-term incentives were paid to the non-executive Directors.
- (2) The Board had proposed an additional one-off ex-gratia fee of S\$250,000 in recognition of the extra time and effort expended by Mr Simon Israel during the Company's leadership transition period but this additional fee was waived by him.
- (3) Mr Gan Chee Yen was appointed as a member of the CC with effect from 3 February 2025, and his fee for appointment to the CC for the financial year ended 31 March 2025 has been pro-rated accordingly.
- (4) Mr Ng Chin Hwee was appointed as a Director with effect from 17 February 2025, and his basic retainer fee for the financial year ended 31 March 2025 has been pro-rated accordingly.
- (5) Mr Chng Lay Chew was appointed as a Director with effect from 17 February 2025, and his basic retainer fee for the financial year ended 31 March 2025 has been pro-rated accordingly.
- (6) Ms Lim Cheng Cheng resigned as a Director, and ceased to be a member of the FIC, with effect from 23 December 2024, and her basic retainer fee and fee for appointment to the FIC for the financial year ended 31 March 2025 have been pro-rated accordingly. Director's fee payable to Ms Lim Cheng Cheng will be paid fully in cash to Singapore Telecommunications Limited.

# CORPORATE GOVERNANCE REPORT

There is no employee of the Company or its subsidiaries who is a substantial shareholder of the Company, or is an immediate family member of a Director, the former Group CEO or a substantial shareholder of the Company, and whose remuneration exceeded S\$100,000 during the financial year ended 31 March 2025.

## Remuneration of Group CEO/Executive Director and Key Management Personnel

The Group adopts a remuneration strategy that supports a pay-for-performance philosophy. Performance-related remuneration is aligned with the interests of shareholders and other stakeholders, and promotes the long-term success of the Company. The Company's executives participate in an annual performance review process that assesses the individual's performance against set performance targets. Performance against these targets which include both financial and non-financial measures is a key factor determining their remuneration.

The remuneration structure for the Group CEO and key Management personnel consists of the following components:

### **Fixed Component**

Fixed pay comprises base salary, fixed allowances and annual wage supplement. Base salary is determined based on the individual's responsibilities, competencies and experience and is aligned to the median of the market. The CC proposes the compensation of the Group CEO and key Management personnel for the Board's approval on an annual basis.

### **Variable Component**

Variable component refers to the performance bonus (PB) which links rewards to the achievement of organisational targets. The PB is structured to support the Group's business strategy and shareholder value creation through the delivery of corporate targets, namely, financial outcomes, strategic business imperatives, operational excellence and people. The overall PB pool is a function of the business units' relative performance against their respective balanced scorecard. Individual PB is determined based on a blended qualitative assessment of their performance which includes the demonstration of the SingPost values and competencies.

### **Long-term Incentives**

Long-term incentives (LTI) are designed to reward, motivate and align employees' interests with that of shareholders. It is intended to retain key executives and employees, drive longer term business priorities and shareholder value creation. The long-term incentives are granted in the form of restricted shares under the Singapore Post Restricted Share Plan 2013 (the "**SingPost Restricted Share Plan**") with reference to the desired remuneration structure target and valued based on the Monte Carlo Model and Discounted Cash Flow Model. There are two types of LTI awards – the Restricted Share Award (RSA) and Performance Share Award (PSA). The RSA is granted to a broader group of executives and critical talents, whereas the PSA is granted to senior Management to reinforce the delivery of shareholder returns. A greater portion of the remuneration for the senior Management is delivered in long-term incentives to ensure alignment with shareholders' interests. Details of the LTI awards can be found in the "Directors' Statement" section of the Annual Report.

### **Provident Fund**

This component refers to statutory contributions to the Singapore Central Provident Fund, in line with local legislative requirements. It is not directly linked to performance.

### **Benefits**

The Company strives to provide benefits that are comparable with market practice and these may include medical, flexible benefits, car allowance or group insurances.

The employment contracts of the Group CEO and key Management personnel do not contain any special or exceptional clauses providing for additional compensation payments in the event of termination. For the financial year ended 31 March 2025, Mr Noel Harriyono Singgih who ceased to be the Group Chief Information Officer with effect from 31 March 2025 received payment in-lieu-of notice, redundancy payment, and accelerated vesting and payouts of one-off buyout cash and shares on termination, and Mr Shahrin Bin Abdol Bin Salam who ceased to be the CEO, Singapore with effect from 10 March 2025 received payment in-lieu-of notice on termination.

# CORPORATE GOVERNANCE REPORT

## Remuneration of Executive Director / Group CEO

The following information relates to the remuneration of the former Group CEO for the financial year ended 31 March 2025:

Name of Executive	Fixed Component <sup>(1)</sup> (S\$'000)	Variable Component <sup>(2)</sup> (S\$'000)	Provident Fund <sup>(3)</sup> (S\$'000)	Benefits <sup>(4)</sup> (S\$'000)	SingPost Restricted Share Plan		Total Remuneration <sup>(5)</sup> (S\$'000)
					No. Awarded & Accepted ('000)	Value (S\$'000)	
Phang Heng Wee, Vincent* Group CEO	570.6 (92.6%)	–	10.5 (1.7%)	35.2 (5.7%)	–	–	616.4 (100%)

\* Mr Phang Heng Wee, Vincent ceased to be the Group CEO with effect from 21 December 2024.

### Notes:

- (1) Fixed Component refers to base salary, fixed allowances and annual wage supplement, if applicable, for the financial year ended 31 March 2025.
- (2) Variable Component refers to performance bonus paid in the financial year ended 31 March 2025.
- (3) Provident Fund represents payment in respect of the Company's statutory contributions to the Singapore Central Provident Fund.
- (4) Benefits are stated on the basis of direct costs to the Group. These include medical benefits, flexible benefits, other benefits in kind, car allowance, and long service awards, where applicable.
- (5) Total Remuneration comprises Fixed Component, Variable Component, Provident Fund, Benefits and Long-Term Incentives granted under the SingPost Restricted Share Plan.

Details of LTI awards granted, lapsed and/or vested pursuant to the SingPost Restricted Share Plan for the former Group CEO as at 31 March 2025 are set out below:

LTI Awards	Granted		Performance Period	Lapsed ('000)	Vested	
	Date	('000)			Date	('000)
FY21/22 Performance Share Award	20 Jan 2022	269	1 Apr 2021 to 31 Mar 2025	269	NA	–
FY21/22 Restricted Share Award		135	1 Apr 2021 to 31 Mar 2025	135		–
FY22/23 Performance Share Award	3 Jun 2022	1,065	1 Apr 2022 to 31 Mar 2026	1,065	NA	–
FY22/23 Restricted Share Award		494	1 Apr 2022 to 31 Mar 2026	494		–
FY23/24 Restricted Share Award – Base	8 Jun 2023	678	–	678	NA	–
FY23/24 Restricted Share Award – Performance		458	1 Apr 2023 to 31 Mar 2027	458	NA	–

The former Group CEO's FY21/22, FY22/23 and FY23/24 LTI awards lapsed due to service conditions not being satisfied.

# CORPORATE GOVERNANCE REPORT

## Remuneration of Other Key Management Personnel

The following information relates to the remuneration of the Company's top five key Management positions (which are not Directors or the Group CEO) for the financial year ended 31 March 2025:

Name of Executive <i>(In alphabetical order within each band)</i>	Fixed Component <sup>(1)</sup> (%)	Variable Component <sup>(2)</sup> (%)	Provident Fund <sup>(3)</sup> (%)	Benefits <sup>(4)</sup> (%)	SingPost Restricted Share Plan <sup>(5)</sup>		FMH Group LTI Plan <sup>(6)</sup>		Total Remuneration <sup>(7)</sup> (%)
					No. Awarded & Accepted ('000)	Value (\$\$'000)	Value (\$\$'000)		
S\$1,250,000 to below S\$1,500,000									
Noel Harriyono Singgih <sup>(8)</sup> <i>Group Chief Information Officer</i>	40.5	12.8	2.0	39.4	147.7	72.4	–		100
S\$1,000,000 to below S\$1,250,000									
Simon Slagter <sup>(9)</sup> <i>Group CEO, Freight Management Holdings Group</i>	41.9	27.5	2.0	2.4	–	–	324.6		100
S\$250,000 to below S\$500,000									
Li Yu <sup>(10)</sup> <i>CEO, International</i>	90.3	–	2.8	6.8	–	–	–		100
Neo Su Yin <sup>(11)</sup> <i>Group COO</i>	44.3	–	1.8	53.9	–	–	–		100
S\$0 to below S\$250,000									
Mah Ming Zhi Isaac <sup>(12)</sup> <i>Group CEO</i>	86.9	–	4.2	8.9	–	–	–		100

Aggregate remuneration paid to the top five key Management positions above (which includes fixed and variable pay, benefits, provident fund contribution and fair value of long-term incentive grants) is approximately S\$3.46 million. Aggregate remuneration paid to two former key Management personnel<sup>(13)</sup> (which includes fixed and variable pay, benefits, provident fund contribution and payment in-lieu-of notice on termination where applicable) is approximately S\$0.95 million which excludes the accounting impact of the forfeiture of their long-term incentives upon cessation of their appointments.

### Notes:

- (1) Fixed Component refers to base salary, fixed allowances and annual wage supplement, if applicable, for the financial year ended 31 March 2025.
- (2) Variable Component refers to performance bonus paid in the financial year ended 31 March 2025.
- (3) Provident Fund represents payment in respect of the Company's statutory contributions to the Singapore Central Provident Fund or, as the case may be, Freight Management Holdings Pty Ltd's superannuation contributions in Australia.
- (4) Benefits are stated on the basis of direct costs to the Group. These include medical benefits, flexible benefits, other benefits in kind, car allowance and long service awards, where applicable.
- (5) Restricted Share Awards granted in the financial year ended 31 March 2025. The value reflected is based on simulation methodologies consistent with assumptions that apply under the Monte Carlo Model and the Discounted Cash Flow Model, where relevant.
- (6) The long-term incentives granted under the FMH Group LTI Plan are awarded in the form of Rights, subject to performance conditions. The value reflected is based on share option expensing for the financial year ended 31 March 2025.
- (7) Total Remuneration comprises Fixed Component, Variable Component, Provident Fund, Benefits and Long-Term Incentives granted under the SingPost Restricted Share Plan and the FMH Group LTI Plan.
- (8) Mr Noel Harriyono Singgih ceased to be the Group Chief Information Officer with effect from 31 March 2025. The percentage disclosed under "Benefits" above includes payment in-lieu-of notice, redundancy payment, accelerated vesting and payouts of one-off buyout cash and shares on termination.
- (9) Mr Simon Slagter is the Group CEO of Freight Management Holdings Group. Due to SingPost's complete divestment of Freight Management Holdings Group on 27 March 2025, the amount disclosed above is in respect of his remuneration from 1 April 2024 to 27 March 2025, which is paid by Freight Management Holdings Pty Ltd.
- (10) Mr Li Yu ceased to be the CEO, International with effect from 21 December 2024. The amount disclosed above is in respect of his remuneration from 1 April 2024 to 21 December 2024.
- (11) Ms Neo Su Yin ceased to be the CEO, Singapore and left the Company on 1 May 2024. She was rehired and appointed as the Group COO on 2 January 2025. The amount disclosed above is in respect of her remuneration from 1 April 2024 to 30 April 2024 and from 2 January 2025 to 31 March 2025.
- (12) Mr Mah Ming Zhi Isaac was appointed as the Group CFO on 22 January 2025. The amount disclosed above is in respect of his remuneration from 22 January 2025 to 31 March 2025.
- (13) Mr Yik Yen Shan, Vincent ceased to be the Group CFO with effect from 21 December 2024 and Mr Shahrin bin Abdol Salam ceased to be the CEO, Singapore with effect from 10 March 2025 (the amount disclosed includes payment in-lieu-of notice paid on termination). Provision 8.1(b) of the 2018 Code provides that the amounts and breakdown of remuneration of at least the top five key management personnel (who are not directors or the CEO) in bands no wider than S\$250,000 should be disclosed. Mr Yik's and Mr Shahrin's compensation is disclosed as an aggregate figure instead of individually and in bands as they did not serve the Company for the full financial year and their positions have been replaced/covered by the other key Management personnel in the table above. This is nevertheless transparent as to the level of their remuneration.



# CORPORATE GOVERNANCE REPORT

## ACCOUNTABILITY AND AUDIT

### Principle 9: Risk Management and Internal Controls

The Board and Management ensure that the Group implements and maintains a sound system of risk management and internal controls. The Group's policy is to establish an organisational philosophy and culture that ensures that effective risk management is an integral part of its activities and a core management capability. The Board is responsible for the governance of risk across the Group. The BRTC assists the Board in the oversight of the Group's risk management framework and policies.

The Group adopts an Enterprise Risk Management (ERM) Framework which sets out the components for managing risks in an integrated, systematic and consistent manner. The ERM Framework and related policies are reviewed annually.

The BRTC has scheduled meetings which are/have been attended by the Group CEO, the Group CFO, CEO Singapore, CEO International, Group Chief Information Officer, as well as key Management, all of whom are responsible for directing and monitoring the development, implementation and supervision of ERM practices across the Group.

Key Management meetings were held on a fortnightly basis to discuss strategic, business, and operational matters. During these meetings, key projects and operational risks were identified and discussed, along with proposed mitigating measures to address these risks to ensure residual risks were mitigated to an acceptable level. Follow-ups were then performed in subsequent meetings to ensure mitigating actions were executed. Any significant issues identified from these meetings were brought to the attention of the BRTC.

The Group has in place a structured and systematic approach to risk management, and aims to mitigate the Group's risk exposures through appropriate risk management strategies and internal controls. Risk management in the Group is a continuous, iterative and integrated process which has been incorporated into various planning, approval, execution, monitoring, review and reporting systems. The Group adopts a top-down as well as bottom-up approach on risk management to ensure the strategic, business, operational, financial, compliance and IT risk exposures are identified, aligned to the Group's strategic and business objectives, and appropriately managed.

On a quarterly basis, the respective risk owners will review the adequacy and effectiveness of the mitigating controls for all risks within their respective divisions and the division-specific controls to mitigate such risks. Risk custodians, who are typically key Management, provide oversight and guidance for enterprise-wide risk mitigation strategies and plans, and will coordinate efforts to manage the risks on a group-wide basis.

It is the Board that sets the risk appetite of the Group and has oversight over the Group's top tier risks, which are refreshed on an annual basis to align with the Group's strategic priorities and initiatives. Together with updates on Group ERM initiatives, these risks are presented to the Board on a quarterly basis.

During the financial year ended 31 March 2025, the BRTC reviewed the ERM Framework to ensure it remains relevant to the Group's circumstances. The ERM framework consists of ERM Governance, ERM Process and ERM Monitoring. Both ERM process (risk reporting) and ERM monitoring (key risk indicators and incident reports circulated to BRTC) are performed on a quarterly basis. Critical technology matters such as IT (Cyber) security and risks associated with data strategy management are also discussed at length between the BRTC and Management, including the Group Chief Information Officer.

The BRTC also assists the Board in fulfilling its oversight responsibilities on risk management by reviewing:

- the overall risk management system and process and providing comments on changes as and when appropriate for Management's consideration having regard to costs and benefits;
- the Group's risk appetite statements, risk profiles, guidelines and limits; and
- the Group's material exposures and concurrence on Management's assessment on the adequacy and effectiveness of the mitigation measures implemented by risk owners.

# CORPORATE GOVERNANCE REPORT

The Group's risk appetite statement (RAS) reflects the nature and extent of risks the Group is willing to take in pursuing its strategic objectives and addresses the management of material risks faced by the Group. Alignment of the Group's risk profile to the Group's RAS is achieved through various communication and monitoring mechanisms (including key performance indicators set for Management) put in place across the Group. During the financial year ended 31 March 2025, the Board reviewed the Group's RAS regarding the Group's perspectives on the risks surrounding strategy, sustainability and growth, financial, people and culture.

The key internal controls of the Group include:

- establishment of risk management systems and policies;
- establishment of policies and approval limits for key financial and operational matters, and the rules relating to the delegation of authorities; documentation of key processes and procedures;
- segregation of incompatible functions which give rise to a risk of errors or irregularities not being promptly detected;
- safeguarding of assets;
- maintenance of proper accounting records;
- ensuring compliance with appropriate legislation and regulations; and
- having qualified and experienced persons to take charge of important functions.

The Company's approach to risk management is set out in the "Enterprise Risk Management" section of this Annual Report on pages 83 to 91.

The Board has received written assurance from the Group CFO that, as at 31 March 2025, the Group's financial records have been properly maintained, and the financial statements give a true and fair view of the Group's operations and finances.

Written assurance has also been received by the Board from the Group CFO and other relevant key Management personnel that the Group's internal controls (including financial, operational, compliance and IT controls) and risk management systems were adequate and effective as at 31 March 2025 to address the risks (including sanction-related risks) which the Group considers relevant and material to its operations and finances.

Provision 9.2 of the 2018 Code provides that the Board should receive the abovementioned assurances from, amongst others, the chief executive officer. As the Company has yet to appoint a new Group CEO, the Board has only received the relevant assurances from the Group CFO and the relevant key Management personnel in respect of the financial year ended 31 March 2025. The Board believes that the assurances received are nevertheless sufficient to ensure that Management has maintained a sound system of risk management and internal controls to safeguard the interests of the Company and its shareholders.

The Board, with the concurrence of the AC, is of the opinion that the Group's internal controls (including financial, operational, compliance and IT controls) and risk management systems were adequate and effective as at 31 March 2025 to address the risks (including sanctions-related risks) which the Group considers relevant and material to its operations and finances. This opinion is arrived at based on the framework established and maintained by the Group, the work performed by the internal and external auditors, reviews carried out by Management, various Board Committees and the Board, and assurances received from the Group CFO and other relevant key Management personnel. As at 31 March 2025, there has been no material change to the Group's risk of being subject to any sanctions-related law or regulation.

The Board notes that the internal controls and risk management systems provide reasonable but not absolute assurance that the Group will not be adversely affected by any event that could be reasonably foreseen as it strives to achieve its business objectives.

In this regard, the Board also notes that no system can provide absolute assurance against the occurrence of material errors, poor judgement in decision-making, human errors, fraud or other irregularities.

# CORPORATE GOVERNANCE REPORT

The Board has overall responsibility to shareholders for ensuring that the Group is well managed and guided by its strategic objectives. In presenting the Group's periodic financial statements to shareholders, it is the aim of the Board to provide shareholders with a balanced and understandable assessment of the Group's performance, position and prospects.

## ACCOUNTABILITY AND AUDIT

### Principle 10: Audit Committee

The AC comprises five Directors, all of whom are non-executive independent Directors. All members of the AC, including the AC chairman, have recent and relevant accounting or related financial management expertise and experience. The AC does not comprise members who were partners or directors of the incumbent external auditor, Deloitte & Touche LLP, within the past two years. The AC also does not comprise any member who has any financial interest in Deloitte & Touche LLP. The AC's key responsibilities are outlined in the "Board Committees" section of this report.

The AC has explicit authority to investigate any matter within its terms of reference. It has full access to and the full cooperation of Management. It also has full discretion to invite any Director or executive officer to attend its meetings. In addition, the AC has direct access to the external auditor. If required, the AC has authority to seek external resources to enable it to discharge its functions properly, including obtaining legal and other professional advice and services.

The Group's Internal Audit Department (IAD) performs detailed work to assist the AC in the evaluation of material internal controls of the Group. The external auditor, in the course of conducting its normal audit procedures on the statutory financial statements of the Group, also reviews the Group's material internal controls to the extent of their scope as laid out in their audit plan. If any material internal control weaknesses are noted by the external auditor, these weaknesses and the external auditor's recommendations are reported to the AC.

With regard to the whistleblowing reports received by the Company in early 2024 which alleged that there were manual data entries of certain delivery status codes without basis or supporting documentation relating to the Group's non-regulated international e-commerce logistics parcels business (details of these were disclosed in the Company's announcements dated 22 and 29 December 2024), the AC has, during the financial year, with the assistance of the IAD, reviewed the effectiveness of the corrective actions which have been taken to prevent similar occurrences and address relevant operational gaps, as part of the Group's internal audit plan. The external auditor was kept apprised of material developments on the matter, in particular the applicable compliance with financial reporting and disclosure requirements have been discussed with the external auditor.

The AC reviews the overall scope of both internal and external audits and the assistance given by the Group's officers to the auditors. It meets with the Group's internal and external auditors to discuss the results of their respective examinations and their evaluation of the Group's system of internal controls. The AC also meets with the internal and external auditors, without the presence of Management, at least annually.

The AC has reviewed the half-year and annual financial statements of SingPost and the Group, the voluntary interim business updates for the first and third quarters of the financial year, and the related SGXNet announcements for the financial year ended 31 March 2025, as well as the auditor's reports thereon. Interested person transactions of the Group in the financial year have been reviewed by the AC.

During the financial year, the AC has reviewed the performance of the external auditor using the Audit Quality Indicators Disclosure Framework published by ACRA as reference. The AC has also reviewed with Management all the non-audit services provided by the external auditor to SingPost and the Group in the financial year ended 31 March 2025. Based on the nature and extent of the services provided, the AC is of the opinion that the independence of the external auditor was not impaired by the provision of these non-audit services. The external auditor has also provided a confirmation of its independence to the AC. Accordingly, the AC has recommended the re-appointment of the external auditor at the forthcoming AGM.

# CORPORATE GOVERNANCE REPORT

The AC has reviewed with the Group CFO and the external auditor the changes to accounting standards and issues which are relevant to the Group and have a direct impact on the Group's financial statements. The AC has also reviewed the statement of financial position and statement of changes in equity of the Company and the consolidated financial statements of the Group for the financial year ended 31 March 2025, as well as the Independent Auditor's Report thereon before submitting them to the Board for its approval. The AC has discussed with Management the accounting principles that were applied and also considered the appropriateness of the critical accounting estimates and judgments made in preparing the financial statements.

The following significant matters impacting the financial statements were discussed with Management and the external auditor and were reviewed by the AC:

Key Audit Matters	Review of Key Audit Matters by the Audit Committee
<b>Assessment of impairment of goodwill</b>	<p>The Audit Committee considered the approach and methodology applied to the valuation models used in the goodwill impairment assessment.</p> <p>The Audit Committee reviewed the recoverable amounts of the cash-generating units ("CGUs") which involves significant judgement about the future cash flow projections of the business, the appropriate terminal growth rates, discount rates applied to the future cash flow projections, and the fair value less costs of disposal.</p> <p>The impairment review was also an area of focus for the external auditor. The external auditor has included this item as a key audit matter in its audit report for the financial year ended 31 March 2025. Refer to page 103 of the Annual Report.</p>
<b>Valuation of investment properties</b>	<p>The Audit Committee considered the approach and methodology applied to the valuation models used in assessing the valuation of investment properties.</p> <p>The Audit Committee reviewed the data, estimates and assumptions as well as the independence and competence of the valuer appointed to perform the valuations.</p> <p>The valuation of investment properties was also an area of focus for the external auditor. The external auditor has included this item as a key audit matter in its audit report for the financial year ended 31 March 2025. Refer to page 104 of the Annual Report.</p>

## Review of Interested Person Transactions

SingPost has established policies and procedures to govern and ensure that interested person transactions (IPTs) are entered into at arm's length, including comparisons against market rates and obtaining competitive quotes where applicable. The IAD regularly reviews the IPTs entered by the Group to verify the accuracy and completeness of the relevant IPT disclosures and ensures compliance with the requirements of Chapter 9 of the Listing Manual of the SGX. These findings are reported to the AC for review. During the financial year under review, the AC, assisted by the IAD, reviewed the IPTs and is satisfied that the IPTs were made on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders.



# CORPORATE GOVERNANCE REPORT

## Whistleblowing Policy

The Group is committed to a high standard of ethical conduct and adopts a zero-tolerance approach to fraud, corruption and other forms of unethical behavior or conduct. The Group has put in place whistleblowing policies and arrangements by which staff and any other persons may, in confidence, raise concerns about possible improprieties including concerns about the Group's accounting, internal controls, auditing matters and the conduct of officers or staff including Management and Directors. Whistleblowers may also report matters anonymously to the Company or to the relevant regulatory authorities. If whistleblowers choose to disclose their identity, the Group is committed (and has disclosed its commitment under the SingPost Whistleblowing Policy published on its corporate intranet and corporate website) to ensure protection of the whistleblower against reprisal, or detrimental or unfair treatment where such reports are filed in good faith (even if the feedback is later found to be unsubstantiated after investigation). The IAD has been designated as the independent function to maintain the dedicated whistleblowing channels and investigate whistleblowing reports made in good faith. All whistleblowing reports received, including the identities of the whistleblowers and the persons implicated in the reports, are kept strictly confidential and only disclosed on a "need-to-know" basis. The AC is responsible for oversight and monitoring of whistleblowing and periodically reviews these policies and arrangements. All reported incidents including allegations of fraudulent practices are brought to the attention of the chairman of the AC and the Chairman of the Board, and are investigated promptly, independently, professionally, fairly and honestly. Details of the whistleblowing policies, and arrangements and procedures for raising such concerns are posted on the Company's corporate intranet and corporate website for easy reference by staff and any other persons. New staff are also briefed on these policies during the staff orientation programme.

In early 2024, the Company received certain whistleblowing reports which alleged that there were manual data entries of certain delivery status codes without basis or supporting documentation relating to the Group's non-regulated international e-commerce logistics parcels business (details of these were disclosed in the Company's announcements dated 22 and 29 December 2024). The matter was immediately brought to the AC's attention, and internal investigations were promptly carried out by the IAD and closely supervised by the AC. As representations made by Management in relation to the subject matter of the whistleblowing reports contradicted the findings of the IAD, the AC engaged external legal counsel and a forensics service provider to independently assist with the review of and advise on the matters raised in the whistleblowing reports. The whistleblowing reports were fully investigated, professionally and fairly, in accordance with the whistleblowing policies and processes, and were addressed properly and expeditiously. Subsequently, the same external law firm was also engaged to review Management's conduct in the handling of the investigations into the whistleblowing reports and related matters, with the key issue being the governance expectations and proper conduct by Management. These are a reflection of the effectiveness and impartiality of the Group's whistleblowing policies and stringent corporate governance standards. The Board notes in particular that if the AC had relied on and accepted the misrepresentations made by Management over IAD's findings, the practice of the false manual data entries which were intended to avoid contractual penalties would likely have continued.

In respect of the Board, the Code of Business Conduct and Ethics requires Directors to communicate any suspected violations promptly to the Chairman of the Board and the chairman of the NCGC. If the suspected violations involve the Chairman of the Board or the chairman of the NCGC, communication should be made to the chairman of the AC whereupon suspected violations will be investigated by the Board or by a person or persons designated by the Board and appropriate action will be taken in the event it is determined that any violation has occurred.

In addition, the Group adopts a zero-tolerance approach to bribery and corruption and is committed to acting professionally, transparently and fairly with integrity in all of the Group's business dealings and relationships as well as implementing and enforcing effective systems to counter bribery and corruption. The Group's Anti-Bribery and Corruption Policy (ABC Policy) sets out guiding principles to conduct the businesses with honesty, fairness and high ethical standards. The ABC Policy applies to the Board members as well as employees of the Group. The Company also has a Code of Conduct that sets forth certain standards and rules of conduct that apply to all employees. The Code of Conduct describes the importance of protecting the interests of the Company, safeguarding sensitive and confidential information, preventing any conflict of interest, and not engaging in illegal, corrupt or fraudulent activities, as an employee of the Company. All employees are expected to strictly adhere to the rules of conduct contained in the staff manual including the code, as well as comply with Company policies, laws and regulations.

# CORPORATE GOVERNANCE REPORT

The Code of Business Conduct and Ethics and the ABC Policy are accessible from the Company's corporate website at <https://www.singpost.com/about-us/corporate-information/corporate-governance>.

## Internal Audit

The IAD covers the audits of the Company and its subsidiaries. The IAD's objectives, scope of authority and responsibilities are defined in the Group's Internal Audit Charter, which has been approved by the AC. The IAD is independent of the activities it audits, and does not undertake any operational responsibility or authority over any of the activities within its audit scope.

The IAD is staffed by suitably qualified and experienced executives. Its primary line of reporting is to the chairman of the AC, although it would also report administratively to the Group CEO. The AC approves the hiring, removal, evaluation and compensation of the head of the internal audit function.

Under the Group's Internal Audit Charter, the IAD has unfettered access to all of the Group's documents, records, properties and personnel, including direct access to the AC.

The Group's annual internal audit plan is formulated based on a risk-based approach to review the adequacy and effectiveness of the Group's system of internal controls, including financial, operational, compliance and IT controls, and risk management systems. The audit work is prioritised and scoped based on the assessment of current and emerging risks, including financial, operational, technology, cyber, compliance, sustainability and strategic risks. The annual internal audit plan also incorporates the periodic internal review of the Company's sustainability reporting process addressing sustainability risks. The Group's internal audit plan was reviewed and approved by the AC.

The AC reviews the adequacy and effectiveness of the internal audit function on an ongoing basis, and is of the view that the internal audit function is independent, effective and adequately resourced. The AC ensures that the IAD is adequately resourced, has appropriate standing within the Group and is able to perform its functions effectively and objectively.

The IAD adopts and complies with the International Standards for the Professional Practice of Internal Auditing issued by The Institute of Internal Auditors (IIA). The IAD has a Quality Assurance and Improvement Programme (QAIP) to ensure conformance to IIA Standards. As part of the QAIP, internal Quality Assurance Reviews (QAR) are conducted on an annual basis and external QAR are carried out once every 5 years by external qualified professionals. The last external QAR was conducted by Ernst & Young Advisory Pte. Ltd. and successfully completed in the financial year ended 31 March 2024, where the IAD received the highest rating of "Generally Conforms", thereby continuing to meet or exceed IIA Standards and its Code of Ethics in all key aspects.

Training and development opportunities are provided for IAD staff to ensure their technical knowledge and skill sets remain current and relevant. Support is also given to IAD staff to achieve and maintain their certification and relevant professional accreditations (e.g., Certified Internal Auditor, Certified Fraud Examiner, Certified Information Systems Auditor, Chartered Accountant, etc.). IAD staff also attend external trainings and seminars conducted by reputable public accounting and auditing firms, and professional associations such as IIA, Association of Certified Fraud Examiners, and Singapore Accountancy Commission.

## SHAREHOLDER RIGHTS AND ENGAGEMENT

### Principle 11: Shareholder Rights and Conduct of General Meetings

### Principle 12: Engagement with Shareholders

The Company treats all shareholders fairly and equitably, and upholds a practice of transparent and timely disclosure of its financial performance and position as well as business outlook. All price-sensitive and trade-sensitive information is publicly released via SGXNet prior to any meetings with analysts or investors with the view to ensure parity of information. Such information is also posted on the Company's corporate website after each release.

# CORPORATE GOVERNANCE REPORT

## Conduct of Shareholder Meetings

The Company's AGM in respect of the financial year ended 31 March 2025 (2025 AGM) will be held in a wholly physical format. There will be no option for shareholders to participate virtually.

The Company encourages shareholder participation at general meetings, which serve as a platform for engagement with the Board and Management. The Company ensures that shareholders have the opportunity to participate effectively and vote at general meetings.

The Company disseminates information on its general meetings through notices sent to shareholders and published in the local press, the Company's corporate website and via SGXNet. Annual Reports and Letters/Circulars are normally sent to shareholders at their written request and are posted on the Company's corporate website. The meetings are usually held in a central location in Singapore to ensure convenient access for shareholders who prefer to attend the AGM in person.

Under the Company's Constitution and pursuant to the Companies Act 1967, the CPF Board and relevant intermediaries (as defined in Section 181 of the Companies Act 1967) may appoint more than two proxies to attend, speak and vote on their behalf. A registered shareholder who is unable to attend may appoint up to two proxies, who need not be shareholders of the Company, to attend and vote on his/her behalf.

Shareholders are informed of the rules, including the voting procedures that govern general meetings. The Company has implemented electronic polling and the voting procedures are carefully explained to the shareholders by the independent scrutineer at the start of the meeting together with a test run to ensure familiarity with the electronic polling device and procedure. All resolutions are put to vote by poll.

Board members and the respective chairman of all the Board Committees, together with Management, are present and available at general meetings to address shareholders' queries. The Company's external auditor is also present to address shareholders' queries relating to the conduct of audit and the preparation and content of the auditor's report. Shareholders also have the opportunity to communicate with the Directors and Management after the meeting.

At each AGM, Management presents an update to shareholders on the Company's progress, performance and prospects. Presentation materials are also released via SGXNet and posted on the Company's corporate website for the benefit of shareholders.

Separate resolutions are tabled on each substantially separate issue unless the issues are interdependent and linked so as to form one significant proposal. In the event that there are resolutions which are interdependent and linked, the Board will explain the reasons and material implications in the notice of the meeting. Shareholders present are given an opportunity to clarify or direct questions on issues pertaining to the proposed resolutions before the resolutions are voted on. In addition, shareholders will be given the opportunity to submit written questions prior to general meetings, and all substantial and relevant comments and queries will be responded to within a reasonable timeframe, either prior to the general meeting through publication on SGXNet and the Company's corporate website or at the general meeting itself.

To ensure transparency in the voting process, the detailed results of all resolutions put to vote, showing the number of votes cast for and against each resolution, and the respective percentages, are tallied and disclosed live on-screen to shareholders immediately after the vote has been cast. The results are also announced via SGXNet after the conclusion of the meeting.

Minutes of the general meetings are released via SGXNet and posted on the Company's corporate website as soon as practicable after such meetings. The minutes record substantial and relevant comments or queries from shareholders relating to the agenda of the general meeting, and responses from the Chairman, Board members and Management.

# CORPORATE GOVERNANCE REPORT

Provision 11.4 of the 2018 Code provides that a company's constitution should allow for absentia voting at general meetings of shareholders. Presently, absentia voting (such as by mail, email or fax) is not permitted under the Company's Constitution. The Company does not intend to amend its Constitution to provide for absentia voting until security, integrity and other pertinent issues relating to absentia voting are satisfactorily resolved. Nevertheless, the Company is of the view that notwithstanding its deviation from Provision 11.4 of the 2018 Code, shareholders are treated fairly and equitably and have the opportunity to communicate their views on matters affecting the Company. For instance, shareholders may appoint proxies to attend, speak and vote, on their behalf, at general meetings if they are unable to attend.

## Dividend Policy

From the financial year ended 31 March 2025, the Board has adopted a dividend policy of paying out between 30% and 50% of the Group's underlying net profit. The Board believes this is a balanced policy taking into consideration the capital needs of the enterprise and sustainable returns to shareholders. Interim and final dividend may be declared following the end of the first half and full financial year results, respectively.

The dividend policy is published on the investor relations section of the Company's corporate website at <https://www.singpost.com/about-us/investor-relations/dividend-information>. Other than the dividend policy, the Company also discloses its dividend payment history on its corporate website.

The Board has proposed a special dividend of 9 cents per ordinary share for the financial year ended 31 March 2025, subject to shareholders' approval at the 2025 AGM. Including the interim dividend of 0.34 cents per share paid out in December 2024, total dividends for the financial year ended 31 March 2025 would amount to 9.34 cents per share.

## Communication with Shareholders

The Company regularly engages the investment community comprising shareholders, current and prospective investors and analysts, and endeavors to ensure effective and fair communication with the stakeholders.

The Company's investor engagement activities and conduct are guided by the Investor Relations (IR) Policy, which sets out the principles and mechanisms for regular and effective engagement and communication with the investment community. The IR policy is available on the Company's corporate website. The Company regularly reviews the framework it has put in place to ensure effective investor engagement.

The Company has a dedicated IR team which serves as the key interface for engagement with the investment community. Contact details of the IR team are published on the Company's corporate website. The IR team generally responds to investor queries via email within 3 working days. In addition, investors may sign up for an email alert service to be updated with the Company's announcements. The contact detail for the Lead Independent Director is also published on the Company's corporate website in case contact through the normal channels of communication with the Chairman or Management is inappropriate or inadequate.

The Company maintains regular dialogue with the investment community through investor events throughout the year to update on its business strategy, operational and financial performance, sustainability initiatives and material corporate developments, as well as to solicit and understand the views and concerns of investors. These take the form of one-on-one and group meetings and calls, as well as investor conferences and non-deal roadshows. During the financial year ended 31 March 2025, Management had over 180 engagements with local and overseas investors through face-to-face meetings and conference calls.



# CORPORATE GOVERNANCE REPORT

Briefings for analysts and investors are conducted for each financial results announcement and business update, as well as significant corporate developments. A live webcast and subsequent playback of financial results briefings and transcripts are published under the IR section of the Company's corporate website as soon as practicable.

The Board and Management engage directly with shareholders at each shareholder meeting to understand their views and gather feedback, as well as to address any issues and concerns. In addition, the Company holds dialogue sessions with retail investors, which are organised together with the Securities Investors Association Singapore (SIAS). The Company undertook two such dialogue sessions in July 2024 prior to the AGM and in March 2025 prior to its EGM. The Company held an EGM on 13 March 2025 to seek shareholders' approval for the proposed divestment of the Australia business and engaged directly with shareholders at the EGM to address all substantial and relevant comments and queries in relation thereto.

The Company makes timely disclosures of material information to all shareholders on SGXNet in compliance with the requirements of the SGX listing rules. Where there is inadvertent disclosure made to a select group, the Company will make the same disclosure publicly to all others as promptly as possible via SGXNet. In addition to the mandatory half-year and full-year financial statements, the Company also provides shareholders with updates on the interim performance and outlook in its first quarter and third quarter business updates.

The IR section of the Company's corporate website is regularly updated and contains all SGXNet announcements, periodic financial statements, investor presentations and AGM and EGM-related materials, including minutes of the AGM/EGM and the voting results.

In recognition of the Company's corporate governance and sustainability efforts during the year, the Company continues to maintain its ranking among the top 10 in the Singapore Governance and Transparency Index 2024, ranking eighth in 2024. The Company has also been placed on the SGX Fast Track programme since 2021. The programme aims to affirm listed issuers that have been publicly recognised for high corporate governance standards and have maintained a good compliance track record.

## MANAGING STAKEHOLDERS RELATIONSHIPS

### Principle 13: Engagement with Stakeholders

The Company has put in place practices that enable regular communication and engagement with stakeholders, so as to understand and address their needs and interests. Platforms used to communicate and engage with stakeholders include a current website and other social media tools.

The Company has established dedicated functions and arrangements, including participation between business and support units to manage its relationships with such groups. Dedicated functions include Sustainability, Investor Relations, Treasury, Communications, Safety and Human Resources. For each stakeholder group, the Company considers the basis of engagement, key areas of interest, methods and frequency of engagement. Recognising a fast-evolving development on ESG focus globally and to build resilience having regard to the Group's operating environment, a formal stakeholder engagement exercise involving both internal and external stakeholders was carried out during the financial year ended 31 March 2022 to identify ESG topics that matter to them and the Group. The results from the materiality assessments and ongoing engagements continue to influence sustainability efforts in the Company and remain relevant.

The basis for and methods of engagement with stakeholders, along with the key areas of focus for each stakeholder group, can be found in the Company's Sustainability Report for the financial year ended 31 March 2025 (including the maintenance of a current corporate website). SingPost publishes an online Sustainability Report annually within four months of its financial year end.

# CORPORATE GOVERNANCE REPORT

## DEALINGS IN SECURITIES

In line with the SGX listing rules, the Company has adopted a Securities Trading Policy that sets forth standards and procedures for dealing in the Company's securities, and which has been disseminated to employees of the Group and directors of the companies within the Group.

The policy and guidelines applicable for the financial year ended 31 March 2025 provide that no dealings in the Company's securities by the Directors and officers of the Group can take place during the period of one month immediately preceding the announcement of the Company's half-year and full-year financial statements, and ending once the announcement of the relevant results (Closed Periods) is made. Further, if at any relevant time (including an "open" trading period), they are aware of or privy to any material undisclosed price-sensitive and/or trade-sensitive information which is the subject of an impending Company's announcement or potential media release, they should not trade in the Company's securities until the information is appropriately disseminated to the market.

During an open trading period, Directors shall provide prior notice to the Company and obtain pre-clearance from the Company's Chairman, Group CEO and Company Secretary prior to the execution of any such trade in the securities of the Company. For any persons other than Directors, pre-clearance should be obtained from the Group CEO and Company Secretary prior to the execution of any such trade in the securities of the Company.

The Company will also not purchase or acquire its securities during the Closed Periods and at any time after a price-sensitive or trade-sensitive development has occurred or has been the subject of a decision until the price-sensitive or trade-sensitive information has been publicly announced.

Directors and officers are also required to comply with insider trading laws at all times even when dealing in the Company's securities outside the prohibited trading period. The policy and guidelines also discourage trading on short-term considerations.

Directors are also prohibited from disposing the Company's securities, directly or indirectly held, within a period of twelve (12) months of their cessation as Directors of the Company.

The Company issues periodic reminders to its Directors, relevant officers and employees on the restrictions in dealings in the Company's securities.

Directors and senior Management are prohibited from entering into transactions in associated products which limit the economic risk of participating in unvested entitlements under its equity-based remuneration schemes. Such associated products include structured instruments, financial products, arrangements or derivatives involving SingPost securities or unvested entitlements.

# SUMMARY OF DISCLOSURES

## SUMMARY OF DISCLOSURES OF CODE OF CORPORATE GOVERNANCE 2018 (2018 CODE)

Rule 710 of the SGX Listing Manual requires Singapore listed companies to describe their corporate governance practices with specific reference to the 2018 Code in their annual reports for financial years commencing on or after 1 January 2019. This summary of disclosures describes the Company's corporate governance practices with specific reference to the disclosure requirements in the principles and provisions of the 2018 Code.

Provision	Page reference in SingPost Annual Report 2024/25
<b>BOARD MATTERS</b>	
<b>The Board's Conduct of Affairs</b>	
<b>Principle 1</b>	
1.1	Pages 50, 51, 56 and 76
1.2	Pages 57 to 62
1.3	Pages 50 and 51
1.4	Pages 51 to 55
1.5	Pages 55 to 57 and 64
1.6	Pages 56 and 57
1.7	Page 57
<b>Board Composition and Guidance</b>	
<b>Principle 2</b>	
2.1	Pages 59 and 60
2.2	Pages 59 and 60
2.3	Pages 58 and 59
2.4	Pages 58 to 60
2.5	Pages 56 and 62
<b>Chairman and Chief Executive Officer</b>	
<b>Principle 3</b>	
3.1	Page 61
3.2	Page 61
3.3	Pages 62 and 79
<b>Board Membership</b>	
<b>Principle 4</b>	
4.1	Pages 55, 57, 58, 62 to 65 and 232 to 245
4.2	Pages 55 and 62
4.3	Pages 62 to 65
4.4	Pages 55 and 59
4.5	Pages 7 to 11, 58 and 64
<b>Board Performance</b>	
<b>Principle 5</b>	
5.1	Pages 65 and 66
5.2	Pages 65 and 66
<b>REMUNERATION MATTERS</b>	
<b>Procedures for Developing Remuneration Policies</b>	
<b>Principle 6</b>	
6.1	Pages 54, 66 to 69
6.2	Page 54
6.3	Page 54
6.4	Page 67

Provision	Page reference in SingPost Annual Report 2024/25
<b>Level and Mix of Remuneration</b>	
<b>Principle 7</b>	
7.1	Pages 66, 67 and 69
7.2	Page 67
7.3	Pages 66 to 69
<b>Disclosure on Remuneration</b>	
<b>Principle 8</b>	
8.1	Pages 68 to 71
8.2	Page 69
8.3	Pages 66 to 71 and 95 to 100
<b>ACCOUNTABILITY AND AUDIT</b>	
<b>Risk Management and Internal Controls</b>	
<b>Principle 9</b>	
9.1	Pages 53, 72 to 74 and 83 to 91
9.2	Page 73
<b>Audit Committee</b>	
<b>Principle 10</b>	
10.1	Pages 52 and 74 to 77
10.2	Pages 52 and 74
10.3	Page 74
10.4	Page 77
10.5	Page 74
<b>SHAREHOLDER RIGHTS AND ENGAGEMENT</b>	
<b>Shareholder Rights and Conduct of General Meetings</b>	
<b>Principle 11</b>	
11.1	Pages 77 to 79
11.2	Page 78
11.3	Pages 56 and 78
11.4	Page 79
11.5	Page 78
11.6	Page 79
<b>Engagement with Shareholders</b>	
<b>Principle 12</b>	
12.1	Pages 79 and 80
12.2	Pages 79 and 80
12.3	Page 79
<b>MANAGING STAKEHOLDERS RELATIONSHIPS</b>	
<b>Engagement with Stakeholders</b>	
<b>Principle 13</b>	
13.1	Page 80
13.2	Page 80
13.3	Page 80

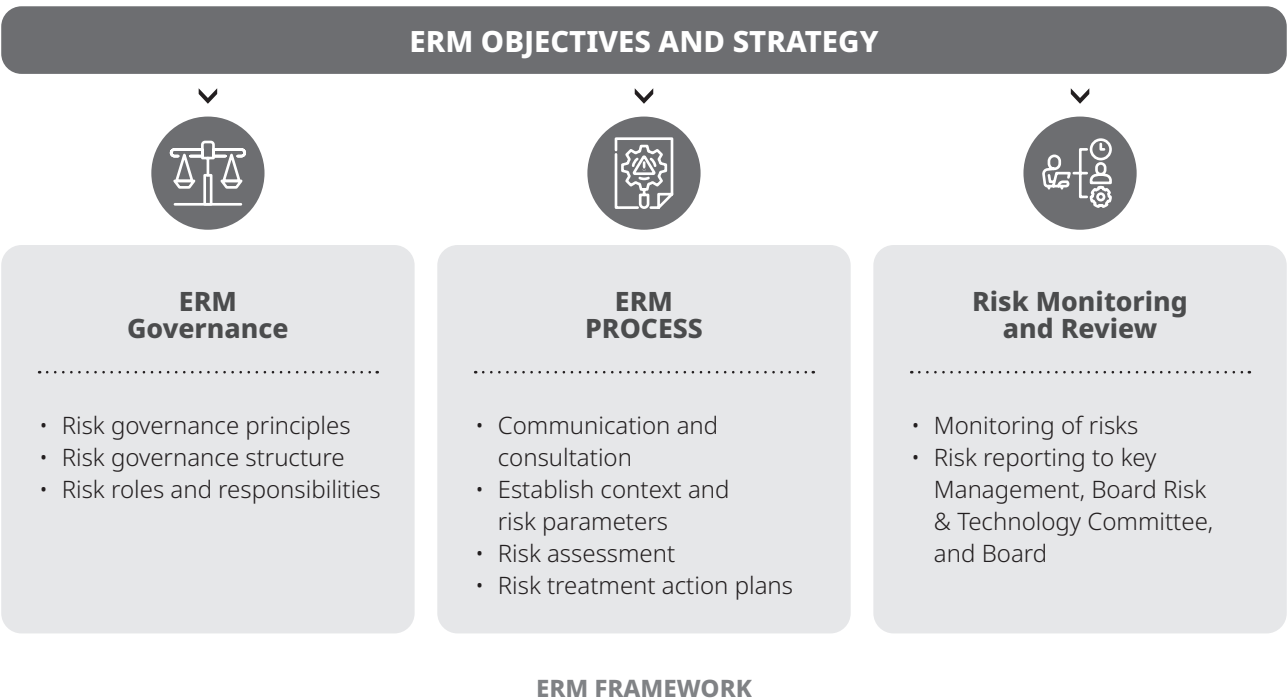
# ENTERPRISE RISK MANAGEMENT

## ENTERPRISE RISK MANAGEMENT APPROACH

The Group's Enterprise Risk Management ("ERM") framework is modelled based on the SS ISO 31000:2018 Risk Management – Guidelines, and covers the key strategic, operational, financial, compliance, and information technology risks faced by the Group.

The ERM framework is supported by appropriate risk policies, procedures and provides guidance to the Group's various business units and support units on managing risks.

ERM Objectives and Strategy provide the overall direction for SingPost's ERM framework. It is defined by key management and approved by the Board of Directors.



## ERM GOVERNANCE

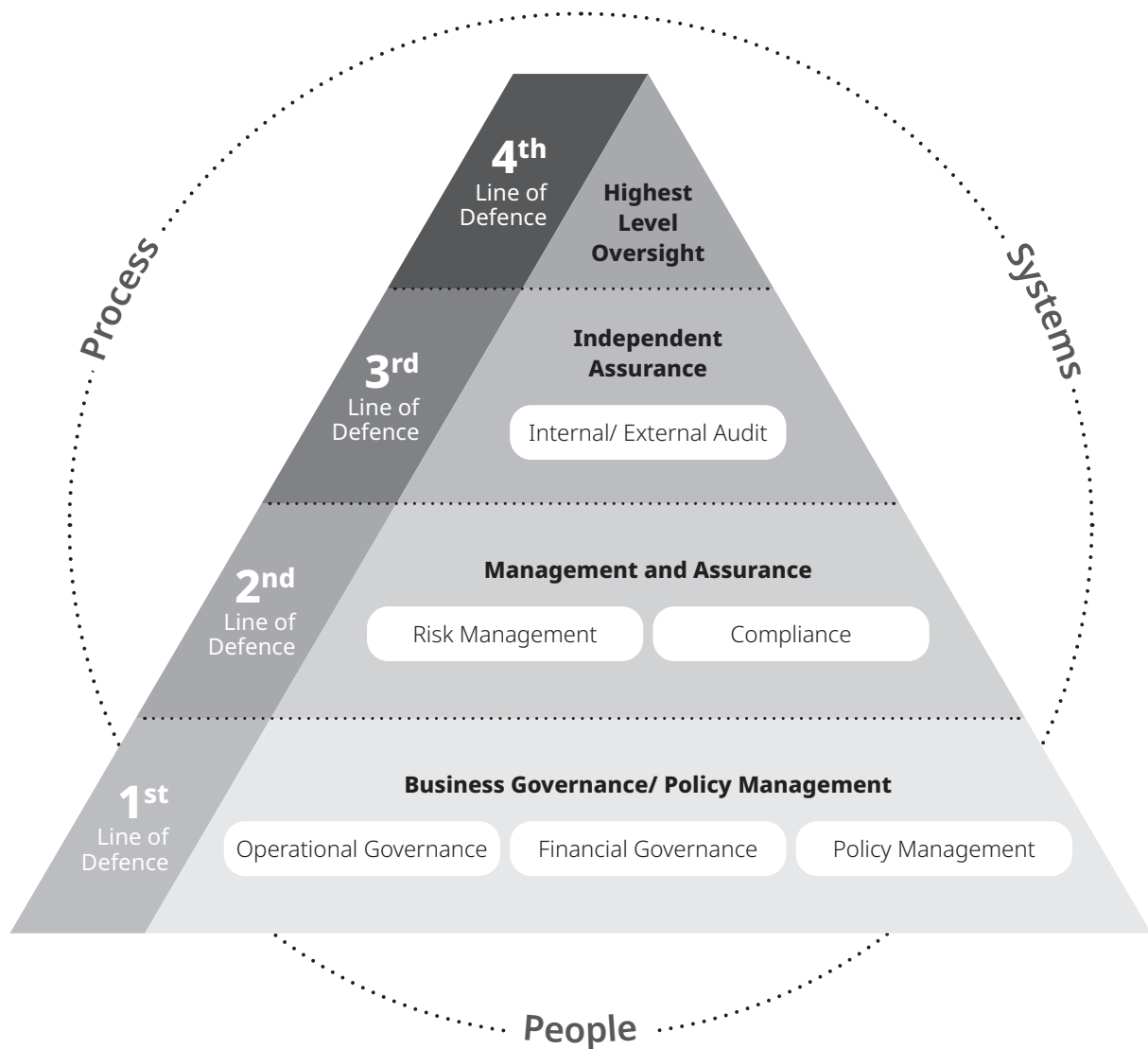
The Group's ERM programme and internal controls are reviewed on a regular basis and, where appropriate, refined by key management with guidance from the Board Risk and Technology Committee (BRTC) and the Board of Directors (Board).

The Board, through the BRTC, has overall responsibility for risk governance and ensures that the Group maintains a robust system of risk management and internal controls to safeguard stakeholders' interests and the company's assets and resources.

In addition, the BRTC sets the tone on the appropriate risk culture and provides guidance on the enterprise risk management system and the corresponding policies and procedures. The BRTC meets quarterly.

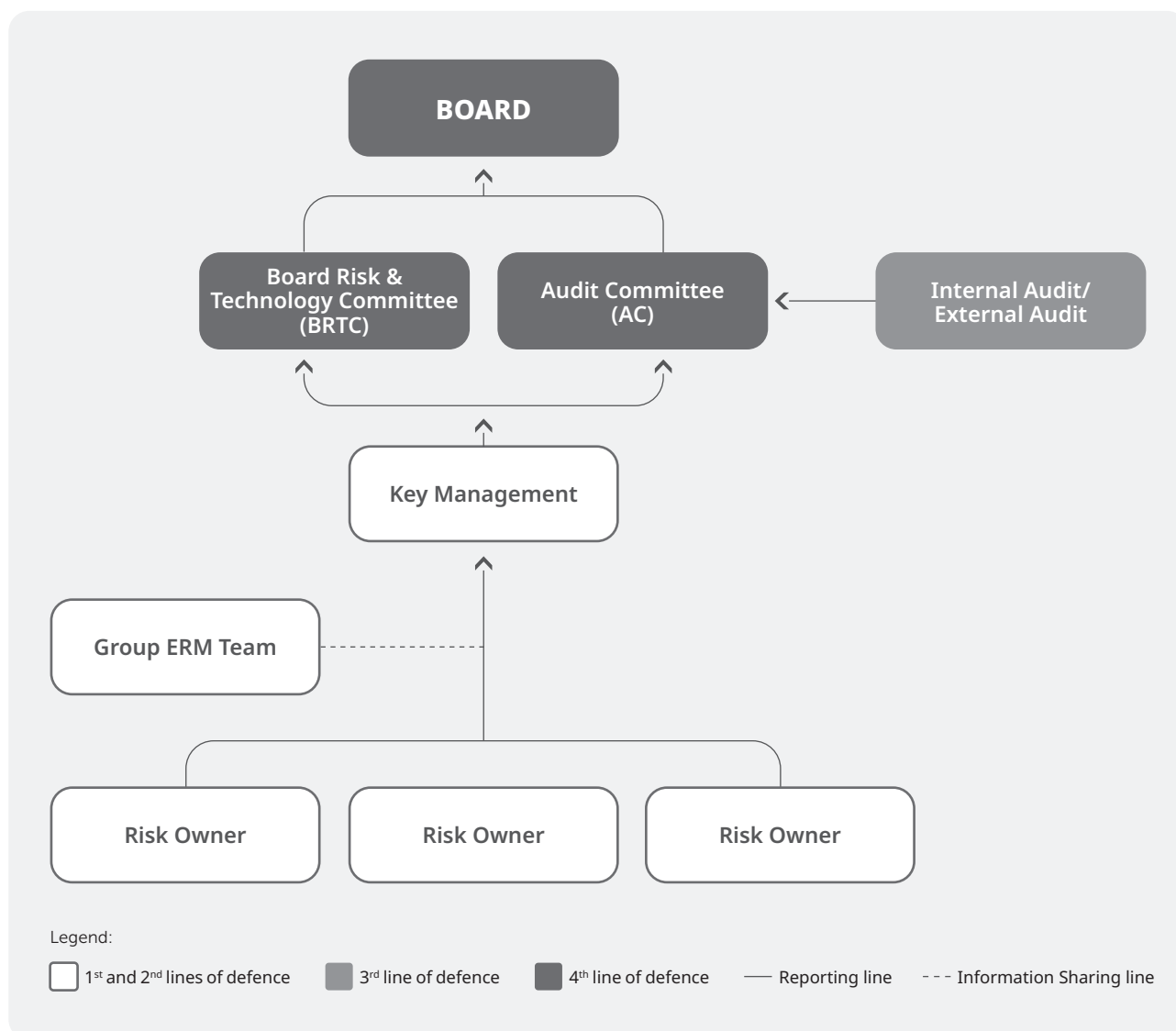


# ENTERPRISE RISK MANAGEMENT



FOUR LINES OF DEFENCE

# ENTERPRISE RISK MANAGEMENT



## RISK GOVERNANCE STRUCTURE

The purpose of risk governance is to embed and build on the four lines of defence (as illustrated in the following diagram), which is a prerequisite to promote a robust system of risk management and effective internal controls.

Taking the four lines of defence into consideration, the Group develops its risk governance structure and assigned risk roles and responsibilities to the respective.

## ERM PROCESS

The ERM process aims to achieve the following:

- A structured, disciplined and systematic approach to managing risks;
- Robustness of risk information;
- Accountability for outcomes and risk treatment action plans; and
- Sustainability.

# ENTERPRISE RISK MANAGEMENT



## RISK APPETITE STATEMENTS

The Group's risk appetite statement reflects the nature and extent of risks the Group is willing to take in pursuing its strategic objectives. The Board have reviewed the following risk appetite statements during the financial year ended 31 March 2025:

### 1. Strategy

The Group is committed to upholding its reputation as a trusted organisation while placing customers at the core of its business. This will include investments into people, innovation, infrastructure, cyber, and data security to the benefit of all stakeholders.

### 2. Sustainability & Growth

The Group aims to strengthen its market position in Singapore and the rest of Asia Pacific by taking measured risks that balances risk and reward in line with its strategic objectives and initiatives. The Group will also proactively seek to diversify its business while actively managing its risks.

### 3. Financial

The Group aims to deliver value to shareholders with sustainable profitable growth. The Group is committed to maintain a strong financial position and targets an investment grade credit rating with adequate liquidity to meet its operational and financing obligations and longer-term goals.

### 4. People & Culture

The Group aims to be an employer of choice where it engages, develops, grows, and rewards talent, apart from providing employees and stakeholders a safe and healthy work environment. The Group is committed to complying with laws and regulations of all countries in which it operates, and to conduct business with integrity, fairness and high ethical standards in all business dealings and relationships.

# ENTERPRISE RISK MANAGEMENT

## KEY MATERIAL RISKS TO THE GROUP

The Group categorises its risk profile into five key areas: **Strategic, Financial, Operational, Compliance, and Information Technology.**

STRATEGIC RISKS	
A large part of the Group's strategic risks comprises market-driven forces, evolving business landscapes, changing customer demands, concentration of key customers, disruptive technology, and declining letter volume.	
Risk Name	The Group manages by
<b>Concentration</b> (The Group recognises the risk of over-reliance on revenue generated by its business unit and its products.)	<ul style="list-style-type: none"><li>• Diversifying transshipment origin, trade lanes and destination countries.</li><li>• Strengthening and optimising a regional transshipment hub to serve our eCommerce customers.</li><li>• Developing and growing our Post and Parcel global transshipment hub to serve eCommerce customers (from Platforms to Brands).</li><li>• Diversifying the Group's income streams to prevent over-reliance on a particular business unit.</li></ul>
<b>Declining Letter Volume</b> (The Group recognises the risk of technological advancements replacing physical letters, this poses a threat to the Group's revenue mix.)	<ul style="list-style-type: none"><li>• Focusing on the growth of eCommerce volume to mitigate e-substitution.</li><li>• Improving process automation along with application of smart technologies in infrastructure to enhance efficiency.</li></ul>
<b>Merger &amp; Acquisition</b> (The Group recognises the risk arising from the process of acquiring and integrating businesses.)	<ul style="list-style-type: none"><li>• Adopting a disciplined investment evaluation and decision process governed by the Group M&amp;A policy.</li><li>• Integrating the acquired businesses, as appropriate, to maximise synergies and to ensure compliance with corporate governance and reporting requirements.</li><li>• Appointing members of the Group's management to the Boards of acquired businesses and/or appointing management team members, in order to transfer the Group's culture, values and processes to the acquired businesses.</li></ul>
<b>Market Risk</b> (The Group recognises that the logistics industry is an open and competitive one, with rising costs and increasing expectations for higher service standards. Failure to plan for the constantly evolving competitive landscape and grow required capabilities and networks would limit the Group's growth potential.)	<ul style="list-style-type: none"><li>• Using data to analyse market outlook and formulate the enterprise strategy.</li><li>• Establishing cost-efficient cross border hubs.</li><li>• Enhancing our processing and network capacity to meet new demands.</li></ul>



# ENTERPRISE RISK MANAGEMENT

## FINANCIAL RISKS

The Group has diversified global businesses, partially funded by external debts in addition to shareholders' funds. This exposes the Group to liquidity risk, interest rate risk, and foreign currency risk. The Group has established policies, guidelines, and control procedures to manage and report exposure to such risks.

### Risk Name

### The Group manages by

#### Treasury

(The Group's businesses and operations may be exposed to unfavourable movements in foreign exchange rates, interest rates, that may result in potential financial losses.)

#### Liquidity Management

- Monitoring and maintaining a level of cash and cash-equivalents to finance operations and to mitigate the effects of fluctuations in cash flows.
- Maintaining funding flexibility with credit facilities available to meet short-term obligations as they fall due.

#### Interest Rate

- Reviewing the Group's interest rate exposures on Group's debt obligations and interest-bearing financial assets.
- Maintaining a prudent mix of fixed and floating interest rates for the outstanding borrowings or debts to manage fluctuations in the interest rate environment.
- Placing cash balances with reputable banks and financial institutions with different maturities to manage interest income on different interest rate terms.

#### Foreign Currency

- Constantly reviewing foreign currency exposure from fluctuations arising from the Group's operations and subsidiaries, and associates in foreign countries.
- Using a hedging framework, matching currencies, and hedging instruments to hedge known exposure from foreign currency exchange rate fluctuations.

#### Credit Management

(The Group recognises that weak credit control management over customers, customers' slow payment or non-payments when customers' accounts receivables are due may result in potential significant bad debts.)

- Screening during onboarding and periodically reviewing the credit worthiness of customers.
- Applying suitable credit terms on customers based on the credit risk exposure analysis on the latter.
- Ensuring strict compliance of credit policy with deviations granted only on exceptional basis and in accordance with approved authorisation matrix.
- Escalating outstanding receivables to key management on monthly- and quarterly-basis.
- Placing trade credit insurance to lower risk exposures.

# ENTERPRISE RISK MANAGEMENT

## OPERATIONAL RISKS

The Group's operations are exposed to a variety of operational risks relating to workplace safety and health, and talent retention.

Risk Name	The Group manages by
<b>Environment, Health &amp; Safety</b> (The Group recognises the importance of taking reasonably practicable safety and health measures at its workplaces and business activities to prevent severe injury or death of staff and/or customers.)	<ul style="list-style-type: none"><li>• Establishing Environment, Health &amp; Safety (EHS) policies and procedures to guide businesses on approach and expectations.</li><li>• Regular monitoring, reviews and updates of WSH performance and improvement strategies at safety consultation forums/ safety committee meetings (where applicable), management meetings, to Board Sustainability Committee and the Board.</li><li>• Collecting and reviewing observations and incident data, near misses; investigating incidents and mapping action plans for improvements and prevention.</li><li>• Conducting safety awareness training, communications and workshops for employees.</li><li>• Conducting EHS inspections at all workplaces to identify hazards and ensure compliance to relevant EHS laws and regulations.</li></ul>
<b>Talent Retention</b> (The Group recognises the importance of retaining personnel with key institutional knowledge, information, experience, skills, and connections for key positions in the SingPost management group to ensure operational effectiveness and business sustainability.)	<ul style="list-style-type: none"><li>• Robust approach to talent identification, assessment and development to provide a holistic organisational view of talent pipelines and bench strength.</li><li>• Offering the identified pool of talent accelerated development opportunities that include formal learning, coaching and mentoring, as well as action learning projects, to enhance their skills and competencies.</li><li>• Succession planning for key executive and critical roles identified across the business to raise awareness of and systematically mitigate risks arising from potential unavailability of talent.</li><li>• Applying pay differentiation to encourage top performers.</li></ul>
<b>Business Continuity</b> (The Group recognises the importance and the need to recover from a business/ operational disruption quickly to minimise impact to our customers, operations and assets.)	<ul style="list-style-type: none"><li>• Establishing business continuity policies and procedures to respond to disruptive events.</li><li>• Training personnel of the business continuity plans.</li><li>• Reviewing and monitoring the effectiveness of the business continuity plans through annual exercises.</li></ul>

# ENTERPRISE RISK MANAGEMENT

## COMPLIANCE RISKS

The Group's business operations are exposed to a variety of compliance risks relating to postal regulations and associated government regulations.

Risk Name	The Group manages by
<p><b>Data Privacy</b></p> <p>(The Group recognises that data privacy breaches may undermine customer confidence and may result in litigation from customers and/ or be subject to regulatory fines and penalties.)</p>	<ul style="list-style-type: none"> <li>• Maintaining an accountability-based data privacy framework to work in conjunction with the IT security framework to safeguard personal data collected, processed, and disclosed.</li> <li>• Maintaining a governance structure to ensure oversight is provided by the Board and key management on the adequacy and effectiveness of the Group's privacy programme and control measures.</li> <li>• Developing and implementing data privacy focused policies and procedures group wide.</li> <li>• Conducting regular mandatory training to all employees on the Group's data privacy framework and associated policies and procedures to create awareness and compliance.</li> <li>• Assigning clear lines of responsibilities to all employees to ensure adequate data governance across the Group.</li> </ul>
<p><b>Governance (Fraud, Bribery and Corruption)</b></p> <p>(The Group recognises that fraud, bribery and corrupt acts committed by employees/ officers and non-compliance with internal governance/ Standard Operating Procedures, may result in financial loss and/or reputation damage to the Group.)</p>	<ul style="list-style-type: none"> <li>• Maintaining a zero-tolerance policy and "tone from the top" towards fraud, bribery, and corruption.</li> <li>• Reviewing internal controls periodically and conducting training and awareness activities.</li> <li>• Mandating all staff to undergo the annual Code of Conduct declaration exercise where the anti-bribery and anti-corruption requirements are spelt out for compliance and affirmation.</li> <li>• Maintaining whistle-blowing escalation process where the Group Internal Audit independently manages and investigates whistleblowing incidents, and all whistle-blowing reports received are reported to the Audit Committee on a quarterly basis.</li> <li>• Embedding the Code of Ethics into the Code of Conduct policy to give emphasis on ethical behaviour and integrity of employees.</li> <li>• Maintaining a dedicated Ethics Committee at Management level to evaluate staff issues or concerns of an ethical nature, reviewing remediation and strengthening processes.</li> </ul>
<p><b>Payment Services Act ("PSA")</b></p> <p>(The Group is required to meet regulatory requirements for offering payment services under the PSA and notices and guidelines released by the Monetary Authority of Singapore. Non-compliance with the above may result in financial penalties or in the worst case, a suspension of the licence resulting in stoppage of the business.)</p>	<ul style="list-style-type: none"> <li>• Developing and implementing relevant policies and controls dealing with anti-money laundering and the financing of terrorism within the Group.</li> <li>• Conducting comprehensive risks assessment to ensure compliance with the PSA regulations.</li> <li>• Conducting training to all employees on the applicable regulatory requirements of the PSA and associated policies and procedures to create awareness and compliance.</li> </ul>

# ENTERPRISE RISK MANAGEMENT

Risk Name	The Group manages by
<b>Sanctions</b> (The Group recognises that violations of trade compliance laws and regulations, including sanctions and embargoes, will carry fines and expose the Group and its employees to criminal sanctions and civil suits.)	<ul style="list-style-type: none"> <li>Monitoring and tracking the developments of significant sanctions issued by international organisations (e.g. United Nations) as well as unilateral sanctions issued by countries/ jurisdictions such as the United States of America and the European Union.</li> <li>Creating a continual awareness on the latest developments and requirements via monthly and ad-hoc email circulars to the various Business Units (BU) and Support Units (SU).</li> <li>Establishing an escalation channel for BUs and SUs to flag any suspicious or high-risk transaction to Group Compliance for review and assessment and screen the associated parties against sanction lists/databases.</li> <li>Applying the Third-Party Due Diligence policy to guide all employees on the required measures and process for due diligence when engaging third parties.</li> <li>Monitoring and reviewing adequacy of resources for managing sanction risk to align with the evolving businesses and regulatory environment.</li> </ul>

<b>Postal Regulatory</b> (The Postal Service is required to comply with the Postal Services Act, Postal Licence conditions, Postal Competition Code, Postal Services Regulations, Postal Services Operations Code, Quality of Service (QoS) standards for basic letters delivery services, and any Directions and Guidelines issued by the Infocomm Media Development Authority (IMDA). Non-compliance with the above may result in the imposition of financial penalties.)	<ul style="list-style-type: none"> <li>Having proactive and regular engagements with the Postal Regulator and other government agencies.</li> <li>Conducting internal communications campaigns to train, educate and reinforce best behaviour.</li> <li>Sending regular reminders to employees to comply with established protocols, guidelines, best practices, and directions, enhanced by strict disciplinary action taken for non-compliance.</li> <li>Continually monitoring and assessing the impact of Postal Regulatory developments as the business evolves to minimise impact to the business.</li> </ul>
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## INFORMATION TECHNOLOGY RISKS

With the increased reliance on information systems and technology as a business enabler, a service disruption of critical information technology (IT) systems or malicious and deliberate attempt of hackers to breach our IT systems could adversely affect the Group's business continuity and reputation.

Risk Name	The Group manages by
<b>IT Security</b> (The Group recognises that cyber threats remain a key concern as attackers become increasingly creative with attack methods and may result in significant data losses.)	<ul style="list-style-type: none"> <li>Maintaining and continuously improving our IT security framework to address evolving IT security threats such as hacking, malware, and loss of data.</li> <li>Dedicated IT security expertise to keep abreast on the latest developments, innovation, and threats in technology, and assessing their risks and impact.</li> </ul>
<b>Critical IT Systems Failure</b> (The Group recognises that unplanned outage/ downtime and/or performance deficiency of Critical IT systems may lead to negative customer experience, disruption to major operations, and/or regulatory actions or fines by the regulators.)	<ul style="list-style-type: none"> <li>Designing and implementing high availability IT systems, coupled with periodic testing for system validation.</li> <li>Ensuring that IT servers are centrally and continuously monitored with appropriate escalations to be performed on any critical IT systems failure.</li> <li>Monitoring mechanisms to mitigate poor performing critical systems.</li> </ul>



## PROFILES OF KEY EXECUTIVES

### **MS NEO SU YIN**

Group Chief Operating Officer

Ms Neo Su Yin was appointed as Group Chief Operating Officer on 2 January 2025, bringing over 20 years of experience in operations and customer experience to SingPost, with a distinguished career spanning leadership roles in both the public and private sectors.

She joined SingPost in April 2019 as Vice President, Customer Experience, and was appointed Chief Executive Officer, Singapore in November 2021 – a position she held till May 2024 when she moved to dnata as Managing Director for Singapore, overseeing ground handling and cargo operations at Changi Airport.

During her previous tenure at SingPost, Su Yin played a key role in a period of significant transformation for the Singapore postal system, contributing to enhancements across key operational areas, including last-mile delivery, digital transformation and postal operations optimisation. This work was recognised by several awards, including the May Day Awards 2024 "Medal of Commendation" for her strong tripartite relationships and contributions to workplace and skills improvement for SingPost workers, the World Post & Parcel Awards 2023 for Innovation, the Singapore Business Review Award 2023 (Ecommerce for Innovation), Supply Chain Asia's "Supply Chain Woman of the Year" and "Last Mile Delivery Partner of the Year" in 2022.

Su Yin was a Singapore Armed Forces Merit Scholar and holds a Bachelor of Science (2nd Upper Class Hons) and a Master of Science in Occupational Psychology from the University of Nottingham, United Kingdom. She is also a graduate of the United States Naval War College in Rhode Island, USA.

### **MR ISAAC MAH**

Group Chief Financial Officer

Mr Isaac Mah was appointed as Group Chief Financial Officer on 22 January 2025. He has been with SingPost since 2019 when he was appointed as Head of Strategic Investments and Investor Relations, spearheading SingPost's investment in Australia. Thereafter, he was appointed as Chief Financial Officer of Freight Management Holdings Pty Ltd (FMH) when SingPost took a controlling stake in FMH. Isaac has been overseeing SingPost's Australia investment, culminating in the recently announced proposed divestment of the Australia business. Isaac has been instrumental in all M&A transactions the Group has undertaken in recent years.

Isaac started his career in the banking industry as Business Analyst, Strategic Planning in Hong Leong Bank, Kuala Lumpur, Malaysia. He then spent eight years in SGX and NZX listed GuocoLeisure Limited, (subsequently re-branded as GL Limited) as part of the Strategy, Business development team, and subsequently in Corporate Finance and Planning for the company which has interest in the UK, USA, Australia, New Zealand and the wider Asia Pacific region. He holds a Bachelor of Arts (First Class Honours) in Accounting and Finance from the University of East London, and he is also a Fellow of the Institute of Chartered Accountants in England and Wales (ICAEW).

### **MR Jonathan Ooi**

Chief Legal Officer and Company Secretary

Mr Jonathan Ooi joined SingPost in January 2019 and is the Chief Legal Officer and Company Secretary, leading the Group Legal, Compliance and Corporate Secretariat functions. Together with his team, Jonathan is responsible for the legal advisory and compliance governance of the Group. Jonathan was admitted to the Singapore Bar in 2000 and has more than 20 years of legal and company secretarial experience, including serving as in-house counsel in major listed companies in Singapore. Jonathan has a Bachelor's degree in Law from the National University of Singapore and a Masters of Laws from the University of Virginia in the United States.

# DIRECTORS' STATEMENT AND FINANCIAL STATEMENTS

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# DIRECTORS' STATEMENT

For the financial year ended 31 March 2025

The directors present their statement to the members together with the audited consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company for the financial year ended 31 March 2025.

In the opinion of the directors,

- (a) the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company as set out on pages 107 to 229 are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 March 2025, and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the financial year ended on that date; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts when they fall due.

## DIRECTORS

The directors of the Company in office at the date of this statement are as follows:

Mr Simon Claude Israel (Chairman)  
Mr Bob Tan Beng Hai  
Ms Elizabeth Kong Sau Wai  
Mrs Fang Ai Lian  
Ms Chu Swee Yeok  
Mr Gan Chee Yen  
Ms Yasmin Binti Aladad Khan  
Mr Chng Lay Chew (Appointed on 17 February 2025)  
Mr Ng Chin Hwee (Appointed on 17 February 2025)  
Ms Gan Siok Hoon (Appointed on 15 April 2025)  
Ms Teo Swee Lian (Appointed on 21 May 2025)

## ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE BENEFITS BY MEANS OF THE ACQUISITION OF SHARES AND DEBENTURES

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, other than as disclosed under "Share Options" and "Restricted Share Plan" on pages 95 to 100 of this statement.

# DIRECTORS' STATEMENT

For the financial year ended 31 March 2025

## DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

- (a) According to the register of directors' shareholdings kept by the Company under Section 164 of the Singapore Companies Act 1967, none of the directors holding office at the end of the financial year had any interest in the shares and debentures of the Company and its related corporations, except as follows:

	Holdings registered in name of director		Holdings in which director is deemed to have an interest	
	At 31.3.2025	At 1.4.2024 or date of appointment, if later	At 31.3.2025	At 1.4.2024 or date of appointment, if later
<b>Company</b>				
<b>Singapore Post Limited</b>				
(No. of ordinary shares)				
Mr Gan Chee Yen	10,000	10,000	2,000	2,000 <sup>(1)</sup>
Mr Chng Lay Chew	30,000	30,000	-	-

(1) Deemed interest through spouse

- (b) According to the register of directors' shareholdings kept by the Company under Section 164 of the Singapore Companies Act 1967, none of the directors holding office at the end of the financial year had interests in the options to subscribe for ordinary shares of the Company.
- (c) The directors' interests in the shares of the Company as at 21 April 2025 were the same as those as at 31 March 2025.

## SHARE OPTIONS

The Singapore Post Share Option Scheme was adopted on 21 March 2003, and a new scheme, known as Singapore Post Share Option Scheme 2012 was adopted on 29 June 2012; collectively known as the "Scheme". The Scheme is administered by the Compensation Committee comprising Mr Bob Tan Beng Hai (Chairman), Mr Simon Claude Israel, Mrs Fang Ai Lian, Ms. Yasmin Binti Aladad Khan and Mr Gan Chee Yen (from 3 February 2025) during the financial year ended 31 March 2025.

Employees (including executive directors), subject to certain conditions, are eligible to participate in the Scheme. The Scheme provides a means to recruit, retain and give recognition to employees who have contributed to the success and development of the Company and / or the Group.

The principal terms of the Scheme are as follows:

- The exercise price of the granted options is equal to the average of the last dealt prices for the share on the Singapore Exchange Securities Trading Limited ("SGX-ST") for the five (5) consecutive trading days immediately preceding the date of grant of that option.
- The value of the share option is determined using the Trinomial option pricing model (taking into account relevant assumptions).



# DIRECTORS' STATEMENT

For the financial year ended 31 March 2025

## SHARE OPTIONS (continued)

- Granted options shall be exercisable, in whole or in part, during the exercise period applicable to that option and in accordance with the vesting schedule applicable to that option or other conditions (if any) that may be imposed by the Compensation Committee in relation to that option. Options may be exercised, in whole or in part in respect of 1,000 shares or any multiple thereof, by a participant giving notice in writing, accompanied by a remittance for the aggregate subscription cost in respect of the shares for which that option is exercised. The method of settlement could be in cheque, cashier's order, banker's draft or postal order made out in favour of the Company or such other mode of payment as may be acceptable to the Company. There are no restrictions on the eligibility of the persons to whom the options have been granted to participate in any other share option or share incentive scheme, whether or not implemented by any of the other companies within the Group or any other company. The Group has no legal or constructive obligation to repurchase or settle the options in cash.
- The vesting schedule for the share options granted to eligible employees (including executive directors) effective from 20 May 2014 are as follows:

Vesting period	Proportion of Total Share Options that are exercisable
Before / On first anniversary of date of grant	0 per cent
After first anniversary and before second anniversary of date of grant	Up to 30.0 per cent of grant
On / After second anniversary and before third anniversary of date of grant	Up to another 30.0 per cent of grant <b>OR</b> Up to 60.0 per cent of grant if share options were not exercised after the first vesting year
On / After third anniversary till tenth anniversary of date of grant	Balance <b>OR</b> 100.0 per cent of grant if share options were not exercised after the first and second vesting years

- The share options granted to eligible employees (including executive directors) effective 26 June 2006 to 10 March 2014 have a four-year vesting schedule and the details are as follows:

Vesting period	Proportion of Total Share Options that are exercisable
Before / On first anniversary of date of grant	0 per cent
After first anniversary and before second anniversary of date of grant	Up to 25.0 per cent of grant
On / After second anniversary and before third anniversary of date of grant	Up to another 25.0 per cent of grant <b>OR</b> Up to 50.0 per cent of grant if share options were not exercised after the first vesting year
On / After third anniversary and before fourth anniversary of date of grant	Up to another 25.0 per cent of grant <b>OR</b> Up to 75.0 per cent of grant if share options were not exercised after the first and second vesting years
On / After fourth anniversary till tenth anniversary of date of grant	Balance <b>OR</b> 100.0 per cent of grant if share options were not exercised after the first, second and third vesting years

- On 11 May 2012, 17 January 2014, 7 March 2014 and 1 April 2014, performance share options were granted to key management staff. Vesting of these options is based on the Company's performance against a set of stretched targets on the Group's profit and the Company's target share price performance.

# DIRECTORS' STATEMENT

For the financial year ended 31 March 2025

## SHARE OPTIONS (continued)

- The total number of shares over which options may be granted under the Scheme on any date, when added to the nominal amount of shares issued and issuable and in respect of all options granted under the Scheme, shall not exceed 5.0 per cent of the issued share capital of the Company on the day preceding that date.

Since the adoption of the Scheme to 31 March 2024, a total of 178,687,936 share options have been granted. Details of the options are set out in the Directors' Statement for the respective financial years.

During the financial year ended 31 March 2025, no share options were granted. At the end of the financial year, details of the options granted and the number of unissued ordinary shares of the Company under options outstanding are as follows:

			Number of ordinary shares under options outstanding				
			Balance At 1.4.24 ('000)	Granted during financial year ('000)	Options exercised ('000)	Options forfeited ('000)	Balance At 31.3.25 ('000)
Date of Grant	Exercise Period	Exercise Price					
Options Granted Under Singapore Post Share Options Scheme For employees (including executive directors)							
20.05.14	21.05.15 to 20.05.24	S\$1.450	308	–	–	308	–
07.08.14	08.08.15 to 07.08.24	S\$1.760	32	–	–	32	–
19.05.15	20.05.16 to 19.05.25	S\$1.890	907	–	–	153	754
20.05.16	21.05.17 to 20.05.26	S\$1.570	916	–	–	104	812
Total Share Options			2,163	–	–	597	1,566

No option has been granted to controlling shareholders of the Company or their associates.

No key management personnel or employee has received options of 5% or more of the total number of shares available under the Scheme during the financial year. No other director or employee of the Company and its subsidiaries (as defined in the SGX-ST Listing Manual) has received options of 5% or more of the total number of shares available to all directors and employees of the Company and its subsidiaries under the Scheme during the financial year.

No option was granted at a discount during the financial year.

## RESTRICTED SHARE PLAN

The Singapore Post Restricted Share Plan 2013 (the "Plan") was implemented with the approval of shareholders at the Extraordinary General Meeting held on 28 June 2013. The duration of the Plan is 10 years commencing from 28 June 2013 and was further extended for another 10 years up to 27 June 2033. The Plan allows fully paid shares to be granted to non-executive directors of the Group and associated companies.

Enhancements to have the flexibility to prescribe performance conditions or time-based service conditions were made to the Plan (the "Enhanced Plan") to reinforce the delivery of long-term growth and shareholder value, while ensuring that the Plan remains relevant and sustainable as a retention and motivation tool for senior management and key employees whose contributions are essential to the well-being and prosperity of the Group. The enhancements were duly approved by the shareholders at the Company's annual general meeting ("AGM") held on 20 July 2017.

# DIRECTORS' STATEMENT

For the financial year ended 31 March 2025

## RESTRICTED SHARE PLAN (continued)

The release schedule for the shares granted to eligible employees (excluding non-executive directors) prior to financial year 2017/18 is as follows:

Vesting Period	Vesting Date	Percentage of Shares that will be Released on Vesting Date
From award date to date before first anniversary of award date	First anniversary of award date	30% (rounded to nearest whole share)
From first anniversary of award date to date before second anniversary of award date	On second anniversary of date of award	30% (rounded to nearest whole share)
From second anniversary of award date to date before third anniversary of award date	On third anniversary of date of award	Balance 40%

- 100% of the restricted shares granted to non-executive directors vest after one year from the date of grant.

Since the adoption of the Plan to 31 March 2024, a total of 5,839,118 restricted shares were granted.

During the financial year ended 31 March 2025, no restricted shares were granted under the Plan. There are no outstanding unvested restricted shares as at the start of the financial year.

## ENHANCED PLAN

Following shareholders' approval to the Enhanced Plan at the Company's annual general meeting held on 20 July 2017, participants will receive fully paid SingPost shares that either met the prescribed performance targets within a prescribed performance period or time-based service conditions. Shares granted from financial year 2017/18 onwards comprises of two types of awards:

- Performance Share Award; and
- Restricted Share Award.

The Performance Share Award, granted to senior management, has three long-term performance measures: Return on Equity, Absolute Total Shareholder Returns and CO<sup>2</sup> Reduction from financial year 2018/19 (added measure for Performance Share Award from financial year 2020/21 onwards).

The Restricted Share Award, granted to senior management and a broader group of key executives, has either time-based service conditions or performance conditions of (i) Underlying Net Profit measure or (ii) both Return of Equity and CO<sup>2</sup> Reduction from financial year 2018/19 measures.

Vesting period of the awards depends on whether time-based service conditions or performance conditions is prescribed.

- Time-based service condition is cliff vest at end of three years; and
- Performance period for both types of awards is four years. Accelerated vesting may be activated upon early achievement of performance levels in Year 3, to motivate the senior management and key employees in attaining business priorities and shareholder value creation earlier.

# DIRECTORS' STATEMENT

For the financial year ended 31 March 2025

## ENHANCED PLAN (continued)

The performance conditions for both awards incorporate stretched targets aimed at delivering long-term shareholder value. Depending on achievement of the respective performance hurdles, 0% to 188% of the awards may vest.

### Performance Share Awards

Since the adoption of the Enhanced Plan to 31 March 2024, a total of 7,264,569 shares have been granted.

During the financial year ended 31 March 2025, no share was granted. Details of the grants are as follows:

Date of Grant	Balance As At 1.4.24 ('000)	Share Awards Granted ('000)	Share Awards Vested ('000)	Share Awards Cancelled ('000)	Balance As At 31.3.25 ('000)
01.06.20	455	–	–	455	–
20.01.22	269	–	–	269	–
03.06.22	1,244	–	–	1,244	–
<b>Total</b>	<b>1,968</b>	<b>–</b>	<b>–</b>	<b>1,968</b>	<b>–</b>

### Restricted Share Awards

Since the adoption of the Enhanced Plan to 31 March 2024, a total of 20,461,560 restricted shares have been granted.

During the financial year ended 31 March 2025, no shares were granted. Details of the grants are as follows:

Date of Grant	Balance As At 1.4.24 ('000)	Share Awards Granted ('000)	Share Awards Vested ('000)	Share Awards Cancelled ('000)	Balance As At 31.3.25 ('000)
01.06.20	1,218	–	–	1,218	–
20.01.22	732	–	–	330	402
03.06.22	2,236	–	–	1,110	1,126
08.06.23	5,520	–	–	2,895	2,625
<b>Total</b>	<b>9,706</b>	<b>–</b>	<b>–</b>	<b>5,553</b>	<b>4,153</b>

## FREIGHT MANAGEMENT HOLDINGS PTY LIMITED ("FMH") LONG TERM INCENTIVE PLAN

The FMH Group Long Term Incentive Plan (the "FMH LTIP") was implemented by FMH, a subsidiary of the Group, on 10 November 2022 with the approval of shareholders on the same day.

The FMH LTIP provides an incentive to retain employees and recognise their effort and contribution in the long-term performance and success of FMH and its subsidiaries, as well as provides opportunity for the employees to acquire rights to receive fully paid ordinary shares in the capital of FMH in accordance with the rules of FMH LTIP.

The FMH LTIP has two performance measures: Earnings before Interest, Taxes, Depreciation and Amortisation ("EBITDA") and Return on Equity. The performance period was to 30 June 2024.

Since the adoption of the Long Term Incentive Plan to 31 March 2024, a total of 529 share rights have been granted.



# DIRECTORS' STATEMENT

For the financial year ended 31 March 2025

## FREIGHT MANAGEMENT HOLDINGS PTY LIMITED ("FMH") LONG TERM INCENTIVE PLAN (continued)

During the financial year ended 31 March 2025, no share rights were granted. Details of the grants are as follows:

<b>Date of Grant</b>	<b>Balance As At 1.4.24</b>	<b>Rights Awards Granted</b>	<b>Rights Awards Vested</b>	<b>Rights Awards Cancelled</b>	<b>Balance As At 31.3.25</b>
10.11.22	529	–	529	–	–
<b>Total</b>	<b>529</b>	<b>–</b>	<b>529</b>	<b>–</b>	<b>–</b>

## AUDIT COMMITTEE

At the date of this statement, the members of the Audit Committee are as follows:

Mrs Fang Ai Lian (Chairman)  
 Mr Bob Tan Beng Hai  
 Ms Chu Swee Yeok  
 Mr Gan Chee Yen  
 Mr Chng Lay Chew (Appointed on 17 February 2025)

All members of the Audit Committee were non-executive and independent directors.

The Audit Committee carried out its functions in accordance with Section 201B(5) of the Singapore Companies Act 1967.

The Audit Committee has reviewed the overall scope, plans and results of both internal and independent audits and the assistance given by the Company's officers to the auditors. It has met with the Company's internal and independent auditors to discuss the results of their respective examinations and evaluations of the Company's system of internal accounting controls.

The Audit Committee has also reviewed the statement of financial position and statement of changes in equity of the Company and the consolidated financial statements of the Group for the financial year ended 31 March 2025 as well as the independent auditor's report thereon prior to their submission to the Board of Directors for approval.

Pursuant to the requirements of the SGX-ST, the Audit Committee, with the assistance of the internal auditors, has reviewed the guidelines and procedures that were set up to identify, report and where necessary, seek appropriate approval for interested person transactions of the Group. Interested person transactions of the Group during the financial year have also been reviewed by the Audit Committee.

The Audit Committee has recommended to the Board of Directors that the independent auditor, Deloitte & Touche LLP, be nominated for re-appointment at the forthcoming Annual General Meeting of the Company.

# DIRECTORS' STATEMENT

For the financial year ended 31 March 2025

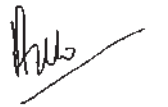
## AUDITOR

The auditor, Deloitte & Touche LLP, has expressed its willingness to accept re-appointment.

On behalf of the directors



Mr Simon Claude Israel  
Chairman



Mrs Fang Ai Lian  
Director

Singapore  
Date: 27 May 2025

# INDEPENDENT AUDITOR'S REPORT

To the Members of Singapore Post Limited

## REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

### Opinion

We have audited the financial statements of Singapore Post Limited (the "Company") and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 March 2025, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group and the statement of changes in equity of the Company for the year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 107 to 229.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 March 2025, and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and of the changes in equity of the Company for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

# INDEPENDENT AUDITOR’S REPORT

To the Members of Singapore Post Limited

## Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements for the financial year ended 31 March 2025. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	Our audit performed and responses thereon
<p><b>Assessment of impairment of goodwill</b></p> <p><i>Refer to Note 3.9 to the financial statements.</i></p> <p>As at 31 March 2025, goodwill amounted to S\$89.5 million. Management has determined the recoverable amounts of respective cash-generating units (“CGUs”) based on higher of fair value less costs of disposal and value-in-use calculations.</p> <p>Management’s assessment of the recoverable amounts of the CGUs involves significant judgement about the future cash flow projections of the business and the appropriate terminal growth rates and discount rates applied to these future cash flow projections, and the fair value less costs of disposal. In arriving at the recoverable amounts, management has also considered strategies and plans that have been approved by the Board and are in the process of being implemented.</p> <p>As a result of the assessment, the Group recorded an impairment loss of S\$77.9 million on goodwill arising from its investment in Quantum Solutions International Pte Ltd, and there is no impairment on goodwill of S\$89.5 million for the remaining CGUs as their recoverable amounts are higher than their respective carrying values as at 31 March 2025.</p>	<p>Our key audit procedures focused on evaluating amongst others, the key assumptions used by management in performing the impairment review. These key audit procedures included:</p> <ul style="list-style-type: none"><li>• obtaining an understanding of the relevant internal controls to address significant risk of impairment associated with goodwill, and whether they are properly designed and implemented by management;</li><li>• evaluating the appropriateness of allocation of goodwill to the respective CGUs;</li><li>• challenging management’s future cash flow projections and fair value less costs of disposal through comparison with recent performance, historical trend analyses, expectations of future development of the business and market conditions and publicly available industry and economic data;</li><li>• involving our specialists to evaluate the appropriateness of management’s assumptions, which include terminal growth rates and discount rates, by developing an independent expectation using economic and industry forecasts and rates of comparable companies with consideration for specific jurisdiction factors;</li><li>• comparing current year’s actual results against prior year’s forecasts to assess whether assumptions made in prior year on hindsight had been reasonable; and</li><li>• performing sensitivity analysis over the recoverable amounts of the Group’s CGUs, based on reasonably possible changes in the key assumptions as set out above.</li></ul> <p>We have evaluated the adequacy of the Group’s disclosures made in relation to goodwill and found them to be adequate.</p>



# INDEPENDENT AUDITOR'S REPORT

To the Members of Singapore Post Limited

## Key Audit Matters (continued)

Key Audit Matter	Our audit performed and responses thereon
<p><b>Valuation of investment properties</b></p> <p><i>Refer to Note 3.6 to the financial statements.</i></p> <p>As at 31 March 2025, the Group's investment properties amounted to S\$1,016.6 million, representing 42.5% of the Group's total assets. These investment properties are stated at their fair values based on independent external valuations. The net fair value gain on investment properties recognised during the year amounted to S\$15.2 million.</p> <p>The valuation of these investment properties (primarily Singapore Post Centre) located in Singapore is inherently subjective as it involves judgement in determining the appropriate valuation methodologies to be used, the underlying assumptions to be applied and consideration of terms and conditions and restrictions in the property agreements.</p> <p>The assumptions on which the property values are based, are influenced by the tenure and tenancy details for each property, prevailing market yields, comparable market transactions and market conditions during the year.</p>	<p>Our key audit procedures focused on evaluating amongst others, the key assumptions used by management and the external valuer in performing the valuation of investment properties. These key procedures included:</p> <ul style="list-style-type: none"> <li>• obtaining an understanding of the Group's process for selection of the external valuer, evaluating the qualifications and competence of the external valuer and reading the engagement terms to determine whether there were any matters that might have affected their independence and objectivity or imposed a limitation on the scope of their work;</li> <li>• holding discussions with the valuer to understand the basis of valuation techniques and assumptions applied on the properties' valuations;</li> <li>• evaluating the appropriateness of the valuation techniques used by the external valuer for the key investment properties with the involvement of our internal valuation specialists; and</li> <li>• benchmarking and challenging the key assumptions used by the external valuer by referencing to externally published industry data, where available, and considering whether these assumptions are consistent with the current market environment.</li> </ul> <p>We also considered the adequacy of the disclosures in the financial statements regarding the key assumptions used in the valuation and the relationships between the key unobservable inputs and fair values and found them to be adequate.</p>

# INDEPENDENT AUDITOR'S REPORT

To the Members of Singapore Post Limited

## Information Other than the Financial Statements and Auditor's Report Thereon

Management is responsible for the other information. The other information comprises the information included in the annual report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and SFRS(I)s, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Group's financial reporting process.

## Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

# INDEPENDENT AUDITOR'S REPORT

To the Members of Singapore Post Limited

## Auditor's Responsibilities for the Audit of the Financial Statements (continued)

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Mr. Yang Chi Chih.



Public Accountants and  
Chartered Accountants

Singapore  
Date: 27 May 2025

# CONSOLIDATED INCOME STATEMENT

For the financial year ended 31 March 2025

		Group	
		2025	2024
	Note	S\$'000	S\$'000
<b>Continuing operations</b>			
Revenue	2.2	<b>813,704</b>	879,212
Labour and related expenses	2.3	<b>(240,944)</b>	(251,020)
Volume-related expenses	2.4	<b>(378,885)</b>	(444,380)
Administrative and other expenses	2.5	<b>(110,753)</b>	(101,283)
Depreciation and amortisation	2.6	<b>(37,840)</b>	(43,274)
Selling-related expenses		<b>(3,539)</b>	(6,951)
Impairment loss on trade and other receivables		<b>(265)</b>	(1,499)
Operating expenses		<b>(772,226)</b>	(848,407)
Other income		<b>2,857</b>	3,091
Operating profit		<b>44,335</b>	33,896
Share of profit / (loss) of associated companies and a joint venture	6.2	<b>519</b>	(1,543)
Exceptional items	2.7	<b>222,160</b>	37,668
Earnings before interest and tax		<b>267,014</b>	70,021
Investment income (net)	2.8	<b>6,260</b>	9,261
Finance expenses	2.9	<b>(26,900)</b>	(23,140)
Profit before income tax		<b>246,374</b>	56,142
Income tax expense	2.10	<b>(16,124)</b>	(10,726)
<b>Profit for the year from continuing operations</b>		<b>230,250</b>	45,416
<b>Discontinued operations</b>			
Profit for the year from discontinued operations	2.13	<b>14,843</b>	36,060
<b>Profit after tax</b>		<b>245,093</b>	81,476
<b>Profit attributable to:</b>			
Equity holders of the Company		<b>245,141</b>	78,333
Non-controlling interests		<b>(48)</b>	3,143
		<b>245,093</b>	81,476

## Basic and diluted earnings per share attributable to ordinary shareholders of the Company

From continuing and discontinued operations:			
– Excluding distribution to perpetual securities holders	2.12	<b>10.41 cents</b>	3.00 cents
– Including distribution to perpetual securities holders	2.12	<b>10.89 cents</b>	3.48 cents
From continuing operations:			
– Excluding distribution to perpetual securities holders	2.12	<b>9.76 cents</b>	1.51 cents
– Including distribution to perpetual securities holders	2.12	<b>10.25 cents</b>	2.00 cents

The accompanying notes form an integral part of these financial statements.

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 31 March 2025

		Group	
	Note	2025 S\$'000	2024 S\$'000
Profit after tax		245,093	81,476
Other comprehensive income / (loss) (net of tax):			
<b>Items that may be reclassified subsequently to profit or loss:</b>			
Currency translation differences:			
– Gain / (Loss) on translation of foreign operations	6.4	2,706	(6,744)
– Deconsolidation of foreign subsidiaries		(12,890)	–
– Disposal of an associated company		198	–
– Transfer to profit or loss arising from loss of significant influence in an associated company		–	136
Cash flow hedges:			
– Fair value changes arising during the year		1,438	848
– Realised and transferred to profit or loss		(1,354)	(932)
<b>Items that will not be reclassified subsequently to profit or loss:</b>			
Equity investments at fair value through other comprehensive income			
– Fair value gain	4.4	14,216	38,118
– Loss on fair value hedge of an equity instrument designated at FVTOCI	4.3	(12,526)	(44,353)
<b>Other comprehensive loss for the year (net of tax)</b>		<b>(8,212)</b>	<b>(12,927)</b>
<b>Total comprehensive income for the year</b>		<b>236,881</b>	<b>68,549</b>
<b>Total comprehensive income attributable to:</b>			
Equity holders of the Company		235,357	67,577
Non-controlling interests		1,524	972
		<b>236,881</b>	<b>68,549</b>

The accompanying notes form an integral part of these financial statements.



# STATEMENTS OF FINANCIAL POSITION

As at 31 March 2025

	Note	Group 2025 S\$'000	Group 2024 S\$'000	Company 2025 S\$'000	Company 2024 S\$'000
<b>ASSETS</b>					
<b>Current assets</b>					
Cash and cash equivalents	3.1	696,420	476,738	529,934	362,373
Trade and other receivables	3.2	100,193	252,430	114,546	129,395
Derivative financial instruments	4.3	514	402	514	402
Financial assets	4.4	95,465	-	-	-
Inventories		14	343	5	5
Other current assets	3.5	17,079	31,125	7,717	9,314
		<b>909,685</b>	<b>761,038</b>	<b>652,716</b>	<b>501,489</b>
<b>Non-current assets</b>					
Trade and other receivables	3.3	135	3,237	170,856	218,236
Derivative financial instruments	4.3	-	14,006	-	-
Financial assets	4.4	7,324	88,570	-	-
Investments in subsidiaries	6.1	-	-	361,313	361,313
Investments in associated companies and a joint venture	6.2	21,890	23,107	21,891	21,891
Investment properties	3.6	1,016,583	1,002,341	997,734	983,645
Property, plant and equipment	3.7	320,289	454,270	226,924	238,610
Right-of-use assets	3.8	17,145	140,008	19,645	28,304
Intangible assets	3.9	90,198	636,262	-	-
Deferred income tax assets	2.11	793	3,729	-	-
Other non-current assets	3.5	6,382	9,360	5,005	5,682
		<b>1,480,739</b>	<b>2,374,890</b>	<b>1,803,368</b>	<b>1,857,681</b>
<b>Total assets</b>		<b>2,390,424</b>	<b>3,135,928</b>	<b>2,456,084</b>	<b>2,359,170</b>
<b>LIABILITIES</b>					
<b>Current liabilities</b>					
Trade and other payables	3.10	333,610	605,645	492,931	417,378
Current income tax liabilities		21,175	10,592	14,053	12,984
Contract liabilities	3.11	17,548	28,204	16,803	26,023
Lease liabilities	3.8	7,197	43,137	8,435	11,060
Derivative financial instruments	4.3	83	105	83	105
Borrowings	5.2	-	10,319	-	-
		<b>379,613</b>	<b>698,002</b>	<b>532,305</b>	<b>467,550</b>
<b>Non-current liabilities</b>					
Trade and other payables	3.10	14,245	31,068	608,162	609,138
Borrowings	5.2	349,559	816,814	-	-
Contract liabilities	3.11	4,460	-	4,460	-
Lease liabilities	3.8	13,476	105,532	12,024	18,175
Deferred income tax liabilities	2.11	21,593	61,701	20,741	19,997
Derivative financial instruments	4.3	-	1,846	-	-
		<b>403,333</b>	<b>1,016,961</b>	<b>645,387</b>	<b>647,310</b>
<b>Total liabilities</b>		<b>782,946</b>	<b>1,714,963</b>	<b>1,177,692</b>	<b>1,114,860</b>
<b>NET ASSETS</b>		<b>1,607,478</b>	<b>1,420,965</b>	<b>1,278,392</b>	<b>1,244,310</b>
<b>EQUITY</b>					
Capital and reserves attributable to the Company's equity holders					
Share capital	5.3	638,762	638,762	638,762	638,762
Treasury shares	5.3	(29,054)	(29,243)	(29,054)	(29,243)
Other reserves	5.4	53,460	(130,742)	34,244	36,094
Retained earnings		655,675	653,171	634,440	598,697
Ordinary equity		<b>1,318,843</b>	<b>1,131,948</b>	<b>1,278,392</b>	<b>1,244,310</b>
Perpetual securities	5.5	251,504	251,534	-	-
		<b>1,570,347</b>	<b>1,383,482</b>	<b>1,278,392</b>	<b>1,244,310</b>
Non-controlling interests	6.1	37,131	37,483	-	-
<b>Total equity</b>		<b>1,607,478</b>	<b>1,420,965</b>	<b>1,278,392</b>	<b>1,244,310</b>

The accompanying notes form an integral part of these financial statements.

# STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 March 2025

Group	Note	Attributable to ordinary shareholders of the Company					Perpetual securities	Total	Non-controlling interests	Total equity
		Share capital	Treasury shares	Retained earnings	Other reserves	Total				
		S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Balance at 1 April 2024		638,762	(29,243)	653,171	(130,742)	1,131,948	251,534	1,383,482	37,483	1,420,965
Total comprehensive income for the year		-	-	245,141	(9,784)	235,357	-	235,357	1,524	236,881
<b>Transactions with owners, recognised directly in equity</b>										
Change in ownership interest in a subsidiary without a change in control	(a)	-	-	-	(8,124)	(8,124)	-	(8,124)	8,124	-
Acquisition of non-controlling interest	(b)	-	-	-	(9,035)	(9,035)	-	(9,035)	(8,360)	(17,395)
Transfer of capital reserve on disposal of subsidiaries	5.4(b)(iv)	-	-	(211,846)	211,846	-	-	-	-	-
Distribution of perpetual securities	5.5	-	-	(10,875)	-	(10,875)	10,875	-	-	-
Distribution paid on perpetual securities		-	-	-	-	-	(10,905)	(10,905)	-	(10,905)
Dividends paid to shareholders	5.6	-	-	(20,251)	-	(20,251)	-	(20,251)	-	(20,251)
Dividends paid to non-controlling interests in subsidiaries		-	-	-	-	-	-	-	(1,640)	(1,640)
Issuance of shares to employee	5.4(b)(iv)	-	189	-	(116)	73	-	73	-	73
Employee share option scheme: - Value of employee services	5.4(b)(i)	-	-	335	(585)	(250)	-	(250)	-	(250)
Total		-	189	(242,637)	193,986	(48,462)	(30)	(48,492)	(1,876)	(50,368)
Balance at 31 March 2025		638,762	(29,054)	655,675	53,460	1,318,843	251,504	1,570,347	37,131	1,607,478

The accompanying notes form an integral part of these financial statements.

# STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 March 2025

Group	Note	Attributable to ordinary shareholders of the Company					Perpetual securities	Total	Non-controlling interests	Total equity
		Share capital	Treasury shares	Retained earnings	Other reserves	Total				
		S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Balance at 1 April 2023		638,762	(29,516)	598,558	(77,620)	1,130,184	251,504	1,381,688	(7,390)	1,374,298
Total comprehensive income for the year		-	-	78,333	(10,756)	67,577	-	67,577	972	68,549
<b>Transactions with owners, recognised directly in equity</b>										
Acquisition of non-controlling Interest	(b)	-	-	-	(49,344)	(49,344)	-	(49,344)	49,344	-
Distribution of perpetual securities	5.5	-	-	(10,905)	-	(10,905)	10,905	-	-	-
Distribution paid on perpetual securities		-	-	-	-	-	(10,875)	(10,875)	-	(10,875)
Dividends paid to shareholders	5.6	-	-	(13,050)	-	(13,050)	-	(13,050)	-	(13,050)
Dividends paid to non-controlling interests in subsidiaries		-	-	-	-	-	-	-	(5,443)	(5,443)
Issuance of shares to employee	5.4(b)(iv)	-	273	-	(179)	94	-	94	-	94
Employee share option scheme:										
- Value of employee services	5.4(b)(i)	-	-	235	7,157	7,392	-	7,392	-	7,392
Total		-	273	(23,720)	(42,366)	(65,813)	30	(65,783)	43,901	(21,882)
Balance at 31 March 2024		638,762	(29,243)	653,171	(130,742)	1,131,948	251,534	1,383,482	37,483	1,420,965

## Note

- (a) On 1 July 2024, Freight Management Holdings Pty Ltd ("FMH") issued shares to non-controlling shareholders pursuant to the terms of the FMH Group Long Term Incentive Plan, which represented approximately 2.9% of the issued share capital of FMH.
- (b) During the financial year ended 31 March 2025, the acquisition of non-controlling interest in a subsidiary comprises the FMH shares purchased from non-controlling shareholders in December 2024 and March 2025, which were issued in (a) above.

In the preceding financial year, the acquisition of non-controlling interest in a subsidiary comprised the reserve for an obligation which arose from put options written with non-controlling shareholders of FMH. In November and December 2023, the put options were exercised for the acquisition of the remaining 12% equity interest in FMH and the related gross liabilities were transferred to other reserves. Following the acquisitions, FMH became a wholly-owned subsidiary of the Group.

# STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 March 2025

Company	Note	Attributable to ordinary shareholders of the Company				
		Share capital S\$'000	Treasury shares S\$'000	Retained earnings S\$'000	Other reserves S\$'000	Total S\$'000
Balance at 1 April 2024		638,762	(29,243)	598,697	36,094	1,244,310
Total comprehensive income for the year		-	-	55,659	-	55,659
<b>Transactions with owners, recognised directly in equity</b>						
Dividends paid to shareholders	5.6	-	-	(20,251)	-	(20,251)
Issuance of shares to employee	5.4(b)(iv)	-	189	-	(116)	73
Employee share option scheme:						
- Value of employee services	5.4(b)(i)	-	-	335	(1,734)	(1,399)
Total		-	189	(19,916)	(1,850)	(21,577)
Balance at 31 March 2025		638,762	(29,054)	634,440	34,244	1,278,392
Balance at 1 April 2023		638,762	(29,516)	563,683	35,390	1,208,319
Total comprehensive income for the year		-	-	47,829	208	48,037
<b>Transactions with owners, recognised directly in equity</b>						
Dividends paid to shareholders	5.6	-	-	(13,050)	-	(13,050)
Issuance of shares to employee	5.4(b)(iv)	-	273	-	(179)	94
Employee share option scheme:						
- Value of employee services	5.4(b)(i)	-	-	235	675	910
Total		-	273	(12,815)	496	(12,046)
Balance at 31 March 2024		638,762	(29,243)	598,697	36,094	1,244,310

The accompanying notes form an integral part of these financial statements.

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 March 2025

	Group	
	2025	2024
	S\$'000	S\$'000
<b>Cash flows from operating activities</b>		
Profit after tax	245,093	81,476
Adjustments for:		
Income tax expense	16,327	18,417
Impairment loss on trade and other receivables	628	1,913
Impairment of goodwill	77,858	–
Amortisation of contract liabilities	(1,854)	(8,639)
Amortisation of intangible assets	9,728	7,083
Depreciation	104,248	73,965
Fair value loss on put option redemption liabilities	4,559	2,592
Fair value gain on investment properties	(15,232)	(38,442)
Gain on derecognition of right-of-use assets and lease liabilities	(33)	(27)
Loss / (Gain) on disposal of property, plant and equipment	499	(2,284)
Gain on sale of assets held for sale	–	(900)
Net gain on disposal of subsidiaries	(302,089)	–
(Reversal) / Recognition of share-based staff costs	(250)	7,392
Gain on derivative instrument	(282)	–
Finance expenses	52,052	30,367
Interest income	(10,918)	(11,514)
Fair value gain on contingent consideration	–	(1,106)
Recognition / (Reversal) of impairment loss in associated companies	1,717	(2,762)
Loss on deemed disposal / divestment of an associated company and a joint venture	188	147
Share of (profit) / loss of associated companies and a joint venture	(519)	1,543
	<b>(63,373)</b>	<b>77,745</b>
<b>Operating cash flow before working capital changes</b>	<b>181,720</b>	<b>159,221</b>
Changes in working capital, net of effects from acquisition and disposal of subsidiaries		
Inventories	66	654
Trade and other receivables	30,422	(3,941)
Trade and other payables	(125,524)	(31,594)
<b>Cash generated from operations</b>	<b>86,684</b>	<b>124,340</b>
Income tax paid	(8,925)	(30,952)
<b>Net cash provided by operating activities</b>	<b>77,759</b>	<b>93,388</b>

The accompanying notes form an integral part of these financial statements.



# CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 March 2025

	Group	
	2025	2024
	S\$'000	S\$'000
<b>Cash flows from investing activities</b>		
Acquisition of subsidiaries, net of cash acquired (Note 6.3)	-	(97,730)
Deferred and contingent consideration paid in relation to acquisition of subsidiaries	(68,309)	(25,764)
Divestment of subsidiaries, net of cash disposed (Note 6.4)	640,268	-
Additions to property, plant and equipment and intangible assets	(51,088)	(55,210)
Dividends received from an associated company	195	293
Interest received	11,444	11,470
Proceeds from disposal of an associated company	964	-
Proceeds from disposal of property, plant and equipment	4,643	8,434
Proceeds from sale of assets held for sale	-	12,600
<b>Net cash provided by / (used in) investing activities</b>	<b>538,117</b>	<b>(145,907)</b>
<b>Cash flows from financing activities</b>		
Acquisition of additional interest in existing subsidiary	(17,395)	(67,138)
Distribution paid to perpetual securities	(10,905)	(10,875)
Dividends paid to shareholders	(20,251)	(13,050)
Dividends paid to non-controlling interests in subsidiaries	(1,640)	(5,443)
Finance expenses paid	(51,436)	(29,609)
Repayment of principal portion of lease liabilities	(49,407)	(33,335)
Proceeds from bank loans and notes	73,232	228,518
Repayment of bank loans and notes	(318,392)	(35,507)
<b>Net cash (used in) / provided by financing activities</b>	<b>(396,194)</b>	<b>33,561</b>
<b>Net increase / (decrease) in cash and cash equivalents</b>	<b>219,682</b>	<b>(18,958)</b>
Cash and cash equivalents at beginning of financial year	476,738	495,696
<b>Cash and cash equivalents at end of financial year</b>	<b>696,420</b>	<b>476,738</b>

## Significant non-cash transaction

During the preceding financial year ended 31 March 2024, the Group paid S\$1,707,965 to a former non-controlling shareholder (the "Claimant") of Famous Holdings Pte Ltd ("FHPL"), a subsidiary of the Group, which was offset against the Claimant Loan amounting to S\$4,810,000 (Note 3.3).

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

## 1. GENERAL INFORMATION

Singapore Post Limited (the “Company”) is listed on the Singapore Exchange and incorporated and domiciled in Singapore. The address of its registered office and principal place of business is 10 Eunos Road 8, Singapore Post Centre, Singapore 408600.

The principal activities of the Company consist of the operation and provision of postal and parcel delivery services, eCommerce logistics and property. Its subsidiaries are principally engaged in provision of delivery services and eCommerce logistics solutions, provision of integrated supply chain and distribution services, freight forwarding and investment holding.

The principal activities of the subsidiaries are disclosed in Note 6.5.

These financial statements were authorised for issue on 27 May 2025 in accordance with a resolution of the Board of Directors of Singapore Post Limited.

### 1.1 Basis of preparation

The financial statements have been prepared on the historical cost basis, except as disclosed in the material accounting policy information, and are drawn up in accordance with the provisions of the Companies Act 1967 and Singapore Financial Reporting Standards (International) (“SFRS(I)s”).

The financial statements are expressed in Singapore dollars.

### 1.2 Adoption of new and revised standards

In the current year, the Group and the Company have applied all the new and revised SFRS(I) Accounting Standards that are mandatorily effective for an accounting period that begins on or after 1 April 2024. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

### 1.3 Material accounting policy information

#### 1.3.1 **Group Accounting**

##### *Company's separate financial statements*

Investments in subsidiaries and associates in the separate financial statements of the Company are carried at cost less any impairment in net recoverable value that has been recognised in profit or loss.

#### 1.3.2 **Foreign currency transactions and translation**

##### *Functional and presentation currency*

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates (“functional currency”). The financial statements are presented in Singapore Dollars, which is the functional currency of the Company.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 1. GENERAL INFORMATION (continued)

### 1.3 Material accounting policy information (continued)

#### 1.3.2 Foreign currency transactions and translation (continued)

##### *Transactions and balances*

Transactions in a currency other than the functional currency ("foreign currency") are translated into the functional currency using the exchange rates at the dates of the transactions. Currency exchange differences from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the end of the reporting period are recognised in profit or loss. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income. For such non-monetary items, any exchange component of that gain or loss is also recognised in other comprehensive income. For equity investments measured at fair value through other comprehensive income ("FVTOCI"), exchange differences are recognised in other comprehensive income in the fair value reserve. In the consolidated financial statements, currency translation differences arising from net investment in foreign operations are recognised in other comprehensive income and accumulated in the currency translation reserve.

When a foreign operation is disposed of, the proportionate share of the accumulated currency translation differences is reclassified to profit or loss, as part of the gain or loss on disposal.

##### *Translation of Group entities' financial statements*

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) Assets and liabilities are translated at the closing exchange rates at the end of the reporting period;
- (ii) Income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the rates prevailing on the transaction dates, in which case income and expenses are translated using the exchange rates at the dates of the transactions); and
- (iii) All resulting currency translation differences are recognised in other comprehensive income and accumulated in the currency translation reserve. These currency translation differences are classified to profit or loss on disposal or partial disposal of the entity giving rise to such reserve.

Goodwill and fair value adjustments arising on acquisition of foreign operations are treated as assets and liabilities of the foreign operations and translated at the closing rates at the end of the reporting period.

#### 1.3.3 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 1. GENERAL INFORMATION (continued)

### 1.3 Material accounting policy information (continued)

#### 1.3.3 Fair value measurement (continued)

Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of SFRS(I) 2 *Share-based Payment*, leasing transactions that are within the scope of SFRS(I) 16 *Leases*, and measurements that have some similarities to fair value but are not fair value, such as value-in-use in SFRS(I) 1-36 *Impairment of Assets*.

Fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- a) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- b) Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- c) Level 3 inputs are unobservable inputs for the asset or liability.

#### 1.3.4 Financial instruments

Financial assets and liabilities are recognised on the statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

##### *Financial assets*

All financial assets are recognised and de-recognised on a trade date basis where the purchase or sale of financial assets is under a contract whose terms require delivery of assets within the time frame established by the market concerned.

Financial assets are initially measured at fair value (except for trade receivables that do not have a significant financing component which are measured at transaction price). Transaction costs that are directly attributable to the acquisition of financial assets (other than financial assets at fair value through profit or loss) are added to or deducted from the fair value of the financial assets, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are recognised immediately in profit or loss.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 1. GENERAL INFORMATION (continued)

### 1.3 Material accounting policy information (continued)

#### 1.3.4 Financial instruments (continued)

##### (i) *Classification of financial assets*

All recognised financial assets are subsequently measured in their entirety at either amortised cost, fair value through other comprehensive income ('FVTOCI') or fair value through profit or loss ('FVTPL') based on the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

The Group classifies its financial assets in the following measurement categories. The basis of classification and subsequent measurement of the financial assets are further described in the respective notes.

Measurement category	Criteria	Financial assets
Financial assets at amortised cost	Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal amount outstanding ("SPPI")	Cash and cash equivalents (Note 3.1)  Trade and other receivables (Notes 3.2 and 3.3)  Other current and non-current assets (Note 3.5)
Financial assets at FVTPL	Financial assets that do not meet the criteria for amortised cost or FVTOCI are measured at FVTPL	Derivative financial instruments (Note 4.3)
Equity instruments designated at FVTOCI	On initial recognition of certain equity instruments that are not held for trading, the Group has made an irrevocable election (on an instrument-by-instrument basis) to present subsequent changes in the instruments' fair value in other comprehensive income	Financial assets (Note 4.4)

##### (ii) *Impairment of financial assets*

The Group recognises a loss allowance for expected credit losses ("ECL") on trade and other receivables that are measured at amortised cost. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument. The ECL incorporates forward-looking information and is a probability weighted estimate of the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate. Details about the Group's credit risk management and impairment policies are disclosed in Note 4.5(b).



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 1. GENERAL INFORMATION (continued)

### 1.3 Material accounting policy information (continued)

#### 1.3.4 Financial instruments (continued)

##### (iii) *Derecognition of financial assets*

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

##### *Financial liabilities and equity*

##### (i) *Classification as debt or equity*

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

##### (ii) *Equity instruments*

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

##### (iii) *Derecognition of financial liabilities*

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

#### 1.3.5 Impairment of non-financial assets

##### (a) *Goodwill*

Goodwill recognised separately as an intangible asset is tested for impairment annually and whenever there is indication that the goodwill may be impaired.

For the purpose of impairment testing of goodwill, goodwill is allocated to each of the Group's cash-generating-units or group of cash-generating-units ("CGU") expected to benefit from synergies arising from the business combination.

An impairment loss is recognised when the carrying amount of a CGU, including the goodwill, exceeds the recoverable amount of the CGU. The recoverable amount of a CGU is the higher of the CGU's fair value less costs of disposal and value-in-use.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 1. GENERAL INFORMATION (continued)

### 1.3 Material accounting policy information (continued)

#### 1.3.5 Impairment of non-financial assets (continued)

##### (a) *Goodwill (continued)*

The total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU pro-rata on the basis of the carrying amount of each asset in the CGU.

An impairment loss on goodwill is recognised as an expense and is not reversed in a subsequent period.

##### (b) *Trademarked brand with indefinite useful life*

Trademarked brand with indefinite useful life is tested for impairment annually and whenever there is indication that the trademarked brand may be impaired.

An impairment loss is recognised in profit or loss when the carrying amount of the trademarked brand exceeds the recoverable amount of the acquired brand. The recoverable amount of the trademarked brand is the higher of a trademarked brand's fair value less costs of disposal and value-in-use.

##### (c) *Other intangible assets (excluding goodwill and trademarked brand with indefinite useful life)* *Property, plant and equipment* *Right-of-use assets* *Investments in subsidiaries, associated companies and a joint venture*

Other intangible assets, property, plant and equipment, right-of-use assets and investments in subsidiaries, associated companies and joint ventures are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less costs of disposal and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash inflows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for the CGU to which the asset belongs.

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount.

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss.

An impairment loss for an asset other than goodwill is reversed only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying amount of this asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

A reversal of impairment loss for an asset other than goodwill is recognised in profit or loss.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 1. GENERAL INFORMATION (continued)

### 1.4 Critical accounting judgements and key sources of estimation uncertainty

Estimates, assumptions and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

#### 1.4.1 Critical judgements in applying the Group's material accounting policies

Apart from those involving estimations reported in Note 1.4.2, there are no critical judgements that management has made in the process of applying the Group's material accounting policies which has a significant effect on the amounts reported in the financial statements.

#### 1.4.2 Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that may have a significant risk of causing a material adjustment to the carrying amounts of specific assets and liabilities within the next financial year, are related to the following areas, and further explained in the respective notes:

- Note 3.6 'Investment properties': Valuation of investment properties
- Note 3.9 'Intangible assets': Estimated impairment of goodwill and other intangible assets
- Note 4.5(b) 'Credit risk management': Calculation of loss allowance for trade and other receivables

Key sources of estimation uncertainty that are not specific to a note to the financial statements are detailed below:

#### Estimated impairment of other non-financial assets

Property, plant and equipment (Note 3.7), right-of-use assets (Note 3.8) and investments in subsidiaries (Note 6.1), associated companies and a joint venture (Note 6.2) are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired. The recoverable amount of an asset, and where applicable, a CGU, is determined based on the higher of fair value less costs of disposal and value-in-use calculation prepared on the basis of management's assumptions and estimates.

All impairment calculations demand a high degree of estimation, which include assessments of the expected cash flows arising from such assets and the selection of key assumptions. Changes to these estimates may significantly impact the impairment charges recognised.

For the financial year ended 31 March 2025, impairment loss amounting to S\$1,717,000 (2024: S\$Nil) was recognised (Note 6.2).

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 1. GENERAL INFORMATION (continued)

### 1.5 Significant transactions, events or conditions in the current reporting period

#### 1.5.1 **Sale of interest in SingPost Australia Investments Pty Ltd ("SPAI") and its subsidiaries ("SPAI Group")**

In March 2025, the Group completed the disposal of its entire equity interest in SPAI Group. Following the completion, the Group will no longer hold any interest in SPAI and its subsidiaries, including Freight Management Holdings Pty. Ltd. ("FMH"). Consequently, the foreign subsidiaries are deconsolidated effective from 27 March 2025. Refer to Note 6.4 for further details.

## 2. GROUP PERFORMANCE

### 2.1 Segment information

Management has determined the operating segments based on the reports reviewed by the Group Chief Operating Officer and Group Chief Financial Officer (2024: Group Chief Executive Officer and Group Chief Financial Officer) ("Chief Operating Decision Maker" or "CODM") that are used to make strategic decisions.

From 1 April 2024, the Group's segment reporting has been changed to reflect the Group's new business structure to position each business unit in its market segments.

SingPost Group classifies the reporting of business units into three key business segments, namely Singapore, International and Australia.

- **Singapore** segment comprises domestic postal services including mail distribution and products and services transacted at the post offices; parcel distribution; eCommerce logistics and other value-added solutions; and property leasing.
- **International** segment comprises international cross-border distribution of mail and parcels, and logistics solutions including freight forwarding and warehousing services.
- **Australia** segment comprises fourth-party logistics services; third-party logistics solutions including transportation and distribution, and last-mile courier delivery; as well as warehousing services.

During the year, SPAI Group has been re-presented as discontinued operations in accordance with SFRS(I) 5 *Non-Current Assets Held for Sale and Discontinued Operations*.

**All other segments** comprising unallocated corporate overhead items are categorised as Others.

In line with the change in reporting structure of the Group as set out above, segment revenues and results for the previous financial year as well segment assets as at 31 March 2024 have been restated to conform to current year's presentation.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 2. GROUP PERFORMANCE (continued)

### 2.1 Segment information (continued)

#### (a) Segment revenues and results

The following is an analysis of the Group's revenues and results by reportable segments that were provided to the CODM for the financial years ended 31 March 2025 and 2024.

#### Continuing operations

Group	Singapore S\$'000	International S\$'000	Australia S\$'000	Eliminations S\$'000	Total S\$'000	All other segments S\$'000	Total S\$'000
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#### Full year ended

31 March 2025

#### Revenue:

– External	307,043	494,299	12,362	–	813,704	–	813,704
– Inter-segment	19,652	24	166	(19,842)	–	–	–
	<b>326,695</b>	<b>494,323</b>	<b>12,528</b>	<b>(19,842)</b>	<b>813,704</b>	<b>–</b>	<b>813,704</b>

#### Operating profit / (loss)

	<b>54,910</b>	<b>19,342</b>	<b>(1,753)</b>	<b>–</b>	<b>72,499</b>	<b>(28,164)</b>	<b>44,335</b>
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#### Full year ended

31 March 2024

(restated)

#### Revenue:

– External	300,868	556,333	22,011	–	879,212	–	879,212
– Inter-segment	16,552	93	224	(16,869)	–	–	–
	<b>317,420</b>	<b>556,426</b>	<b>22,235</b>	<b>(16,869)</b>	<b>879,212</b>	<b>–</b>	<b>879,212</b>

#### Operating profit / (loss)

	<b>44,123</b>	<b>23,473</b>	<b>(1,728)</b>	<b>–</b>	<b>65,868</b>	<b>(31,972)</b>	<b>33,896</b>
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#### Discontinued operations

SPAI  
Group  
S\$'000

#### Group

#### Full year ended

31 March 2025

#### Revenue:

– External							<b>1,115,780</b>
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#### Operating profit

**41,629**

#### Full year ended

31 March 2024

#### Revenue:

– External							807,531
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#### Operating profit

**51,028**



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 2. GROUP PERFORMANCE (continued)

### 2.1 Segment information (continued)

#### (a) Segment revenues and results (continued)

Sales between segments are carried out at arm's length. The revenue from external parties reported to the CODM is measured in a manner consistent with that in the statement of comprehensive income.

#### *Reconciliation of Segment profits*

The CODM assesses the performance of the operating segments based on a measure of operating profit, which is profit before interest, tax and share of results of associated companies and a joint venture. Interest income and finance expenses are not allocated to segments.

A reconciliation of operating profit to profit from continuing operations is provided as follows:

<u>Continuing operations</u>	Group	
	2025 S\$'000	2024 S\$'000 (restated)
Operating profit for reportable segments	72,499	65,868
Operating loss for all other segments	(28,164)	(31,972)
Exceptional items	222,160	37,668
Finance expenses	(26,900)	(23,140)
Investment income (net)	6,260	9,261
Share of profit / (loss) of associated companies and a joint venture	519	(1,543)
<b>Profit before income tax</b>	<b>246,374</b>	<b>56,142</b>
<b>Tax expense</b>	<b>(16,124)</b>	<b>(10,726)</b>
<b>Profit after tax</b>	<b>230,250</b>	<b>45,416</b>

A reconciliation of operating profit to profit from discontinued operations is provided as follows:

<u>Discontinued operations</u>	Group	
	2025 S\$'000	2024 S\$'000 (restated)
Operating profit for reportable segments	41,699	51,226
Operating loss for all other segments	(70)	(198)
Exceptional items	(2,585)	(835)
Finance expenses	(25,152)	(7,227)
Investment income (net)	1,154	785
<b>Profit before income tax</b>	<b>15,046</b>	<b>43,751</b>
<b>Tax expense</b>	<b>(203)</b>	<b>(7,691)</b>
<b>Profit after tax</b>	<b>14,843</b>	<b>36,060</b>

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 2. GROUP PERFORMANCE (continued)

### 2.1 Segment information (continued)

#### (b) Segment assets

The following is an analysis of the Group's segment assets as at 31 March 2025 and 2024 that were provided to the CODM:

	Singapore S\$'000	International S\$'000	Australia S\$'000	Total S\$'000	All other segments S\$'000	Total S\$'000
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#### Group

#### **31 March 2025**

<b>Segment assets</b>	<b>1,397,649</b>	<b>349,751</b>	<b>74,847</b>	<b>1,822,247</b>	<b>33,327</b>	<b>1,855,574</b>
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#### **Segment assets include:**

Investment in associated companies

	-	-	-	-	21,890	21,890
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Intangible assets

	3,939	86,259	-	90,198	-	90,198
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#### **31 March 2024 (restated)**

<b>Segment assets</b>	<b>1,420,217</b>	<b>426,624</b>	<b>887,988</b>	<b>2,734,829</b>	<b>39,247</b>	<b>2,774,076</b>
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#### **Segment assets include:**

Investment in associated companies

	-	-	-	-	23,107	23,107
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Intangible assets

	5,716	158,292	472,254	636,262	-	636,262
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#### *Reconciliation of segment assets*

Reportable segments' assets are reconciled to total assets as follows:

Segment assets are measured in a manner consistent with that of the financial statements. The CODM does not review statement of financial position items by reportable segments, but rather monitors them at the Group level. All assets are allocated to reportable segments other than derivative financial instruments and financial assets. Cash and cash equivalents are allocated to reportable segments where applicable.

	Group 2025 S\$'000	2024 S\$'000
Segment assets for reportable segments	1,822,247	2,734,391
Segments assets for all other segments	33,327	39,685
Unallocated:		
Cash and cash equivalents	534,336	361,450
Derivative financial instruments	514	402
<b>Total assets</b>	<b>2,390,424</b>	<b>3,135,928</b>

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 2. GROUP PERFORMANCE (continued)

### 2.1 Segment information (continued)

#### (c) Other segment information

	Singapore S\$'000	International S\$'000	Australia S\$'000	All other segments S\$'000	Total S\$'000
<u>Group</u>					
<b>Continuing operations</b>					
<b>2025</b>					
Depreciation and amortisation	(29,235)	(5,849)	(816)	(1,940)	(37,840)
<b>2024 (restated)</b>					
Depreciation and amortisation	(32,104)	(8,134)	(1,144)	(1,892)	(43,274)
<b>Discontinued operations</b>					SPAI Group S\$'000
<b>2025</b>					
Depreciation and amortisation					(76,136)
<b>2024</b>					
Depreciation and amortisation					(37,774)
<b>2025</b>					
Additions to <sup>(1)</sup> :					
– Property, plant and equipment	8,643	1,110	34,820	788	45,361
– Right-of-use assets	2,969	6,033	139,380	–	148,382
– Intangible assets	–	–	5,727	–	5,727
<b>2024 (restated)</b>					
Additions to <sup>(1)</sup> :					
– Property, plant and equipment	24,746	1,861	21,647	2,224	50,478
– Right-of-use assets	2,527	1,965	28,090	–	32,582
– Intangible assets	–	–	4,732	–	4,732

(1) Net of inter-segment elimination

In addition to the depreciation and amortisation reported above, there was an impairment loss of S\$1.7 million (2024: reversal of impairment loss of S\$2.8 million) recognised in respect of investments in associated companies and impairment loss of S\$77.9 million recognised in respect of goodwill (2024: S\$Nil).

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 2. GROUP PERFORMANCE (continued)

### 2.1 Segment information (continued)

#### (c) Other segment information

These impairment (losses) reversals (net) were attributable to the following reportable segments:

	2025 S\$'000	Group 2024 S\$'000 (restated)
Singapore	(1,582)	–
International	(71,858)	–
Australia	(4,419)	–
All other segments	(1,717)	2,762
	<b>(79,576)</b>	<b>2,762</b>

#### (d) Revenue from major products and services

The Group's revenue from its major products and services are disclosed in Note 2.2.

#### (e) Geographical information

The geographical information is prepared based on the country in which the transactions are booked and across different business segments.

	2025 S\$'000	Group 2024 S\$'000
<b>Revenue:</b>		
Republic of Singapore	<b>498,598</b>	577,675
Australia and New Zealand <sup>(1)</sup>	<b>46,581</b>	843,235
Other countries	<b>268,525</b>	265,833
	<b>813,704</b>	<b>1,686,743</b>

(1) Prior year included discontinued operations of S\$807,531,000.

The geographical information on the Group's non-current assets is not presented as it is not used for segmental reporting purposes.

#### (f) Information about major customers

Included in revenues arising from the International segment of S\$494,299,000 (2024: S\$556,333,000) are revenues of approximately S\$102,973,000 (2024: S\$173,119,000) derived from the Group's largest customer in the respective years.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 2. GROUP PERFORMANCE (continued)

### 2.2 Revenue

Revenue from external customers is derived from the provision of mail, logistics solution, agency and financial services and front-end ecommerce solutions.

	Group	
	2025	2024
	S\$'000	S\$'000
<b>Continuing operations</b>		
Singapore	307,043	300,868
International	494,299	556,333
Australia	12,362	22,011
	<b>813,704</b>	<b>879,212</b>
<b>Discontinued operations</b>		
SPAI Group	<b>1,115,780</b>	<b>807,531</b>

A disaggregation of the Group's revenue for the year is as follows:

	Group					
	2025			2024		
	Revenue from services rendered S\$'000	Sale of products S\$'000	Total S\$'000	Revenue from services rendered S\$'000	Sale of products S\$'000	Total S\$'000
<b>Continuing operations</b>						
Singapore	306,316	727	307,043	299,914	954	300,868
International	494,299	-	494,299	556,333	-	556,333
Australia	12,362	-	12,362	22,011	-	22,011
	<b>812,977</b>	<b>727</b>	<b>813,704</b>	<b>878,258</b>	<b>954</b>	<b>879,212</b>
<b>Discontinued operations</b>						
SPAI Group	<b>1,115,780</b>	<b>-</b>	<b>1,115,780</b>	<b>807,531</b>	<b>-</b>	<b>807,531</b>

### Timing of revenue recognition in respect of revenue from contracts with customers <sup>(1)</sup>

#### Continuing operations

At a point in time	5,913	727	6,640	7,293	954	8,247
Over time	757,103	-	757,103	827,965	-	827,965
	<b>763,016</b>	<b>727</b>	<b>763,743</b>	<b>835,258</b>	<b>954</b>	<b>836,212</b>

#### Discontinued operations

Over time	<b>1,115,780</b>	<b>-</b>	<b>1,115,780</b>	<b>807,531</b>	<b>-</b>	<b>807,531</b>
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(1) These disclosures under SFRS(I) 15 are not applicable to revenue from lease contracts amounting to S\$49,961,000 (2024: S\$43,000,000).



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 2. GROUP PERFORMANCE (continued)

### 2.2 Revenue (continued)

Further revenue information for each reportable segment under SFRS(I) 8 *Operating Segments* is disclosed in Note 2.1.

The Group applies the practical expedient in paragraph 121 of SFRS(I) 15 and does not disclose information about its remaining performance obligations if:

- the performance obligation is part of a contract that has an original expected duration of one year or less; or
- the Group has a right to invoice a customer in an amount that corresponds directly with its performance to date, then it recognizes revenue in that amount.

Transaction price allocated to performance obligations that are unsatisfied (or partially unsatisfied) as at the end of the reporting period relates to 'Advances received for post assurance collaboration'. Refer to Note 3.11 for further details.

Contract balances with customers and the related disclosures have been included in the following notes:

- a) Trade and other receivables (Note 3.2)
- b) Contract liabilities (Note 3.11)

#### Material accounting policy information

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control of a product or service to a customer.

#### (a) *Post and Parcel*

Revenue is recognised from post and parcel related activities which includes collecting, sorting, transporting and distributing domestic and international mail as well as sale of philatelic products, agency services, financial services and parcel deliveries in Singapore.

Revenue from sale of goods is recognised when the goods are delivered to the customer and all criteria for acceptance have been satisfied which is the point when control of goods has transferred to the customer. Under the Group's standard contract terms, customers do not have a right of return.

Revenue from the rendering of services is recognised when the services are rendered and the contracted performance obligation is satisfied. Such revenue can be recognised at a point in time or over time depending on when control of goods or services is transferred to the customer. The Group's delivery-related contracts may include variable consideration such as volume-based discounts or rebates. When consideration is variable, the estimated amount is included in the transaction price to the extent that it is highly probable that a significant reversal of the cumulative revenue will not occur when the uncertainty associated with the variable consideration is resolved.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 2. GROUP PERFORMANCE (continued)

### 2.2 Revenue (continued)

#### Material accounting policy information (continued)

##### (a) *Post and Parcel (continued)*

Fee commission is recognised for agency services provided for which the Group acts as an agent and has no control over specified goods/services.

Accrual for unearned revenue is made for stamps which have been sold, but for which services have not been rendered as at the end of the reporting period. This accrual is classified as “contract liabilities”.

When the period between the recognition of revenue and payment by the customer exceeds one year, an adjustment is made to the transaction price for the time value of money. The Group has elected to apply the practical expedient not to adjust the transaction price for the existence of significant financing component when the period between the transfer of control of good or service to a customer and the payment date is one year or less.

A contract liability is recognised when the Group has not yet performed under the contract but has received advanced payments from the customer. Contract liabilities are recognised as revenue as the Group performs under the contract.

##### (b) *Logistics*

The Group provides eCommerce logistics, warehousing, fulfilment and distribution and freight forwarding services.

Revenue from the rendering of services is recognised when the services are rendered.

Brokerage income from freight forwarding, being net of costs of premium against premium income is recognised at the effective date of the related insurance policies. Brokerage on premium adjustments is recognised when the uncertainty associated with the variable consideration is resolved.

##### (c) *Property*

Rental income from operating leases is recognised on a straight-line basis over the lease term. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

When a contract includes lease and non-lease components, the Group applies SFRS(I) 15 *Revenue from Contracts with Customers* to allocate the consideration under the contract to each component.

Revenue from management services and advertising and promotion income are recognised on a straight-line basis over the service period.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 2. GROUP PERFORMANCE (continued)

### 2.3 Labour and related expenses

	Continuing operations		Group Discontinued operations		Total	
	2025	2024	2025	2024	2025	2024
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Wages and salaries	165,089	161,077	74,210	84,560	239,299	245,637
Employer's contribution to defined contribution plans including						
Central Provident Fund	19,394	18,293	24,700	14,809	44,094	33,102
Share-based (credit) / expense	(1,399)	3,115	1,149	4,277	(250)	7,392
Other benefits	5,875	4,711	5,528	3,766	11,403	8,477
Temporary and contract staff cost	57,770	63,900	8,381	6,634	66,151	70,534
Government grant	(5,785)	(76)	–	–	(5,785)	(76)
	240,944	251,020	113,968	114,046	354,912	365,066

#### Material accounting policy information

#### a) Employee compensation

Employee benefits are recognised as an expense, unless the cost qualifies to be capitalised as an asset.

##### (i) Defined contribution plans

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities such as the Central Provident Fund, on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid.

##### (ii) Share-based compensation

The share-based compensation plans of the Group are accounted as equity-settled share-based payments. The value of the employee services received in exchange for the grant of options is recognised as an expense in profit or loss with a corresponding increase in the share option reserve over the vesting period. The total amount to be recognised over the vesting period is determined by reference to the fair value of the options granted on the date of the grant. Non-market vesting conditions are included in the estimation of the number of shares under options that are expected to become exercisable on the vesting date. At the end of each reporting period, the Group revises its estimates of the number of shares under options that are expected to become exercisable on the vesting date and recognises the impact of the revision of the estimates in profit or loss, with a corresponding adjustment to the share option reserve over the remaining vesting period.

When the options are exercised, the proceeds received (net of transaction costs) and the related balance previously recognised in the share option reserve are credited to the share capital account, when new ordinary shares are issued, or to the "treasury shares" account, when treasury shares are re-issued to the employees.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 2. GROUP PERFORMANCE (continued)

### 2.4 Volume-related expenses

	Continuing operations		Group Discontinued operations		Total	
	2025	2024	2025	2024	2025	2024
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Traffic expenses	<b>276,905</b>	330,545	<b>703,631</b>	440,103	<b>980,536</b>	770,648
Outsourcing services and delivery expenses	<b>101,980</b>	113,835	<b>128,534</b>	124,565	<b>230,514</b>	238,400
	<b>378,885</b>	444,380	<b>832,165</b>	564,668	<b>1,211,050</b>	1,009,048

### 2.5 Administrative and other expenses

	Continuing operations		Group Discontinued operations		Total	
	2025	2024	2025	2024	2025	2024
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Included in administrative and other expenses are the following:						
Professional services	<b>10,019</b>	7,972	<b>5,375</b>	992	<b>15,394</b>	8,964
Repair and maintenance expenses	<b>27,543</b>	24,638	<b>2,881</b>	4,182	<b>30,424</b>	28,820
Rental expenses / (credit)	<b>2,995</b>	3,282	<b>(526)</b>	7,249	<b>2,469</b>	10,531
Supplies and services	<b>27,029</b>	27,146	<b>17,190</b>	19,112	<b>44,219</b>	46,258

### 2.6 Depreciation and amortisation

	Continuing operations		Group Discontinued operations		Total	
	2025	2024	2025	2024	2025	2024
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Depreciation – property, plant and equipment (Note 3.7)	<b>27,782</b>	30,320	<b>20,465</b>	10,776	<b>48,247</b>	41,096
Depreciation – right-of-use assets (Note 3.8)	<b>9,862</b>	12,758	<b>46,139</b>	20,111	<b>56,001</b>	32,869
Amortisation of intangible assets (Note 3.9)	<b>196</b>	196	<b>9,532</b>	6,887	<b>9,728</b>	7,083
	<b>37,840</b>	43,274	<b>76,136</b>	37,774	<b>113,976</b>	81,048

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 2. GROUP PERFORMANCE (continued)

### 2.7 Exceptional items

	Continuing operations		Group Discontinued operations		Total	
	2025	2024	2025	2024	2025	2024
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Disposals:						
– (Loss) / Gain on disposal of property, plant and equipment	(1,328)	1,782	829	502	(499)	2,284
– Gain on disposal of assets held for sale	–	900	–	–	–	900
– Gain on disposal of right-of-use and lease liabilities	33	27	–	–	33	27
– Gain on disposal of subsidiaries (Note 6.4)	302,089	–	–	–	302,089	–
– Loss on deemed disposal / divestment of investments in associated companies and a joint venture	(188)	(147)	–	–	(188)	(147)
Acquisitions:						
– Gain on contingent consideration	–	–	–	1,106	–	1,106
Fair value gain / (loss):						
– Investment properties (Note 3.6)	15,232	38,442	–	–	15,232	38,442
– Derivative instruments for hedging	282	–	–	–	282	–
– Put option redemption liabilities <sup>(1)</sup>	(4,559)	(2,592)	–	–	(4,559)	(2,592)
(Impairment charges) / Reversal of impairment charges <sup>(2)</sup>						
– Associated companies	(1,717)	2,762	–	–	(1,717)	2,762
– Goodwill	(77,858)	–	–	–	(77,858)	–
M&A related expenses	(693)	(3,506)	(2,475)	(2,443)	(3,168)	(5,949)
Redundancy costs	(1,875)	–	–	–	(1,875)	–
Restructuring expenses	(7,258)	–	(939)	–	(8,197)	–
	222,160	37,668	(2,585)	(835)	219,575	36,833

(1) For the financial year ended 31 March 2025, the fair value loss on put option redemption liabilities relates to a put option granted to the non-controlling shareholders of Rotterdam Harbour Holding B.V., a subsidiary of Famous Holding Group.

For the preceding financial year, the fair value loss on put option redemption liabilities of S\$2,592,000 above included S\$1,531,000 loss recognised on the put options granted to non-controlling shareholders of FMH.

(2) Total impairment charges amounting to S\$79,575,000 (2024: reversal of impairment charges amounting to S\$2,762,000).



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 2. GROUP PERFORMANCE (continued)

### 2.7 Exceptional items (continued)

#### Material accounting policy information

Exceptional items refer to items of income or expense within the income statement from ordinary activities that are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance of the Group for the financial year.

### 2.8 Investment income (net)

	Continuing operations		Group Discontinued operations		Total	
	2025	2024	2025	2024	2025	2024
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Interest income:						
– Bank deposits	9,764	10,723	1,154	785	10,918	11,508
– Others	–	6	–	–	–	6
	9,764	10,729	1,154	785	10,918	11,514
Currency exchange losses						
– net	(3,504)	(1,468)	–	–	(3,504)	(1,468)
	6,260	9,261	1,154	785	7,414	10,046

#### Material accounting policy information

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost, and is calculated by applying the effective interest rate to the gross carrying amount of the debt instruments.

The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 2. GROUP PERFORMANCE (continued)

### 2.9 Finance expenses

	Continuing operations		Group Discontinued operations		Total	
	2025	2024	2025	2024	2025	2024
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Interest expense:						
– Fixed rate notes	9,555	9,581	–	–	9,555	9,581
– Bank borrowings	14,771	11,607	13,211	2,486	27,982	14,093
– Interest on lease liabilities	961	1,010	11,569	4,741	12,530	5,751
– Significant financing component from contracts with customers	207	422	–	–	207	422
Other borrowing costs	1,406	520	372	–	1,778	520
	<b>26,900</b>	23,140	<b>25,152</b>	7,227	<b>52,052</b>	30,367

#### Material accounting policy information

Borrowing costs are recognised in profit or loss using the effective interest method. Borrowing costs also include interest expense arising from lease liabilities.

### 2.10 Income tax expense

	Continuing operations		Group Discontinued operations		Total	
	2025	2024	2025	2024	2025	2024
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Tax expense attributable to profit is made up of:						
– Current income tax	17,541	11,913	10,997	8,667	28,538	20,580
– Deferred income tax (Note 2.11)	(1,417)	509	(5,452)	2,110	(6,869)	2,619
	<b>16,124</b>	12,422	<b>5,545</b>	10,777	<b>21,669</b>	23,199
(Over)/ Under provision in preceding financial years:						
– Current income tax	(322)	(1,009)	(5,342)	(3,086)	(5,664)	(4,095)
– Deferred income tax (Note 2.11)	322	(687)	–	–	322	(687)
	<b>16,124</b>	10,726	<b>203</b>	7,691	<b>16,327</b>	18,417

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 2. GROUP PERFORMANCE (continued)

### 2.10 Income tax expense (continued)

The tax expense on the Group's profit before income tax differs from the theoretical amount that would arise using the Singapore standard rate of income tax as explained below:

	Group	
	2025	2024
	S\$'000	S\$'000
Profit before income tax		
Continuing operations	<b>246,374</b>	56,142
Discontinued operations	<b>15,046</b>	43,751
	<b>261,420</b>	99,893
Tax calculated at a tax rate of 17% (2024: 17%)	<b>44,441</b>	16,982
Effects of:		
– Tax effect of share of results of associated companies and a joint venture	<b>(88)</b>	262
– Different tax rates in other countries	<b>8,823</b>	8,919
– Withholding tax deducted at source	<b>133</b>	1,881
– Singapore statutory stepped income exemption	<b>(87)</b>	(62)
– Tax incentive	<b>(1)</b>	(547)
– Income not subject to tax	<b>(60,330)</b>	(9,637)
– Expenses not deductible for tax purposes	<b>28,135</b>	7,854
– Utilisation of tax losses and capital allowances	<b>(772)</b>	(3,665)
– Deferred income tax assets not recognised	<b>1,415</b>	1,212
– Overprovision in preceding financial years	<b>(5,342)</b>	(4,782)
Tax charge	<b>16,327</b>	18,417

Taxation for other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

In November 2024, Singapore enacted the Multinational Enterprise (Minimum Tax) Act 2024 and published the related subsidiary legislations to implement the Global Anti-Base Erosion Model Rules (Pillar Two) relating to top-up tax under the Income Inclusion Rule (IIR) and the Domestic Top-up Tax (DTT), both which took effect on 1 January 2025.

The Pillar Two effective tax rate ("ETR") is assessed on a jurisdictional basis and top up tax is payable if the jurisdictional ETR is below 15%. Transitional Country-by-Country Safe Harbour rules ("TCSH") have also been developed to provide temporary relief from compliance obligations during the initial implementation period. Under the TCSH, the top up tax for such jurisdiction is deemed to be zero if certain tests can be met for the selected jurisdiction.

Certain jurisdictions where the Group operates have implemented the Pillar Two legislation with effect from 1 January 2024. As at 31 March 2025, the Group expects that these jurisdictions will either meet the tests under TCSH or will not have significant entities where the jurisdictional ETR is less than 15%. Accordingly, no top-up tax has been recognised for the financial year ended 31 March 2025.

The Pillar Two legislation has also been enacted or substantively enacted in certain jurisdictions where the Group operates, but not in effect as at 31 March 2025. For these jurisdictions, the Group expects that they will either meet the tests under TCSH or will not have significant entities where the jurisdictional ETR is less than 15%.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 2. GROUP PERFORMANCE (continued)

### 2.10 Income tax expense (continued)

#### Material accounting policy information

Refer to Note 2.11.

### 2.11 Deferred income taxes

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same tax authority and the Group intends to settle its current tax assets and liabilities on a net basis. The amounts, determined after appropriate offsetting, are shown on the statements of financial position as follows:

	Group		Company	
	2025	2024	2025	2024
	S\$'000	S\$'000	S\$'000	S\$'000
Deferred income tax assets	<b>793</b>	3,729	-	-
Deferred income tax liabilities	<b>21,593</b>	61,701	<b>20,741</b>	19,997

Movement in the deferred income tax account is as follows:

Beginning of financial year	<b>57,972</b>	36,853	<b>19,997</b>	22,521
Acquisition of subsidiaries (Note 6.3)	-	19,060	-	-
Loss of control of subsidiaries (Note 6.4)	<b>(29,438)</b>	-	-	-
Tax (credited) / charged to profit or loss (Note 2.10)	<b>(6,547)</b>	1,932	<b>744</b>	(2,524)
Currency translation differences	<b>(1,187)</b>	127	-	-
End of financial year	<b>20,800</b>	57,972	<b>20,741</b>	19,997

Deferred income tax assets are recognised for tax losses and capital allowances carried forward to the extent that realisation of the related tax benefits through future taxable profits is probable. The Group has unrecognised tax losses and capital allowance of S\$72,697,000 (2024: S\$114,725,000) at the end of the reporting period which can be carried forward and used to offset against future taxable income subject to meeting certain statutory requirements by those companies with unrecognised tax losses and capital allowances in their respective countries of incorporation. The tax losses and capital allowances have no expiry dates.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 2. GROUP PERFORMANCE (continued)

### 2.11 Deferred income taxes (continued)

The movement in deferred income tax assets and liabilities is as follows:

	Accelerated tax depreciation	Right-of- use assets	Provisions and other liabilities	Tax losses	Lease liabilities	Others	Net
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
<b>2025</b>							
Beginning of financial year	19,404	37,640	(3,818)	(1,738)	(39,791)	46,275	57,972
(Credited) / Charged to profit or loss	(1,258)	29,227	75	111	(31,364)	(3,338)	(6,547)
Loss of control of subsidiaries (Note 6.4)	(94)	(62,484)	2,637	1,751	66,523	(37,771)	(29,438)
Currency translation differences	-	(1,076)	(1,418)	(124)	728	703	(1,187)
End of financial year	18,052	3,307	(2,524)	-	(3,904)	5,869	20,800

### 2024

Beginning of financial year	22,833	15,540	(6,100)	(1,971)	(17,967)	24,518	36,853
Acquisition of subsidiaries (Note 6.3)	-	20,967	-	-	(20,967)	19,060	19,060
(Credited) / Charged to profit or loss	(3,428)	1,062	2,407	184	(1,286)	2,993	1,932
Currency translation differences	(1)	71	(125)	49	429	(296)	127
End of financial year	19,404	37,640	(3,818)	(1,738)	(39,791)	46,275	57,972

### Company

	Accelerated tax depreciation	Right-of-use assets	Provisions and other liabilities	Lease liabilities	Others	Net
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
<b>2025</b>						
Beginning of financial year	18,742	4,811	(341)	(4,970)	1,755	19,997
Charged / (Credited) to profit or loss	715	(1,502)	46	1,492	(7)	744
End of financial year	19,457	3,309	(295)	(3,478)	1,748	20,741
<b>2024</b>						
Beginning of financial year	20,792	6,504	(1,606)	(6,650)	3,481	22,521
(Credited) / charged to profit or loss	(2,050)	(1,693)	1,265	1,680	(1,726)	(2,524)
End of financial year	18,742	4,811	(341)	(4,970)	1,755	19,997



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 2. GROUP PERFORMANCE (continued)

### 2.11 Deferred income taxes (continued)

#### Material accounting policy information

Income tax expense comprises current and deferred tax.

#### *Current tax*

The current tax is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are not taxable or tax deductible.

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted in countries where the Company and subsidiaries operate by the end of the reporting period.

#### *Deferred tax*

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

A deferred income tax liability is recognised on temporary differences arising on investments in subsidiaries, associated companies and joint ventures, except where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

Deferred income tax is calculated at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period. Except for investment properties measured using the fair value method, the measurement of deferred tax liabilities and assets reflects the tax consequence that will follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amounts of its assets and liabilities.

For the purposes of measuring deferred tax liabilities and deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model of the Group whose business objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. The Group has not rebutted the presumption that the carrying amount of the investment properties will be recovered entirely through sale.

Current and deferred income taxes are recognised as income or expenses in profit or loss, except to the extent that the tax arises from a business combination or a transaction which is recognised outside profit or loss (either in other comprehensive income or directly in equity), in which case the tax is also recognised outside profit or loss (either in other comprehensive income or directly in equity, respectively). Deferred tax arising from a business combination is adjusted against goodwill on acquisition.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 2. GROUP PERFORMANCE (continued)

### 2.12 Earnings per share

#### (i) From continuing and discontinued operations

##### (a) Basic earnings per share

Basic earnings per share is calculated by dividing the net profit attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding, excluding treasury shares, during the financial year.

	Group 2025	2024
Profit attributable to equity holders of the Company (S\$'000)	<b>245,141</b>	78,333
Less: Distribution to perpetual securities holders of the Company (S\$'000)	<b>(10,875)</b>	(10,905)
Net profit attributable to ordinary shareholders of the Company (S\$'000)	<b>234,266</b>	67,428
Weighted average number of ordinary shares outstanding for basic earnings per share ('000)	<b>2,250,076</b>	2,249,917
Basic earnings per share (cents per share)		
– Excluding distribution to perpetual securities holders	<b>10.41</b>	3.00
– Including distribution to perpetual securities holders	<b>10.89</b>	3.48

##### (b) Diluted earnings per share

For the purpose of calculating diluted earnings per share, profit attributable to ordinary shareholders of the Company and the weighted average number of ordinary shares outstanding, excluding treasury shares, are adjusted for the effects of all dilutive potential ordinary shares. The Company's dilutive potential ordinary shares are in the form of share options.

For share options, the weighted average number of shares on issue has been adjusted as if all dilutive share options were exercised. The number of shares that could have been issued upon the exercise of all dilutive share options less the number of shares that could have been issued at fair value (determined as the Company's average share price for the financial year) for the same total proceeds is added to the denominator as the number of shares issued for no consideration. No adjustment is made to the net profit.

There is no dilution of earnings per share for the financial years ended 31 March 2025 and 2024.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 2. GROUP PERFORMANCE (continued)

### 2.12 Earnings per share (continued)

#### (ii) From continuing operations

The calculation of basic and diluted earnings per share from continuing operations attributable to ordinary owners of the Company is as follows:

Earnings figures are calculated as follows:

	Group 2025 S\$'000	2024 S\$'000
Net profit attributable to ordinary shareholders of the Company (S\$'000)	<b>234,266</b>	67,428
Less: Profit from discontinued operations	<b>(14,607)</b>	(33,368)
Earnings for the purpose of calculating basic earnings per share from continuing operations	<b>219,659</b>	34,060
Basic and diluted earnings per share (cents per share)		
– Excluding distribution to perpetual securities holders	<b>9.76</b>	1.51
– Including distribution to perpetual securities holders	<b>10.25</b>	2.00

The denominators used are the same as those detailed above for both basic and diluted earnings per share.

#### (iii) From discontinued operations

Basic and diluted earnings per share for the discontinued operations is 0.65 cents per share (2024: 1.48 cents per share) based on the profit for the year from the discontinued operations of S\$14.6 million (2024: S\$33.4 million) and the denominators detailed above for both basic and diluted earnings per share.

### 2.13 Discontinued operations

On 27 March 2025, the Group completed the disposal of its entire equity in SPAI Group.

The profit for the year from the discontinued operations is analysed as follows:

	Group 2025 S\$'000	2024 S\$'000
Profit from SPAI Group attributable to owners of the Company	<b>14,607</b>	33,368

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 2. GROUP PERFORMANCE (continued)

### 2.13 Discontinued operations (continued)

The results of SPAI Group for the period from 1 April 2024 to 27 March 2025 are as follows:

	Group	
	2025	2024
	S\$'000	S\$'000
Revenue	1,115,780	807,531
Labour and related expenses	(113,968)	(114,046)
Volume-related expenses	(832,165)	(564,668)
Administrative and other expenses	(47,413)	(37,630)
Depreciation and amortisation	(76,136)	(37,774)
Selling-related expenses	(4,929)	(3,466)
Impairment loss on trade and other receivables	(363)	(414)
Operating expenses	(1,074,974)	(757,998)
Other income	823	1,495
Operating profit	41,629	51,028
Exceptional items	(2,585)	(835)
Earnings before interest and tax	39,044	50,193
Investment income (net)	1,154	785
Finance expenses	(25,152)	(7,227)
Profit before income tax	15,046	43,751
Income tax expense	(203)	(7,691)
<b>Profit after tax</b>	<b>14,843</b>	<b>36,060</b>
<b>Profit attributable to:</b>		
Equity holders of the Company	14,607	33,368
Non-controlling interests	236	2,692
	<b>14,843</b>	<b>36,060</b>

The carrying amounts of the assets and liabilities of the SPAI Group at the date of deconsolidation are disclosed in Note 6.4.

The impact of the discontinued operations on the consolidated cash flows of the Group is as follows:

	Group	
	2025	2024
	S\$'000	S\$'000
Net cash provided by operating activities	137,218	62,392
Net cash used in investing activities	(129,421)	(146,504)
Net cash (used in) / provided by financing activities	(14,132)	81,875
Total cash flows used in discontinued operations	(6,335)	(2,237)

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 3. OPERATING ASSETS AND LIABILITIES

### 3.1 Cash and cash equivalents

	Group		Company	
	2025	2024	2025	2024
	S\$'000	S\$'000	S\$'000	S\$'000
Cash at bank and on hand	<b>576,031</b>	213,851	<b>414,654</b>	100,628
Deposits with financial institutions	<b>120,389</b>	262,887	<b>115,280</b>	261,745
	<b>696,420</b>	476,738	<b>529,934</b>	362,373

Deposits with financial institutions earn interest ranging from 0.11% to 4.20% (2024: 3.74% to 4.40%) per annum. Tenure for these deposits range from 31 to 365 days (2024: 31 to 185 days).

#### Material accounting policy information

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents include cash at bank and on hand, deposits with financial institutions which are subject to an insignificant risk of change in value.

### 3.2 Trade and other receivables – current

	Group		Company	
	2025	2024	2025	2024
	S\$'000	S\$'000	S\$'000	S\$'000
Trade receivables				
– Subsidiaries	–	–	<b>54,019</b>	44,465
– Companies related by a substantial shareholder	<b>2,471</b>	477	<b>2,471</b>	477
– Non-related parties	<b>97,132</b>	247,105	<b>47,863</b>	74,122
	<b>99,603</b>	247,582	<b>104,353</b>	119,064
Less: Allowance for impairment of receivables – non-related parties	<b>(2,913)</b>	(4,162)	<b>(1,145)</b>	(2,167)
Trade receivables – net	<b>96,690</b>	243,420	<b>103,208</b>	116,897
Non-trade receivables from subsidiaries	–	–	<b>8,212</b>	7,572
Staff loans (Note 3.4)	<b>2</b>	2	<b>2</b>	2
Interest receivable	<b>472</b>	999	<b>472</b>	999
Other receivables	<b>3,029</b>	8,009	<b>2,652</b>	3,925
	<b>100,193</b>	252,430	<b>114,546</b>	129,395

As at 1 April 2023, the Group's and Company's trade receivables arising from contracts with customers amounted to S\$224.2 million (net of loss allowance of S\$2.7 million) and S\$111.2 million (net of loss allowance of S\$1.2 million) respectively.

Trade and other payables (Note 3.10) due from non-related parties are offset when there is a legally enforceable right to offset as the balances relate to the same overseas postal administrators and the Group intends to settle its balances on a net basis.

Non-trade receivables from subsidiaries are unsecured, interest-free and repayable on demand.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 3. OPERATING ASSETS AND LIABILITIES (continued)

### 3.2 Trade and other receivables – current (continued)

#### Material accounting policy information

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business.

Other receivables are recognised initially at fair value and are subsequently measured at amortised cost, less loss allowance.

Details about the Group's credit risk management and impairment policies are disclosed in Note 4.5 (b).

### 3.3 Trade and other receivables – non-current

	Group		Company	
	2025	2024	2025	2024
	S\$'000	S\$'000	S\$'000	S\$'000
Loans to subsidiaries	-	-	217,087	264,467
Less: Allowance for impairment	-	-	(46,366)	(46,366)
	-	-	170,721	218,101
Claimant Loan	-	3,102	-	-
Staff loans (Note 3.4)	135	135	135	135
	135	3,237	170,856	218,236

A loan to a subsidiary of S\$11,195,000 (2024: S\$11,195,000) is non-trade related, unsecured, interest bearing at Singapore Overnight Rate Average (SORA) plus 1.2% per annum and are not expected to be repayable within the next twelve months. The carrying amount of these loans approximate their fair value.

As at 31 March 2024, a loan to a subsidiary of S\$41,443,000 was non-trade related, unsecured, interest bearing at bank bill swap bid rate (BBSY) plus 1.38% per annum and payable in full on 29 March 2026. The carrying amount of the loan approximated its fair value. During the year, the remaining Claimant Loan was fully settled by way of offset against amounts payable to the Claimant.

Loans to subsidiaries of S\$159,526,000 (2024: S\$165,463,000) are non-trade related, unsecured, bearing fixed interests at 2.52% to 4.61% per annum (2024: 2.52% to 4.65% per annum) and not expected to be repayable in the next twelve months. The carrying amounts of the loans approximate their fair values (2024: the fair value of the loans is S\$164,612,000). As at 31 March 2024, the fair value of the loans was computed based on cash flows discounted at the difference between market and existing borrowing rates of 3.177% to 3.678%. The fair value is within Level 2 of the fair value hierarchy.

As at 31 March 2024, the Claimant Loan was related to an outstanding loan amount owed by a former non-controlling shareholder of FHPL. The loan was unsecured, interest bearing at 4.8% to 5.1% per annum. The carrying amount of the loan approximated its fair value. The loan was fully settled in the current financial year.

#### Material accounting policy information

Refer to Note 3.2.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 3. OPERATING ASSETS AND LIABILITIES (continued)

### 3.4 Staff loans

	Group and Company	
	2025	2024
	S\$'000	S\$'000
Not later than one year (Note 3.2)	2	2
Later than one year (Note 3.3)	135	135
– Between one and five years	2	2
– Later than five years	133	133
	<b>137</b>	<b>137</b>

### 3.5 Other assets

	Group		Company	
	2025	2024	2025	2024
	S\$'000	S\$'000	S\$'000	S\$'000
<u>Current</u>				
Deposits	3,605	3,536	1,552	1,580
Prepayments	13,474	27,589	6,165	7,734
	<b>17,079</b>	<b>31,125</b>	<b>7,717</b>	<b>9,314</b>
<u>Non-current</u>				
Deposits	–	2,949	–	–
Prepayments	6,382	6,411	5,005	5,682
	<b>6,382</b>	<b>9,360</b>	<b>5,005</b>	<b>5,682</b>

### 3.6 Investment properties

	Group		Company	
	2025	2024	2025	2024
	S\$'000	S\$'000	S\$'000	S\$'000
Beginning of financial year	1,002,341	965,771	983,645	953,033
Reclassification to property, plant and equipment (net) (Note 3.7)	(990)	(1,872)	(990)	(7,708)
Fair value gain recognised in profit or loss (Note 2.7)	15,232	38,442	15,079	38,320
End of financial year	<b>1,016,583</b>	<b>1,002,341</b>	<b>997,734</b>	<b>983,645</b>

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 3. OPERATING ASSETS AND LIABILITIES (continued)

### 3.6 Investment properties (continued)

As at 31 March 2025, the carrying value of right-of-use assets presented as investment properties was S\$2.5 million (2024: S\$2.4 million).

The following amounts are recognised in profit or loss:

	Group		Company	
	2025	2024	2025	2024
	S\$'000	S\$'000	S\$'000	S\$'000
Rental and property-related income	<b>70,353</b>	61,896	<b>69,166</b>	60,509
Direct operating expenses arising from:				
– Investment properties that generated income	<b>(18,438)</b>	(16,058)	<b>(18,026)</b>	(14,749)

#### Material accounting policy information

Investment properties include those portions of commercial buildings that are held for long-term rental yields and/or for capital appreciation.

Investment properties are initially recognised at cost and subsequently carried at fair value. Changes in fair values are recognised in the income statement for the period in which they arise.

If an investment property becomes owner-occupied, it is reclassified as property, plant and equipment and its fair value at the date of reclassification becomes its cost for accounting purposes.

At the end of the reporting period, the details of the Group's investment properties are as follows:

Location	Description / existing use	Tenure
10 Eunus Road 8, Singapore Post Centre	Building for commercial and retail.	Leasehold of 99 years expiring on 30 August 2081
10 Choa Chu Kang Road	Building for commercial and retail.	Leasehold of 99 years expiring on 31 March 2091
373 Tanjong Katong Road	Building for commercial and retail.	Leasehold of 99 years expiring on 31 March 2091
1 Killiney Road	Building for commercial and retail.	Leasehold of 99 years expiring on 31 March 2091
396 Pasir Panjang Road	Building for commercial and retail.	Leasehold of 99 years expiring on 31 March 2091
10 Palm Avenue	Building for commercial and retail.	Leasehold of 99 years expiring on 31 March 2091

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 3. OPERATING ASSETS AND LIABILITIES (continued)

### 3.6 Investment properties (continued)

Location	Description / existing use	Tenure
350 Bedok Road	Building for commercial and retail.	Leasehold of 99 years expiring on 31 March 2091
56 Tanglin Road	Building for commercial and retail.	Leasehold of 99 years expiring on 31 March 2091
755 Upper Serangoon Road	Building for commercial and retail.	Leasehold of 99 years expiring on 31 March 2091
5 Mandai Road	Building for commercial and retail.	Leasehold of 99 years expiring on 31 March 2091
21 Ghim Moh Road	Building for commercial and retail.	Leasehold of 82 years expiring on 1 April 2076
1 Lim Ah Pin Road	Building for commercial and retail.	Leasehold of 99 years expiring on 31 March 2091
70 Macpherson Road	Building for commercial and retail.	Leasehold of 99 years expiring on 31 March 2091
54 Serangoon Garden Way	Building for commercial and retail.	Leasehold of 99 years expiring on 31 March 2091
3B Toh Guan Road East	Building for warehousing.	Leasehold of 30 + 30 years expiring on 31 August 2049
29 Tampines Street 92	Building for warehousing.	Leasehold of 30 + 30 years expiring on 1 January 2052

	Fair value measurements using		
	Quoted prices in active markets for identical assets (Level 1) S\$'000	Significant other observable inputs (Level 2) S\$'000	Significant unobservable inputs (Level 3) S\$'000
<b>2025</b>			
– Commercial and retail / warehousing – Singapore	–	2,636	1,013,947
<b>2024</b>			
– Commercial and retail / warehousing – Singapore	–	2,636	999,705

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 3. OPERATING ASSETS AND LIABILITIES (continued)

### 3.6 Investment properties (continued)

#### Valuation techniques used to derive Level 2 fair values

Level 2 fair values of the Group's properties have been derived using the sales comparison approach. Sales proceeds of comparable properties in close proximity are adjusted for differences in key attributes such as property size and timing of sale. The most significant input in this valuation approach is the selling price per square metre.

#### Valuation techniques used to derive Level 3 fair values

Level 3 fair values have been generally derived using capitalisation/income approach, discounted cash flow approach and/or direct comparison approach.

In the capitalisation/income approach, the net income of the property is capitalised for the balance term of the lease tenure at a yield rate which is appropriate for the type of use, tenure and reflective of the quality of the investment. The revenue is adjusted for outgoings such as property tax and also vacancies to arrive at net income.

The discounted cash flow approach involved the estimation and projection of the net rent over a period and discounting the future income stream to arrive at a present value. Net rent is the balance sum after deducting property tax, cost of repairs and maintenance and a reasonable percentage for vacancy from the gross rent.

There were no transfers in or out of fair value hierarchy levels for the financial years ended 31 March 2025 and 2024.

#### Valuation techniques and inputs used in Level 3 fair value measurements

The following table presents the valuation techniques and key inputs that were used to determine the fair value of investment properties categorised under Level 3:

Description	Fair value (\$'000)	Valuation techniques	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
	2025			2025	
<u>Group</u>					
Building for commercial and retail (Singapore Post Centre)	<b>897,210</b> (2024: 885,695)	Capitalisation/ income approach	Capitalisation rate	<b>3.75 – 6.00%</b> (2024: 3.75- 6.00%)	The higher the capitalisation rate, the lower the valuation.
		Discounted cash flow approach	Discount rate	<b>6.75 – 8.00%</b> (2024: 6.78- 8.00%)	The higher the discount rate, the lower the valuation.
Building for commercial and retail (12 (2024: 12) SLA Properties)	<b>97,889</b> (2024: 95,314)	Capitalisation/ income approach	Capitalisation rate	<b>4.50 – 4.75%</b> (2024: 4.50- 4.75%)	The higher the capitalisation rate, the lower the valuation.
Warehousing – Singapore	<b>18,848</b> (2024: 18,696)	Capitalisation/ income approach	Capitalisation rate	<b>6.75%</b> (2024: 6.75%)	The higher the capitalisation rate, the lower the valuation.
		Direct comparison method	Adjusted price per square foot	<b>\$197 – \$215</b> (2024: \$203- \$222)	The higher the adjusted price per square foot, the higher the valuation.
	<b>1,013,947</b>				



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 3. OPERATING ASSETS AND LIABILITIES (continued)

### 3.6 Investment properties (continued)

Valuation techniques used to derive Level 3 fair values (continued)

Description	Fair value (\$'000)	Valuation techniques	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
	2025			2025	
Company					
Building for commercial and retail (Singapore Post Centre)	<b>897,210</b> (2024: 885,695)	Capitalisation/ income approach	Capitalisation rate	<b>3.75 – 6.00%</b> (2024: 3.75- 6.00%)	The higher the capitalisation rate, the lower the valuation.
		Discounted cash flow approach	Discount rate	<b>6.75 – 8.00%</b> (2024: 6.75- 8.00%)	The higher the discount rate, the lower the valuation.
Building for commercial and retail (12 (2024: 12) SLA Properties)	<b>97,889</b> (2024: 95,314)	Capitalisation/ income approach	Capitalisation rate	<b>4.50 – 4.75%</b> (2024: 4.50- 4.75%)	The higher the capitalisation rate, the lower the valuation.
	<b>995,099</b>				

The Group engages external, independent and qualified valuers to determine the fair value of the Group's properties at the end of every financial year based on the properties' highest and best use. As at 31 March 2025 and 2024, the fair values of the Group's investment properties have been primarily determined by Knight Frank Pte Ltd.

#### Key sources of estimation uncertainty

##### Valuation of investment properties

The estimated fair values determined by independent professional valuers at the end of the reporting period may differ significantly from the prices at which these properties can be sold due to the actual negotiations between willing buyers and sellers as well as changes in assumptions and conditions arising from ongoing development of macroeconomic uncertainties and other unforeseen events. Consequently, the actual results and the realisation of these properties could differ significantly from the estimates disclosed in these financial statements.

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 3. OPERATING ASSETS AND LIABILITIES (continued)

### 3.7 Property, plant and equipment

	Leasehold land S\$'000	Buildings S\$'000	Postal equipment S\$'000	Plant and machinery S\$'000	Motor vehicles S\$'000	Capital work-in- progress S\$'000	Total S\$'000
<u>Group</u>							
<b>2025</b>							
<i>Cost</i>							
Beginning of financial year	83,788	376,122	48,281	211,136	89,885	16,119	825,331
Additions	-	-	-	14,373	17,687	13,301	45,361
Reclassifications from investment properties							
– At fair value (Note 3.6)	-	990	-	-	-	-	990
Loss of control of subsidiaries (Note 6.4)	-	-	-	(91,266)	(59,475)	(11,596)	(162,337)
Disposals	-	(36)	(6)	(14,312)	(6,364)	(2,773)	(23,491)
Transfers	-	-	328	8,401	616	(9,345)	-
Currency translation differences	-	-	-	(4,243)	(2,723)	(404)	(7,370)
End of financial year	83,788	377,076	48,603	124,089	39,626	5,302	678,484
<i>Accumulated depreciation and accumulated impairment losses</i>							
Beginning of financial year	31,081	166,324	37,503	111,151	25,002	-	371,061
Depreciation charge	1,605	7,817	4,379	20,552	13,894	-	48,247
Loss of control of subsidiaries (Note 6.4)	-	-	-	(27,486)	(13,629)	-	(41,115)
Disposals	-	(36)	(6)	(14,469)	(3,838)	-	(18,349)
Currency translation differences	-	-	-	(1,109)	(540)	-	(1,649)
End of financial year	32,686	174,105	41,876	88,639	20,889	-	358,195
<i>Net book value</i>							
<b>End of financial year</b>	<b>51,102</b>	<b>202,971</b>	<b>6,727</b>	<b>35,450</b>	<b>18,737</b>	<b>5,302</b>	<b>320,289</b>

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 3. OPERATING ASSETS AND LIABILITIES (continued)

### 3.7 Property, plant and equipment (continued)

	Leasehold land S\$'000	Buildings S\$'000	Postal equipment S\$'000	Plant and machinery S\$'000	Motor vehicles S\$'000	Capital work-in- progress S\$'000	Total S\$'000
<u>Group</u>							
<b>2024</b>							
<i>Cost</i>							
Beginning of financial year	82,216	375,599	48,046	183,732	50,659	6,756	747,008
Additions	-	-	-	11,034	20,663	18,781	50,478
Reclassifications from investment properties							
– At fair value (Note 3.6)	1,572	300	-	-	-	-	1,872
Write off	-	-	-	(64)	-	(425)	(489)
Disposals	-	-	(63)	(31,953)	(3,356)	-	(35,372)
Acquisition of subsidiaries (Note 6.3)	-	-	-	40,222	22,160	616	62,998
Transfers	-	223	298	9,081	-	(9,602)	-
Currency translation differences	-	-	-	(916)	(241)	(7)	(1,164)
End of financial year	83,788	376,122	48,281	211,136	89,885	16,119	825,331
<i>Accumulated depreciation and accumulated impairment losses</i>							
Beginning of financial year	29,473	157,975	33,038	119,022	20,147	425	360,080
Depreciation charge	1,608	8,349	4,528	18,370	8,241	-	41,096
Write off	-	-	-	(64)	-	(425)	(489)
Disposals	-	-	(63)	(26,009)	(3,150)	-	(29,222)
Currency translation differences	-	-	-	(168)	(236)	-	(404)
End of financial year	31,081	166,324	37,503	111,151	25,002	-	371,061
<i>Net book value</i>							
<b>End of financial year</b>	52,707	209,798	10,778	99,985	64,883	16,119	454,270

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 3. OPERATING ASSETS AND LIABILITIES (continued)

### 3.7 Property, plant and equipment (continued)

	Leasehold land S\$'000	Buildings S\$'000	Postal equipment S\$'000	Plant and machinery S\$'000	Motor vehicles S\$'000	Capital work-in- progress S\$'000	Total S\$'000
<u>Company</u>							
<b>2025</b>							
<i>Cost</i>							
Beginning of financial year	64,886	231,784	64,817	136,615	32,108	7,662	537,872
Additions							
Reclassifications from investment properties				454	5,015	4,152	9,621
– At fair value (Note 3.6)	–	990	–	–	–	–	990
Disposals	–	(36)	(6)	(13,473)	(3,097)	(478)	(17,090)
Transfers	–	–	328	8,296	–	(8,624)	–
End of financial year	64,886	232,738	65,139	131,892	34,026	2,712	531,393
<i>Accumulated depreciation and accumulated impairment losses</i>							
Beginning of financial year	23,283	107,545	37,502	111,941	18,991	–	299,262
Depreciation charge	786	3,480	4,379	9,557	2,840	–	21,042
Disposals	–	(36)	(6)	(12,788)	(3,005)	–	(15,835)
End of financial year	24,069	110,989	41,875	108,710	18,826	–	304,469
<i>Net book value</i>							
<b>End of financial year</b>	<b>40,817</b>	<b>121,749</b>	<b>23,264</b>	<b>23,182</b>	<b>15,200</b>	<b>2,712</b>	<b>226,924</b>

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 3. OPERATING ASSETS AND LIABILITIES (continued)

### 3.7 Property, plant and equipment (continued)

	Leasehold land S\$'000	Buildings S\$'000	Postal equipment S\$'000	Plant and machinery S\$'000	Motor vehicles S\$'000	Capital work-in- progress S\$'000	Total S\$'000
<u>Company</u>							
<b>2024</b>							
<i>Cost</i>							
Beginning of financial year	62,134	226,591	64,582	150,081	27,356	1,712	532,456
Additions	–	–	–	2,511	7,876	15,977	26,364
Reclassifications from investment properties							
– At fair value (Note 3.6)	2,752	4,956	–	–	–	–	7,708
Write-off	–	–	–	–	–	(425)	(425)
Disposals	–	–	(63)	(25,044)	(3,124)	–	(28,231)
Transfers	–	237	298	9,067	–	(9,602)	–
End of financial year	64,886	231,784	64,817	136,615	32,108	7,662	537,872
<i>Accumulated depreciation and accumulated impairment losses</i>							
Beginning of financial year	22,494	104,090	33,038	123,839	18,829	425	302,715
Depreciation charge	789	3,455	4,527	10,180	3,048	–	21,999
Disposals	–	–	(63)	(22,078)	(2,886)	–	(25,027)
Write-off	–	–	–	–	–	(425)	(425)
End of financial year	23,283	107,545	37,502	111,941	18,991	–	299,262
<i>Net book value</i>							
<b>End of financial year</b>	41,603	124,239	27,315	24,674	13,117	7,662	238,610

#### Material accounting policy information

##### (a) *Measurement*

All property, plant and equipment are initially recognised at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment losses.

The cost of an item of property, plant and equipment initially recognised includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. The projected cost of dismantlement, removal or restoration is also recognised as part of the cost of property, plant and equipment if the obligation for the dismantlement, removal or restoration is incurred as a consequence of acquiring the asset.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 3. OPERATING ASSETS AND LIABILITIES (continued)

### 3.7 Property, plant and equipment (continued)

#### Material accounting policy information (continued)

#### (b) *Depreciation*

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their depreciable amounts over their estimated useful lives as follows:

	<u>Useful lives</u>
Leasehold land	30 to 99 years
Buildings	5 to 50 years
Postal equipment	3 to 20 years
Plant and machinery	3 to 20 years
Motor vehicles	5 to 15 years

Capital work-in-progress, representing costs of property, plant and equipment which have not been commissioned for use, is not depreciated.

The residual values, estimated useful lives and depreciation method of property, plant and equipment are reviewed, and adjusted as appropriate, at the end of each reporting period. The effects of any revision are recognised in profit or loss when the changes arise.

#### (c) *Subsequent expenditure*

Subsequent expenditure relating to property, plant and equipment that has already been recognised is added to the carrying amount of the asset only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repair and maintenance expense is recognised in profit or loss when incurred.

#### (d) *Disposal*

On disposal of an item of property, plant and equipment, the difference between the disposal proceeds and its carrying amount is recognised in profit or loss.

#### (e) *Transfer*

A transfer from property, plant and equipment to investment properties is fair valued at the date of transfer and the difference between fair value and the previous carrying amount is accounted for as an asset revaluation surplus or deficit in equity. Increases in carrying amounts arising from revaluation, including currency translation differences, are recognised in other comprehensive income, unless there was an impairment loss recognised for the same property in prior years and a portion of the increase is recognised in profit or loss to the extent of that impairment loss. Decreases are recognised in profit or loss for any decrease in excess of the amount included in the revaluation surplus for that property.

Refer to Note 3.6 for the accounting policy on the transfer from investment properties to property, plant and equipment.

#### (f) *Impairment*

Refer to Note 1.3.5 for the accounting policy on impairment of property, plant and equipment.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 3. OPERATING ASSETS AND LIABILITIES (continued)

### 3.8 Leases (Group as a lessee)

#### 3.8.1 Right-of-use assets

	Properties S\$'000	Motor vehicles S\$'000	Equipment S\$'000	Total S\$'000
<u>Group</u>				
<b>2025</b>				
<i>Cost</i>				
Beginning of financial year	206,077	1,244	8,988	216,309
Additions	145,846	1,754	782	148,382
Loss of control of subsidiaries (Note 6.4)	(255,885)	–	(7,664)	(263,549)
Disposals	(40,582)	(169)	(848)	(41,599)
Currency translation differences	(8,786)	59	(434)	(9,161)
End of financial year	46,670	2,888	824	50,382
<i>Accumulated depreciation</i>				
Beginning of financial year	74,081	699	1,521	76,301
Depreciation charge	53,335	885	1,781	56,001
Loss of control of subsidiaries (Note 6.4)	(51,520)	–	(1,653)	(53,173)
Disposals	(40,148)	(160)	(847)	(41,155)
Currency translation differences	(4,366)	6	(377)	(4,737)
End of financial year	31,382	1,430	425	33,237
<i>Net book value</i>				
<b>End of financial year</b>	<b>15,288</b>	<b>1,458</b>	<b>399</b>	<b>17,145</b>
<b>2024</b>				
<i>Cost</i>				
Beginning of financial year	130,342	2,151	1,363	133,856
Acquisition of subsidiaries (Note 6.3)	63,300	–	6,592	69,892
Additions	30,680	724	1,178	32,582
Disposals	(17,313)	(1,269)	(389)	(18,971)
Transfers	24	(357)	333	–
Currency translation differences	(956)	(5)	(89)	(1,050)
End of financial year	206,077	1,244	8,988	216,309
<i>Accumulated depreciation</i>				
Beginning of financial year	59,490	1,487	1,314	62,291
Depreciation charge	31,764	576	529	32,869
Disposals	(16,060)	(1,269)	(389)	(17,718)
Transfers	7	(101)	94	–
Currency translation differences	(1,120)	6	(27)	(1,141)
End of financial year	74,081	699	1,521	76,301
<i>Net book value</i>				
<b>End of financial year</b>	<b>131,996</b>	<b>545</b>	<b>7,467</b>	<b>140,008</b>

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 3. OPERATING ASSETS AND LIABILITIES (continued)

### 3.8 Leases (Group as a lessee) (continued)

#### 3.8.1 Right-of-use assets (continued)

	Properties S\$'000	Motor vehicles S\$'000	Equipment S\$'000	Total S\$'000
<u>Company</u>				
<b>2025</b>				
<i>Cost</i>				
Beginning of financial year	54,702	521	184	55,407
Additions	1,804	992	429	3,225
Disposals	(9,350)	(104)	(160)	(9,614)
End of financial year	47,156	1,409	453	49,018
<i>Accumulated depreciation</i>				
Beginning of financial year	26,748	194	161	27,103
Depreciation charge	10,720	738	130	11,588
Disposals	(9,058)	(104)	(156)	(9,318)
End of financial year	28,410	828	135	29,373
<i>Net book value</i>				
<b>End of financial year</b>	<b>18,746</b>	<b>581</b>	<b>318</b>	<b>19,645</b>
<b>2024</b>				
<i>Cost</i>				
Beginning of financial year	58,243	826	344	59,413
Additions	2,898	520	25	3,443
Disposals	(6,439)	(825)	(185)	(7,449)
End of financial year	54,702	521	184	55,407
<i>Accumulated depreciation</i>				
Beginning of financial year	20,200	715	239	21,154
Depreciation charge	12,788	304	107	13,199
Disposals	(6,240)	(825)	(185)	(7,250)
End of financial year	26,748	194	161	27,103
<i>Net book value</i>				
<b>End of financial year</b>	<b>27,954</b>	<b>327</b>	<b>23</b>	<b>28,304</b>

The Group and Company lease several properties, motor vehicles and equipment.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 3. OPERATING ASSETS AND LIABILITIES (continued)

### 3.8 Leases (Group as a lessee) (continued)

#### 3.8.1 Right-of-use assets (continued)

In addition, certain right-of-use assets are secured by the Group and Company with no future payments required and are presented within property, plant and equipment (Note 3.7). The carrying amounts of such assets are as follows:

	Group Carrying amount S\$'000	Group Depreciation during the year S\$'000	Company Carrying amount S\$'000	Company Depreciation during the year S\$'000
<b>2025</b>				
Leasehold land	<b>51,102</b>	<b>1,605</b>	<b>40,817</b>	<b>786</b>
Plant and machinery	<b>3,619</b>	<b>193</b>	<b>65</b>	<b>12</b>
Total	<b>54,721</b>	<b>1,798</b>	<b>40,882</b>	<b>798</b>
<b>2024</b>				
Leasehold land	52,707	1,608	41,603	789
Plant and machinery	3,812	193	77	12
Total	56,519	1,801	41,680	801

#### 3.8.2 Lease liabilities

	Group <b>2025</b> S\$'000	Group 2024 S\$'000	Company <b>2025</b> S\$'000	Company 2024 S\$'000
Lease liabilities				
– Current	<b>7,197</b>	43,137	<b>8,435</b>	11,060
– Non-current	<b>13,476</b>	105,532	<b>12,024</b>	18,175
	<b>20,673</b>	148,669	<b>20,459</b>	29,235

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 3. OPERATING ASSETS AND LIABILITIES (continued)

### 3.8 Leases (Group as a lessee) (continued)

#### Material accounting policy information

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed. The Group has elected to not separate lease and non-lease component for property leases and account these as one single lease component.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses the incremental borrowing rate specific to the lessee.

The incremental borrowing rate depends on the term, currency and start date of the lease, and is determined based on a series of inputs including: the risk-free rate based on government bond rates; a country-specific risk adjustment; a credit risk adjustment based on bond yields; and an entity-specific adjustment when the risk profile of the entity that enters into the lease is different to that of the Group and the lease does not benefit from a guarantee from the Group.

Lease payments included in the measurement of the Group's lease liabilities comprise mainly of fixed lease.

A right-of-use asset is initially measured at cost comprising the initial lease liability, any lease payments made at or before the commencement date (less any lease incentives received), any initial direct costs and any restoration costs. The right-of-use assets are subsequently measured at cost less accumulated depreciation and impairment losses. The right-of-use assets are depreciated over the lease terms commencing from the date of the lease, and are tested for impairment in accordance with the policy as disclosed in Note 1.3.5.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made. Lease liability is remeasured by discounting the revised lease payments using a revised discount rate when there is a change in the lease term upon exercising extension options not previously included in the determination of the lease term. A corresponding adjustment is made to the related right-of-use asset.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 3. OPERATING ASSETS AND LIABILITIES (continued)

### 3.9 Intangible assets

	Group	
	2025	2024
	S\$'000	S\$'000
<u>Composition:</u>		
Goodwill on acquisitions (Note (a))	<b>89,527</b>	492,466
Customer relationships (Note (b))	<b>561</b>	47,197
Acquired software licences (Note (c))	<b>77</b>	24,743
Trademarked brands (Note (d))	<b>33</b>	71,856
	<b>90,198</b>	636,262

#### (a) Goodwill on acquisitions

	Group	
	2025	2024
	S\$'000	S\$'000
<i>Cost</i>		
Beginning of financial year	<b>513,066</b>	436,259
Acquisition of subsidiaries (Note 6.3)	<b>-</b>	78,154
Loss of control of subsidiaries (Note 6.4)	<b>(314,176)</b>	-
Currency translation differences	<b>(10,905)</b>	(1,347)
End of financial year	<b>187,985</b>	513,066
<i>Accumulated impairment</i>		
Beginning of financial year	<b>(20,600)</b>	(20,600)
Impairment charge (Note 2.7)	<b>(77,858)</b>	-
End of financial year	<b>(98,458)</b>	(20,600)
Net book value	<b>89,527</b>	492,466

As at 31 March 2025, goodwill arising from acquisition of subsidiaries (net of impairment) is allocated to the Group's two (2024: five) cash-generating units or groups of cash-generating units as follows:

	Group	
	2025	2024
	S\$'000	S\$'000
Quantum Solutions International group	<b>-</b>	77,858
Famous Holdings group	<b>86,259</b>	86,433
Freight Management Holdings group	<b>-</b>	260,205
Couriers Please Holdings group	<b>-</b>	64,702
Parcel Santa Pte Ltd	<b>3,268</b>	3,268
	<b>89,527</b>	492,466

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 3. OPERATING ASSETS AND LIABILITIES (continued)

### 3.9 Intangible assets (continued)

#### (a) Goodwill on acquisitions (continued)

##### *Material accounting policy information*

Goodwill on acquisitions of subsidiaries and businesses represents the excess of (i) the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over (ii) the fair value of the net identifiable assets acquired.

Goodwill on acquisitions of subsidiaries is recognised separately as intangible assets and carried at cost less accumulated impairment losses. Goodwill is tested for impairment in accordance with the policy as disclosed in Note 1.3.5(a).

Goodwill on acquisitions of associated companies and joint ventures represents the excess of the cost of acquisition over the Group's share of the fair values of the identifiable net assets acquired and is included in the carrying amount of the investments.

Gains and losses on the disposal of subsidiaries, associated companies and joint ventures include the carrying amount of goodwill relating to the entity sold.

#### (b) Customer relationships

	Group	
	2025	2024
	S\$'000	S\$'000
<i>Cost</i>		
Beginning of financial year	58,232	27,651
Acquisition of subsidiaries (Note 6.3)	-	30,572
Loss of control of subsidiaries (Note 6.4)	(55,343)	-
Currency translation differences	(1,907)	9
End of financial year	982	58,232
<i>Accumulated amortisation and impairment</i>		
Beginning of financial year	(11,035)	(6,393)
Loss of control of subsidiaries (Note 6.4)	16,841	-
Amortisation charge	(6,227)	(4,642)
End of financial year	(421)	(11,035)
Net book value	561	47,197



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 3. OPERATING ASSETS AND LIABILITIES (continued)

### 3.9 Intangible assets (continued)

#### (b) Customer relationships (continued)

##### *Material accounting policy information*

Customer relationships acquired in business combination are recognised at fair value at the acquisition date. The customer relationships have finite useful lives and are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is calculated using the straight-line method over 6 to 17 years, which is the expected lives of the customer relationships. Refer to Note 1.3.5(c) on accounting policy for impairment.

#### (c) Acquired software licences

	Group	
	2025	2024
	S\$'000	S\$'000
<i>Cost</i>		
Beginning of financial year	30,250	18,799
Acquisition of subsidiaries (Note 6.3)	-	6,726
Loss of control of subsidiaries (Note 6.4)	(34,899)	-
Additions	5,727	4,732
Currency translation differences	(884)	(7)
End of financial year	194	30,250
<i>Accumulated amortisation and impairment</i>		
Beginning of financial year	(5,507)	(3,490)
Loss of control of subsidiaries (Note 6.4)	8,473	-
Amortisation charge	(3,083)	(2,017)
End of financial year	(117)	(5,507)
Net book value	77	24,743

##### *Material accounting policy information*

Acquired software licence is initially capitalised at cost and subsequently carried at cost less accumulated amortisation and accumulated impairment losses. These costs are amortised to profit or loss using the straight-line method over the licence term or the estimated useful lives of 1 to 10 years. Refer to Note 1.3.5(c) on accounting policy for impairment.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 3. OPERATING ASSETS AND LIABILITIES (continued)

### 3.9 Intangible assets (continued)

#### (d) Trademarked brands

	Group	
	2025	2024
	S\$'000	S\$'000
<i>Cost</i>		
Beginning of financial year	72,882	49,334
Acquisition of subsidiaries (Note 6.3)	-	23,934
Loss of control of subsidiaries (Note 6.4)	(69,507)	-
Currency translation differences	(3,291)	(386)
End of financial year	84	72,882
<i>Accumulated amortisation and impairment</i>		
Beginning of financial year	(1,026)	(602)
Loss of control of subsidiaries (Note 6.4)	1,393	-
Amortisation charge	(418)	(424)
End of financial year	(51)	(1,026)
Net book value	33	71,856

As at 31 March 2024, trademarked brands with indefinite useful lives amounting to S\$35,188,000 and S\$35,540,000 are included in the Couriers Please Holdings group and Freight Management Holdings group respectively.

#### Material accounting policy information

Trademarked brands acquired as part of business combinations are recognised at their fair values at the acquisition date.

The trademarked brands with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is calculated using the straight-line method over 5 years. Refer to Note 1.3.5(c) on accounting policy for impairment.

The trademarked brands with indefinite useful lives are not amortised and are subsequently tested for impairment annually as disclosed in Note 1.3.5(b).

#### Key sources of estimation uncertainty

##### *Estimated impairment of goodwill and other intangible assets*

Goodwill and trademarked brands with indefinite useful lives are tested for impairment annually and whenever there is indication that goodwill and trademarked brands may be impaired. The recoverable amount of goodwill and trademarked brands, and where applicable, a CGU, is determined based on the higher of fair value less costs of disposal and value-in-use calculations prepared on the basis of management's assumptions and estimates.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 3. OPERATING ASSETS AND LIABILITIES (continued)

### 3.9 Intangible assets (continued)

#### *Key sources of estimation uncertainty* (continued)

#### *Estimated impairment of goodwill and other intangible assets* (continued)

When value-in-use calculations are undertaken, the Group uses discounted cash flow projections based on approved financial budgets covering a five-year period. Cash flows beyond the five-year period were extrapolated using the estimated growth rates stated below.

Key assumptions used for value-in-use calculations for goodwill include:

	Quantum Solutions International Group	Famous Holdings Group	Freight Management Holdings Group	Couriers Please Holdings Group	Parcel Santa Pte Ltd
<b>2025</b>					
Terminal growth rate	2.5%	1.4%	N.A.	N.A.	2.5%
Discount rate	8.6%	8.2%	N.A.	N.A.	8.0%
<b>2024</b>					
Terminal growth rate	2.5%	1.4%	2.3%	2.3%	2.5%
Discount rate	9.3%	9.0%	10.0%	7.8%	8.7%

As at 31 March 2025, management believes that any reasonably possible change in the key assumptions on which the recoverable amounts of the CGUs were based would not cause the carrying amount to exceed the recoverable amount of the related group of CGUs, except for Quantum Solutions International Group for which the related goodwill has been fully impaired in the current financial year.

Significant judgements are used to estimate the terminal growth rates and discount rates applied in computing the recoverable amounts of the different CGUs. In making these estimates, management has relied on past performance, its expectations of the future developments of the various businesses and market (including the impact arising from geopolitical tensions and rising interest rates) and publicly available industry and economic data.

Other intangible assets are tested for impairment whenever there is any objective evidence of indication that these assets may be impaired.

All impairment calculations demand a high degree of estimation, which include assessments of the expected cash flows arising from such assets and the selection of key assumptions. Changes to these estimates may significantly impact the impairment charges recognised.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 3. OPERATING ASSETS AND LIABILITIES (continued)

### 3.10 Trade and other payables

	Group		Company	
	2025	2024	2025	2024
	S\$'000	S\$'000	S\$'000	S\$'000
<u>Current</u>				
Trade payables				
– Subsidiaries	–	–	46,963	42,171
– Companies related by a substantial shareholder	864	1,218	863	1,203
– Non-related parties	204,022	350,344	176,253	274,575
	204,886	351,562	224,079	317,949
Other payables to subsidiaries (Note (a))	–	–	183,456	–
Accrual for other operating expenses	41,927	99,480	45,300	54,085
Contingent consideration payable (Note (b))	–	13,196	–	–
Deferred consideration (Note (b))	–	53,703	–	–
Provision for restructuring (Note (c))	5,580	379	855	–
Provision for reinstatement costs (Note (d))	862	2,685	680	719
Put option redemption liabilities (Note (f) (i))	12,332	–	–	–
Customers' deposits	5,788	5,557	5,788	5,557
Collections on behalf of third parties	2,600	5,565	2,605	5,565
Deposits	16,489	16,603	15,550	15,803
Other creditors	41,398	56,224	12,870	17,009
Rental received in advance from substantial shareholder	1,748	691	1,748	691
	333,610	605,645	492,931	417,378
<u>Non-current</u>				
Loans from a subsidiary (Note (e))	–	–	601,976	602,071
Accrual for operating expenses	782	7,601	–	–
Provision for reinstatement costs (Note (d))	7,132	8,347	1,181	1,385
Put option redemption liabilities (Note (f))	–	7,723	–	–
Post-employment benefits (Note 7.2)	1,326	1,715	–	–
Rental received in advance from substantial shareholder	5,005	5,682	5,005	5,682
	14,245	31,068	608,162	609,138
Total trade and other payables	347,855	636,713	1,101,093	1,026,516

Trade receivables (Note 3.2) and trade payables due from non-related parties are offset when there is a legally enforceable right to offset as the balances relate to the same overseas postal administrators and the Group intends to settle its balances on a net basis.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 3. OPERATING ASSETS AND LIABILITIES (continued)

### 3.10 Trade and other payables (continued)

#### (a) Other payables to subsidiaries

Other payables to subsidiaries are non-trade related, unsecured, interest-free and repayable on demand.

#### (b) Contingent consideration payable / Deferred consideration

As at 31 March 2024, the fair value of contingent consideration payable and deferred consideration arising from the acquisition of subsidiaries amounted to S\$13,196,000 and S\$53,703,000 respectively. Refer to Note 6.3 for further details. The contingent consideration payable and deferred consideration were fully paid during the current financial year.

#### (c) Provision for restructuring

Restructuring provision comprises mainly lease termination penalties and employee termination payments.

#### (d) Provision for reinstatement costs

A provision is recognised for the present value of costs to be incurred for the restoration of the Group's investment properties and property, plant and equipment.

Movement in this provision is as follows:

	Group		Company	
	2025	2024	2025	2024
	S\$'000	S\$'000	S\$'000	S\$'000
Beginning of financial year	11,032	10,375	2,104	2,296
Loss of control of subsidiaries (Note 6.4)	(2,917)	-	-	-
(Utilisation) / Additions	(121)	657	(243)	(192)
End of financial year	7,994	11,032	1,861	2,104

#### (e) Loans from a subsidiary

Loans from a subsidiary are non-trade related, unsecured, bearing fixed interests of 2.83% to 4.65% per annum and are repayable between 2026 to 2030.

The fair value of the loans computed based on cash flows discounted at the difference between market and existing borrowing rates of 2.47% to 2.53% (2024: 3.10% to 3.18%) is S\$551,278,000 (2024: S\$523,226,000). The fair value is within Level 2 of the fair value hierarchy.

#### (f) Put option redemption liabilities

(i) A put option was granted to the non-controlling shareholders of Rotterdam Harbour Holding B.V. to sell the remaining 15% interest to the Group, which is exercisable at any time after 31 March 2025. The put option redemption liability is recorded at fair value as at 31 March 2025 and 2024.

(ii) A put option was granted to the non-controlling shareholders of FMH to sell their remaining interest to the Group, which is exercisable from 1 July 2024 and is recorded at fair value. The put option was exercised in 2024 and FMH became a wholly-owned subsidiary of the Group.

Details of the valuation technique and inputs used are disclosed in Note 4.2.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 3. OPERATING ASSETS AND LIABILITIES (continued)

### 3.10 Trade and other payables (continued)

#### Material accounting policy information

##### *Trade and other payables*

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. They are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities. Trade and other payables are initially recognised at fair value, and subsequently carried at amortised cost using the effective interest method.

##### *Provisions*

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

### 3.11 Contract liabilities

	Group		Company	
	2025	2024	2025	2024
	S\$'000	S\$'000	S\$'000	S\$'000
Advances received for post assurance collaboration (Note (a))	<b>5,530</b>	7,177	<b>5,530</b>	7,177
Advance billings (Note (b))	<b>16,478</b>	21,027	<b>15,733</b>	18,846
	<b>22,008</b>	28,204	<b>21,263</b>	26,023
Analysed as:				
Current	<b>17,548</b>	28,204	<b>16,803</b>	26,023
Non-current	<b>4,460</b>	–	<b>4,460</b>	–
	<b>22,008</b>	28,204	<b>21,263</b>	26,023

(a) Arises from definitive agreements with respect to certain post assurance collaboration which has been extended in the current financial year till 19 January 2030.

(b) Mainly relates to advance billings to customers and unearned revenue from paid postage.

As at 1 April 2023, contract liabilities amounted to S\$37.2 million.

The change in contract liabilities during the reporting period is due to recognition of advance billings and advances from the post assurance collaboration to profit or loss.

#### Material accounting policy information

Refer to Note 2.2(a) for the material accounting policy information relating to recognition of revenue and contract liabilities to the above items.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS

### 4.1 Financial instruments by category

The carrying amount of the different categories of financial instruments other than those disclosed in Notes 3.8, 4.3, 4.4 and 5.2 to the financial statements are as follows:

	Group		Company	
	2025	2024	2025	2024
	S\$'000	S\$'000	S\$'000	S\$'000
Financial assets at amortised cost	<b>800,353</b>	739,619	<b>816,888</b>	711,584
Financial liabilities at amortised cost	<b>327,444</b>	607,706	<b>1,094,340</b>	1,020,143
Financial liabilities at fair value through profit or loss	<b>12,332</b>	20,919	-	-

### 4.2 Fair value estimation of financial assets and liabilities

The fair values of financial instruments traded in active markets (such as exchange-traded and over-the-counter derivatives) are based on quoted market prices at the end of the reporting period. The quoted market prices used for financial assets are the current bid price; the appropriate quoted market prices used for financial liabilities are the current asking prices. The instruments are presented within Level 1 of the fair value hierarchy.

The fair values of financial instruments that are not traded in an active market are determined by using valuation techniques. The Group uses a variety of methods and makes assumptions based on market conditions existing at the end of each reporting period. Where appropriate, quoted market price or dealer quotes for similar instruments are used.

The fair values of currency forwards are determined using actively quoted forward exchange rates. Other techniques, such as estimated discounted cash flows, are used to determine fair value for the remaining financial instruments. These investments are classified as Level 2 and comprise derivative financial instruments.

The fair values of financial assets designated at FVTOCI, contingent consideration payable and put option redemption liabilities are estimated by using valuation techniques that are not based on observable market data and are accordingly classified as a Level 3 fair value measurement.

The fair values of current and non-current financial assets and liabilities carried at amortised cost approximate their carrying amounts, except for certain financial assets and non-current borrowings which fair values are disclosed in Notes 4.4 and 5.2 respectively.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (continued)

### 4.2 Fair value estimation of financial assets and liabilities (continued)

The following table presents assets and liabilities measured at fair value and classified by level of the fair value measurement hierarchy as disclosed in Note 1.3.3.

	Level 1 S\$'000	Level 2 S\$'000	Level 3 S\$'000	Total S\$'000
<u>Group</u>				
<b>2025</b>				
<b>Assets</b>				
Financial assets designated at FVTOCI	7,136	95,465	188	102,789
Derivative financial instruments	-	514	-	514
<b>Liabilities</b>				
Derivative financial instruments	-	83	-	83
Put option redemption liabilities	-	-	12,332	12,332
<b>2024</b>				
<b>Assets</b>				
Financial assets designated at FVTOCI	9,266	-	79,304	88,570
Derivative financial instruments	-	1,882	12,526	14,408
<b>Liabilities</b>				
Derivative financial instruments	-	1,951	-	1,951
Contingent consideration payable	-	-	13,196	13,196
Put option redemption liabilities	-	-	7,723	7,723
<u>Company</u>				
<b>2025</b>				
<b>Assets</b>				
Derivative financial instruments	-	514	-	514
<b>Liabilities</b>				
Derivative financial instruments	-	83	-	83
<b>2024</b>				
<b>Assets</b>				
Derivative financial instruments	-	402	-	402
<b>Liabilities</b>				
Derivative financial instruments	-	105	-	105

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (continued)

### 4.2 Fair value estimation of financial assets and liabilities (continued)

The following table presents the changes in Level 3 instruments:

	Financial assets at FVTOCI – put option S\$'000	Financial assets designated as at FVTOCI S\$'000	Contingent consideration payable S\$'000	Put option redemption liability S\$'000
<b>2025</b>				
Beginning of financial year	12,526	79,304	(13,196)	(7,723)
Fair value (losses) / gains recognised in				
– Profit or loss	–	–	–	(4,559)
– Other comprehensive income	(12,526)	16,347	–	–
Settlement of contingent consideration	–	–	13,484	–
Transfer out from Level 3	–	(95,465)	–	–
Currency translation differences	–	2	(288)	(50)
End of financial year	–	188	–	(12,332)
Total loss for the year included in profit or loss for assets and liabilities held at the end of the financial year	–	–	–	(4,559)
<b>2024</b>				
Beginning of financial year	56,879	42,076	(28,608)	(72,827)
Acquisition of additional interest in a subsidiary	–	–	–	67,138
Acquisition of subsidiary (Note 6.3)	–	–	(13,103)	–
Fair value gains / (losses) recognised in				
– Profit or loss	–	–	1,106	(2,592)
– Other comprehensive income	(44,353)	37,253	–	–
Settlement of contingent consideration	–	–	25,764	–
Currency translation differences	–	(25)	1,645	558
End of financial year	12,526	79,304	(13,196)	(7,723)
Total profit / (loss) for the year included in profit or loss for assets and liabilities held at the end of the financial year	–	–	1,106	(2,592)

There were no transfers between Levels 1, 2 and 3 during the years ended 31 March 2025 and 2024, except for financial assets designated at FVTOCI amounting to S\$95,465,000 (Note 4.4).

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (continued)

### 4.2 Fair value estimation of financial assets and liabilities (continued)

The following table presents the valuation techniques and key inputs that were used to determine the fair value of financial instruments categorised under Level 2 and 3 of the fair value hierarchy.

Description	Fair value (\$'000)	Valuation techniques	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
	2025			2025	
<u>Group</u>					
Derivatives – equity option	<b>Nil</b> (2024: 12,526)	<b>Not applicable</b> (2024: Discounted cash flow approach)	<b>Not applicable</b> (2024: Discount rate)	<b>Not applicable</b> (2024: 5.0%)	The higher the discount rate, the lower the valuation.
Financial assets designated at FVTOCI	<b>95,653</b> (2024: 79,304)	<b>Contractual terms</b> (2024: Market approach)	<b>Not applicable</b> (2024: Enterprise Value/Revenue multiple of comparable companies)	<b>Not applicable</b> (2024: 0.4 – 0.5x)	The higher the Enterprise Value/ Revenue multiple, the higher the valuation.
Put option redemption liabilities	<b>12,332</b> (2024: 7,723)	<b>Contractual terms</b> (2024: Discounted cash flow approach)	<b>Not applicable</b> (2024: Discount rate)	<b>Not applicable</b> (2024: 4.60 – 5.15%)	The higher the discount rate, the lower the valuation.

### 4.3 Derivative financial instruments

The fair values of derivative financial instruments are shown on the statement of financial position as follows:

	Group		Company	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
<u>Current asset</u>				
<b>Other non-hedging derivatives</b>				
Currency forwards	<b>514</b>	402	<b>514</b>	402
<u>Non-current assets</u>				
<b>Hedge instrument relating to cash flow hedge</b>				
Interest rate swaps	-	1,480	-	-
<b>Hedge instrument relating to fair value hedge</b>				
Equity option	-	12,526	-	-
	-	14,006	-	-
	<b>514</b>	14,408	<b>514</b>	402
<u>Current liabilities</u>				
<b>Other non-hedging derivatives</b>				
Currency forwards	<b>(83)</b>	(105)	<b>(83)</b>	(105)
<u>Non-current liability</u>				
<b>Hedge instrument relating to cash flow hedge</b>				
Interest rate swaps	-	(1,846)	-	-

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (continued)

### 4.3 Derivative financial instruments (continued)

The following table details the contract notional amounts outstanding at the end of the reporting period and the fair value of the financial derivatives.

	Contract notional amount 2025 S\$'000	Fair value assets / (liabilities) 2025 S\$'000	Contract notional amount 2024 S\$'000	Fair value assets / (liabilities) 2024 S\$'000
<u>Group</u>				
<b>Hedge instruments relating to fair value hedge</b>				
Equity option	-	-	**	12,526
<b>Hedging instruments relating to cash flow hedge</b>				
Interest rate swaps	-	-	239,894	(366)
<b>Other non-hedging derivatives</b>				
Interest rate swaps	-	-	-	-
Currency forwards	110,379	431	128,773	297
<b>Total derivative financial instruments</b>	<b>110,379</b>	<b>431</b>	<b>368,667</b>	<b>12,457</b>

### Company

#### **Other non-hedging derivatives**

Currency forwards	110,379	431	128,773	297
<b>Total derivative financial instruments</b>	<b>110,379</b>	<b>431</b>	<b>128,773</b>	<b>297</b>

\*\* The contract notional amount relates to the contracted value of the hedged item determined based on the fixed exercise price under the put and call options arrangement between the Group and an external shareholder.

#### *Currency forwards*

Currency forwards are transacted to hedge highly probable forecast transactions denominated in foreign currency expected to occur at various dates within twelve months from the end of the reporting period. The currency forwards have maturity dates that coincide within the expected occurrence of these transactions. Changes in fair value of the currency forwards not designated as hedging are recognised in profit or loss.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (continued)

### 4.3 Derivative financial instruments (continued)

#### *Equity option*

The equity option classified as hedging instruments was related to the Group's investment in Shenzhen 4PX Information Technology Co., Limited ("4PX"), which hedged the fair value changes arising from investment in 4PX. The equity option was exercised during the year. The fair value loss arising from the termination of the hedging instrument was S\$12.5 million (2024: S\$44.4 million). Details on the valuation technique and inputs used are further disclosed in Note 4.2.

One of the main sources of hedge ineffectiveness in this hedge relationship is the effect of the counterparty's credit risk on the fair value of the put option, which is not reflected in the fair value of the hedged item attributable to the change in fair value.

The following table details the option contracts outstanding at the end of the reporting period, as well as information regarding their related hedged items. Option assets and liabilities are presented in the line 'Derivative financial instruments' (either as assets or as liabilities) within the consolidated statement of financial position.

	Fair value losses on hedging instrument S\$'000	Carrying amount of hedging Instrument S\$'000	Hedged Item	Fair value gains on hedged item S\$'000	Carrying amount of hedged item S\$'000
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#### Group

#### 2024

#### Hedge instruments relating to fair value hedge

			<i>Equity investments at FVTOCI</i>		
Equity option	(44,353)	12,526		37,253	79,118



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (continued)

### 4.3 Derivative financial instruments (continued)

#### *Interest rate swaps*

Under the interest rate swap contracts, the Group agrees to exchange the difference between fixed and floating rate interest amounts calculated on agreed notional principal amounts. Such contracts enable the Group to mitigate the risk of changing interest rates on the cash flow exposures on the issued variable rate debt. The fair value of interest rate swaps at the reporting date is determined by discounting the future cash flows using the curves at the reporting date and the credit risk inherent in the contract. The average interest rate is based on the outstanding balances at the end of the reporting period.

Interest rate swap contract assets and liabilities are included in the line 'Derivative financial instruments' (either as assets or as liabilities) within the consolidated statement of financial position.

The interest rate swaps settle on a quarterly basis. The floating rate on the interest rate swaps is based on the AUD Bank Bill Swap Rate. The Group will settle the difference between the fixed and floating interest rate on a net basis.

The following table details the interest rate swap contracts outstanding at the end of the reporting period.

	As at year-end			During the period		
	Nominal amount S\$'000	Carrying amount – assets S\$'000	Carrying amount – liabilities S\$'000	Line item in the statement of financial position where the hedging instrument is included Changes in the value of the hedging instrument recognised in OCI S\$'000	Amount reclassified from hedging reserve to profit or loss S\$'000	Line item in profit or loss affected by the reclassification S\$'000
<b>Interest rate risk</b>						
<b>2025</b>						
Interest rate swaps	-	-	-	Derivative financial instruments 1,438	(1,354)	Finance expenses
<b>2024</b>						
Interest rate swaps	239,894	1,480	(1,846)	Derivative financial instruments 848	(932)	Finance expenses

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (continued)

### 4.3 Derivative financial instruments (continued)

#### Material accounting policy information

##### *Derivative financial instruments-*

A derivative financial instrument is initially recognised at its fair value on the date the contract is entered into and is subsequently carried at its fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

Fair value changes on derivatives that are not designated or do not qualify for hedge accounting are recognised in profit or loss when the changes arise.

The carrying amount of a derivative is presented as a non-current asset or liability if the remaining expected life of the derivative is more than 12 months, and as a current asset or liability if the remaining expected life of the derivative is less than 12 months.

##### *Hedge accounting*

The Group documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objective and strategies for undertaking various hedge transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, on whether the derivatives designated as hedging instruments are highly effective in offsetting changes in fair values or cash flows of hedged items.

#### i) Fair value hedges

The fair value change on qualifying hedging instruments is recognised in profit or loss except when the hedging instrument hedges an equity instrument designated at FVTOCI in which case it is recognised in other comprehensive income.

The carrying amount of a hedged item not already measured at fair value is adjusted for the fair value change attributable to the hedged risk with a corresponding entry in profit or loss. For debt instruments measured at FVTOCI, the carrying amount is not adjusted as it is already at fair value, but the hedging gain or loss is recognised in profit or loss instead of other comprehensive income. When the hedged item is an equity instrument designated at FVTOCI, the hedging gain or loss remains in other comprehensive income to match that of the hedging instrument.

Where hedging gains or losses are recognised in profit or loss, they are recognised in the same line as the hedged item.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (continued)

### 4.3 Derivative financial instruments (continued)

#### Material accounting policy information (continued)

#### *Hedge accounting* (continued)

#### ii) Cash flow hedges

The effective portion of changes in the fair value of derivatives and other qualifying hedging instruments that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated under the heading of hedging reserve, limited to the cumulative change in fair value of the hedged item from inception of the hedge. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss, and is included in the 'Exceptional items' line item.

Amounts previously recognised in other comprehensive income and accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item. However, when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, the gains and losses previously recognised in other comprehensive income and accumulated in equity are removed from equity and included in the initial measurement of the cost of the non-financial asset or non-financial liability. This transfer does not affect other comprehensive income. Furthermore, if the Group expects that some or all of the loss accumulated in other comprehensive income will not be recovered in the future, that amount is immediately reclassified to profit or loss.

#### iii) Discontinuation of hedge accounting

The Group discontinues hedge accounting only when the hedging relationship (or a part thereof) ceases to meet the qualifying criteria (after rebalancing, if applicable). This includes instances when the hedging instrument expires or is sold, terminated or exercised. The discontinuation is accounted for prospectively. In respect of fair value hedge, the fair value adjustment to the carrying amount of the hedged item arising from the hedged risk is amortised to profit or loss from that date. For cash flow hedge, any gain or loss recognised in other comprehensive income and accumulated in cash flow hedge reserve at that time remains in equity and is reclassified to profit or loss when the forecast transaction occurs. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in the cash flow hedge reserve is reclassified immediately to profit or loss.

#### Key sources of estimation uncertainty

#### *Equity option*

The Group has a right to a put option ("equity option"), valid till June 2025, to put its equity interest in 4PX to an external shareholder of 4PX at a fixed exercise price. Upon fulfilment of certain conditions (including the completion of a loan capitalisation exercise) by this shareholder, the Group can exercise the put option granted. This external shareholder also has a corresponding right to call and acquire the Group's equity interest in 4PX at the same fixed exercise price. Based on discussions with various parties, management believes that the conditions will be fulfilled.

The fair value of the equity option is derived using the discounted cash flow approach and incorporates the probability of the various contingent events that affect the exercise of the options. Such probabilities are considered as key management judgement and key sources of estimation uncertainty. It is expected that the value of the equity option and the value of 4PX will change in the opposite direction.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (continued)

### 4.4 Financial assets

		Group	
		2025	2024
		S\$'000	S\$'000
<i>Financial assets designated at FVTOCI</i>			
- Equity investments – quoted	(i)	<b>7,136</b>	9,266
- Equity investments – unquoted	(ii)	<b>95,653</b>	79,304
		<b>102,789</b>	88,570

- (i) During the financial year ended 31 March 2024, the Group lost its significant influence over a former associated company, Efficient E-Solutions Berhad. The retained interest is measured at fair value and accounted for as an equity investment measured at FVTOCI amounting to S\$9.3 million and is classified within Level 1 of the fair value hierarchy. The fair value loss recognised within other comprehensive income was S\$2.1 million (2024: fair value gain of S\$0.8 million).
- (ii) The Group carries an investment in 4PX classified as an equity investment designated at FVTOCI amounting to S\$95.5 million (2024: S\$79.1 million) for which fair value hedge accounting (Note 4.3) had been applied in the preceding financial year.

During the financial year ended 31 March 2025, the fair value gain recognised within other comprehensive income was S\$16.3 million (2024: S\$37.3 million).

### Material accounting policy information

The unquoted equity investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value, with any gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the fair value reserve (Note 5.4(ii)). The cumulative gain or loss is not reclassified to profit or loss on disposal of the equity investments, instead, it is transferred to retained earnings.

### Key sources of estimation uncertainty

#### *Valuation of 4PX*

As at 31 March 2025, the carrying value of 4PX is determined based on the agreed sale consideration of the Group's entire stake in 4PX to Zhejiang Cainiao Supply Chain Management Co., Limited ("Cainiao") (Note 7.4).

As at 31 March 2024, as the fair value of 4PX could not be determined from active markets, valuation techniques including trading multiples of comparable companies with entity-specific adjustments made were used. The valuation of 4PX was determined based on Enterprise Value / Revenue multiples of selected comparable companies at the end of the reporting period. The inputs to the valuation model were derived from market observable data where possible, including but not limited to financial data of selected public companies in logistics services, freight management, supply chain management and e-commerce, but where this was not feasible, a degree of judgement was required to establish fair value. Details of the valuation techniques and inputs used are disclosed in Note 4.2.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (continued)

### 4.5 Financial risk management

#### *Financial risk factors*

The Group's activities expose it to market risk (including currency risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management strategy seeks to minimise adverse effects from the volatility of financial markets on the Group's financial performance. The Group uses financial instruments such as currency forwards and interest rate swaps to hedge certain financial risk exposures.

The Board of Directors is responsible for setting the objectives and underlying principles of financial risk management for the Group. The Board Risk and Technology Committee then performs oversight responsibilities to ensure the financial risks are managed in accordance with the objectives and underlying principles approved by the Board of Directors.

#### (a) Market risk

##### (i) *Currency risk management*

The currency transaction risk of the Group arises mainly from the international mail business, which generates inpayments and outpayments denominated in foreign currencies. The currency exposure is primarily in Special Drawing Rights ("SDR"), Australia Dollar ("AUD") and Chinese Renminbi ("RMB"). SDR is an International Monetary Fund unit of account used for valuing international transactions, which is defined in terms of a basket of currencies. The actual settlement is substantially in EUR and USD. The Group uses foreign currency purchases and currency forwards to manage the currency risk. These instruments are used mainly to hedge underlying exposures and the instruments are not entered into for speculative reasons.

In addition, the Group is exposed to currency translation risk on net assets in foreign subsidiaries, associated companies and a joint venture. Currency exposure to the net assets in foreign subsidiaries and associated companies where a divestment is not foreseeable is not hedged by the Group.

Group Treasury's risk management policy is to hedge planned divestment of overseas investments using currency forwards to manage the currency risk. These instruments are used mainly to hedge underlying exposures and the instruments are not entered into for speculative reasons.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (continued)

### 4.5 Financial risk management (continued)

#### (a) Market risk (continued)

##### (i) Currency risk management (continued)

The Group's significant currency exposure is as follows:

	SDR S\$'000	AUD S\$'000	RMB S\$'000
<b>Group</b>			
<b>2025</b>			
<b>Financial assets</b>			
Cash and cash equivalents	-	79,799	391
Trade and other receivables	3,492	4,697	874
Other financial assets <sup>1</sup>	-	145	7
Financial assets	-	-	95,465
	<b>3,492</b>	<b>84,641</b>	<b>96,737</b>
<b>Financial liabilities</b>			
Lease liabilities	-	(404)	-
Trade and other payables <sup>2</sup>	(161,163)	(9,741)	(1,226)
Derivative financial instruments	-	-	(65)
	<b>(161,163)</b>	<b>(10,145)</b>	<b>(1,291)</b>
<b>Net financial (liabilities) / assets</b>	<b>(157,671)</b>	<b>74,496</b>	<b>95,446</b>
Less: Net financial assets / (liabilities) denominated in the respective entities' functional currencies	-	77,565	(42)
Less: Currency forwards	(110,379)	-	-
<b>Currency exposure</b>	<b>(47,292)</b>	<b>(3,069)</b>	<b>95,488</b>

1 Consists of deposits included under "Other current assets" and "Other non-current assets".

2 Exclude post-employment benefits.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (continued)

### 4.5 Financial risk management (continued)

#### (a) Market risk (continued)

##### (i) Currency risk management (continued)

	SDR S\$'000	AUD S\$'000	RMB S\$'000
<b>Group</b>			
<b>2024</b>			
<b>Financial assets</b>			
Cash and cash equivalents	–	40,255	537
Trade and other receivables	6,953	133,964	19,945
Other financial assets <sup>1</sup>	–	352	–
Financial assets	–	–	79,118
Derivative financial instruments	–	–	12,526
	6,953	174,571	112,126
<b>Financial liabilities</b>			
Borrowings	–	(477,665)	–
Lease liabilities	–	(127,323)	–
Trade and other payables <sup>2</sup>	(237,306)	(193,789)	(131)
	(237,306)	(798,777)	(131)
<b>Net financial (liabilities) / assets</b>	(230,353)	(624,206)	111,995
Less: Net financial liabilities denominated in the respective entities' functional currencies	–	(313,967)	(131)
Less: Currency forwards	(128,668)	–	–
<b>Currency exposure</b>	(101,685)	(310,239)	112,126

1 Consists of deposits included under "Other current assets" and "Other non-current assets".

2 Exclude rental post-employment benefits.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (continued)

### 4.5 Financial risk management (continued)

#### (a) Market risk (continued)

##### (i) Currency risk management (continued)

The Company's significant currency exposure is as follows:

	SDR S\$'000	AUD S\$'000	RMB S\$'000
<b>Company</b>			
<u>2025</u>			
<b>Financial assets</b>			
Cash and cash equivalents	-	1,562	201
Trade and other receivables	3,492	-	869
	<b>3,492</b>	<b>1,562</b>	<b>1,070</b>
<b>Financial liabilities</b>			
Trade and other payables <sup>1</sup>	(161,163)	-	-
Derivative financial instruments	-	-	(65)
	<b>(161,163)</b>	<b>-</b>	<b>(65)</b>
<b>Net financial (liabilities) / assets</b>	<b>(157,671)</b>	<b>1,562</b>	<b>1,005</b>
Less: Currency forwards	(110,379)	-	-
<b>Currency exposure</b>	<b>(47,292)</b>	<b>1,562</b>	<b>1,005</b>
<u>2024</u>			
<b>Financial assets</b>			
Cash and cash equivalents	-	7,280	484
Trade and other receivables	6,953	-	19,859
	<b>6,953</b>	<b>7,280</b>	<b>20,343</b>
<b>Financial liabilities</b>			
Trade and other payables <sup>1</sup>	(237,306)	-	-
	<b>(237,306)</b>	<b>-</b>	<b>-</b>
<b>Net financial (liabilities) / assets</b>	<b>(230,353)</b>	<b>7,280</b>	<b>20,343</b>
Less: Currency forwards	(128,668)	-	-
<b>Currency exposure</b>	<b>(101,685)</b>	<b>7,280</b>	<b>20,343</b>

1 Excludes rental received in advance.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (continued)

### 4.5 Financial risk management (continued)

#### (a) Market risk (continued)

##### (i) Currency risk management (continued)

The sensitivity rate used represents management's assessment of the reasonably possible change in foreign exchange rates.

If the SGD changes against the SGD by 1% (2024: 2%) with all other variables being held constant, the effects arising from the net financial liability / asset position will be as follows:

	Increase/(decrease) Profit before income tax	
	2025	2024
	S\$'000	S\$'000

#### Group and Company

SDR against SGD

– strengthened	(473)	(2,034)
– weakened	473	2,034

If the AUD changes against the SGD by 5% (2024: 4%) with all other variables being held constant, the effects arising from the net financial asset/liability position will be as follows:

	Increase/(decrease) Profit before income tax	
	2025	2024
	S\$'000	S\$'000

#### Group

AUD against SGD

– strengthened	(153)	(12,410)
– weakened	153	12,410

#### Company

AUD against SGD

– strengthened	78	291
– weakened	(78)	(291)

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (continued)

### 4.5 Financial risk management (continued)

#### (a) Market risk (continued)

##### (i) Currency risk management (continued)

If the RMB changes against the SGD by 1% (2024: 4%) with all other variables being held constant, the effects arising from the net financial asset/liability position will be as follows:

	Increase/(decrease) Profit before income tax	
	2025	2024
	S\$'000	S\$'000
<u>Group</u>		
RMB against SGD		
– strengthened	*	819
– weakened	*	(819)
<u>Company</u>		
RMB against SGD		
– strengthened	10	814
– weakened	(10)	(814)

\* Denotes less than S\$1,000.

##### (ii) Interest rate risk management

Interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates. As the Group has no significant variable interest-bearing assets, the Group's interest income and operating cash flows are substantially independent of changes in market interest rates.

The Group's policy is to minimise the interest expense consistent with maintaining an acceptable level of exposure to interest rate fluctuations. A target mix of fixed and floating debt based on the assessment of interest rate trends is used to achieve this objective.

The Group is not exposed to interest rate risk for its borrowings for the financial year ended 31 March 2025 as the borrowings consisted of fixed rate notes. As at 31 March 2024, the Group was exposed to interest rate risk from its borrowings (Note 5.2) which bear interest ranging from 5.6% to 6.7%.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (continued)

### 4.5 Financial risk management (continued)

#### (a) Market risk (continued)

##### (i) *Interest rate risk management* (continued)

For the financial year ended 31 March 2024, if the interest rate had increased/decreased by 1% with all other variables being held constant, profit before income tax will decrease/increase by S\$1.6 million.

##### (ii) *Equity price risk management*

The Group is exposed to equity risks arising from equity investments classified as at FVTOCI. Equity investments measured at FVTOCI are held for strategic rather than trading purposes. The Group does not actively trade such investments.

The sensitivity analysis for the quoted equity investment has been determined based on the exposure to equity price risk at the reporting date. If equity price had been 10% higher/lower with all other variables held constant, the Group's other comprehensive income for the year would increase/decrease by S\$714,000 (2024: S\$927,000).

As the unquoted equity investment has been designated as a hedged item for fair value hedge accounting, the Group's exposure to equity price risk is mitigated and no sensitivity analysis was performed.

Further details of these equity investments and the hedging relationship can be found in Notes 4.3 and 4.4.

#### (b) Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. As at 31 March 2025 and 2024, the Group's maximum exposure to credit risk without taking into account any collateral held or other credit enhancements, which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties arises from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

The major classes of financial assets of the Group and of the Company are bank deposits, trade and other receivables, investments in financial assets and financial instruments used in hedging activities. For trade receivables, the Group adopts the policy of dealing only with customers of appropriate credit history, and obtaining sufficient collateral where appropriate to mitigate credit risk. For other financial assets, the Group adopts the policy of dealing only with high credit quality counterparties.

Credit exposure to any individual counterparty is restricted by credit limits that are approved based on ongoing credit evaluation. The counterparty's payment profile and credit exposure are continuously monitored at the entity level by the respective management and at the Group level. As at 31 March 2025, trade receivables from a customer represented 4% of the Group's and Company's trade receivable (2024: 9% and 20% of the Group's and Company's trade receivable respectively) and contributed revenue of S\$102,973,000 (2024: S\$173,119,000). The revenue is attributable to the Post and Parcel segment.

Bank deposits are placed in banks which are regulated.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (continued)

### 4.5 Financial risk management (continued)

#### (b) Credit risk management (continued)

The credit risk for trade receivables based on the information provided to key management is as follows:

	Group		Company	
	2025	2024	2025	2024
	S\$'000	S\$'000	S\$'000	S\$'000
<u>By geographical areas</u>				
Singapore	<b>62,376</b>	33,678	<b>90,366</b>	83,878
Australia	<b>1,614</b>	128,795	<b>18</b>	40
Other countries	<b>32,700</b>	80,947	<b>12,824</b>	32,979
	<b>96,690</b>	243,420	<b>103,208</b>	116,897
<u>By types of customers</u>				
Related parties	<b>2,471</b>	477	<b>56,490</b>	44,942
Non-related parties:				
– Government bodies	<b>4,759</b>	3,680	<b>4,759</b>	3,680
– Banks	<b>6,444</b>	9,006	<b>6,440</b>	8,997
– Overseas postal administrations	<b>3,004</b>	5,518	<b>3,004</b>	5,518
– Other companies	<b>80,012</b>	224,739	<b>32,515</b>	53,760
	<b>96,690</b>	243,420	<b>103,208</b>	116,897



## For the financial year ended 31 March 2025

#### 4.5 Financial risk management (continued)

The tables below detail the credit quality of the Group's financial assets and other items, as well as maximum exposure to credit risk by credit risk rating grades:

	Note	External credit rating	Internal credit rating	12-month ("12m") or lifetime ECL	Gross carrying amount S\$'000	Loss allowance S\$'000	Net carrying amount S\$'000
<b>2025</b>							
<u>Group</u>							
Trade receivables	3.2	N.A.	(i)	Lifetime ECL (simplified approach)	<b>99,603</b>	<b>(2,913)</b>	<b>96,690</b>
Other receivables	3.2, 3.3	N.A.	(ii)	12m ECL	<b>3,638</b>	-	<b>3,638</b>
Other financial assets	3.5	N.A.	(ii)	12m ECL	<b>3,605</b>	-	<b>3,605</b>
						<b>(2,913)</b>	
<u>Company</u>							
Trade receivables	3.2	N.A.	(i)	Lifetime ECL (simplified approach)	<b>104,353</b>	<b>(1,145)</b>	<b>103,208</b>
Other receivables	3.2,3.3	N.A.	(ii)	12m ECL and lifetime ECL	<b>228,560</b>	<b>(46,366)</b>	<b>182,194</b>
Other financial assets	3.5	N.A.	(ii)	12m ECL	<b>1,552</b>	-	<b>1,552</b>
						<b>(47,511)</b>	
<b>2024</b>							
<u>Group</u>							
Trade receivables	3.2	N.A.	(i)	Lifetime ECL (simplified approach)	247,582	(4,162)	243,420
Other receivables	3.2, 3.3	N.A.	(ii)	12m ECL	12,247	-	12,247
Other financial assets	3.5	N.A.	(ii)	12m ECL	6,485	-	6,485
						(4,162)	
<u>Company</u>							
Trade receivables	3.2	N.A.	(i)	Lifetime ECL (simplified approach)	119,064	(2,167)	116,897
Other receivables	3.2,3.3	N.A.	(ii)	12m ECL and lifetime ECL	277,100	(46,366)	230,734
Other financial assets	3.5	N.A.	(ii)	12m ECL	1,580	-	1,580
						(48,533)	

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (continued)

### 4.5 Financial risk management (continued)

#### (b) Credit risk management (continued)

- (i) For trade receivables, the Group has applied the simplified approach in SFRS (I) 9 *Financial Instruments* to measure the loss allowance at lifetime ECL. The credit risk profile is presented based on the trade receivables' past due status in terms of the provision matrix.

The following table details the risk profile of trade receivables from contracts with customers based on the Group's provision matrix.

#### Trade receivables

	Expected weighted credit loss rate %	Estimated total gross carrying amount at default S\$'000	Lifetime ECL S\$'000	Total S\$'000
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#### 2025

##### Group

Current (not past due)	*	11,499	-	11,499
1 to 90 days past due	2.6%	26,780	(685)	26,095
More than 90 days past due	3.6%	61,324	(2,228)	59,096
		<b>99,603</b>	<b>(2,913)</b>	<b>96,690</b>

##### Company

Current (not past due)	*	47,315	-	47,315
1 to 90 days past due	4.4%	15,554	(685)	14,869
More than 90 days past due	1.1%	41,484	(460)	41,024
		<b>104,353</b>	<b>(1,145)</b>	<b>103,208</b>

#### 2024

##### Group

Current (not past due)	*	159,525	-	159,525
1 to 90 days past due	1.1%	56,870	(636)	56,234
More than 90 days past due	11.3%	31,187	(3,526)	27,661
		<b>247,582</b>	<b>(4,162)</b>	<b>243,420</b>

##### Company

Current (not past due)	*	77,402	-	77,402
1 to 90 days past due	4.5%	14,276	(636)	13,640
More than 90 days past due	5.6%	27,386	(1,531)	25,855
		<b>119,064</b>	<b>(2,167)</b>	<b>116,897</b>

\* The expected weighted credit loss rate is assessed as negligible.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (continued)

### 4.5 Financial risk management (continued)

#### (b) Credit risk management (continued)

- (ii) Other receivables and other financial assets at amortised cost except for the credit impaired other receivables are considered to be recoverable as they are not due for payment at the end of the reporting period and there has been no significant increase in the risk of default since initial recognition. The Group assesses that no loss allowance is required in respect of these financial assets. Loss allowance recognised arises from loans to associated companies and subsidiaries and is determined after taking into account the financial position of the associated company and subsidiary adjusted for factors specific to them and general economic conditions of the industries in which the associated companies and subsidiaries operate.

Movements in loss allowance are as follows:

#### Group

	<b>Trade receivables</b>
	S\$'000
Balance as at 1 April 2023	2,667
Amount written off	(418)
Loss allowance recognised	
in profit or loss during the year	1,913
Balance as at 31 March 2024	4,162
Amount written off	(880)
Loss allowance recognised	
in profit or loss during the year	628
Loss of control of subsidiaries (Note 6.4)	(997)
Balance as at 31 March 2025	2,913

#### Company

	<b>Trade receivables</b>	<b>Loans to subsidiaries</b>
	S\$'000	S\$'000
Balance as at 1 April 2023	1,207	46,366
Amount written off	(22)	–
Loss allowance recognised		
in profit or loss during the year	982	–
Balance as at 31 March 2024	2,167	46,366
Amount written off	(148)	–
Reversal of loss allowance recognised		
in profit or loss during the year	(874)	–
Balance as at 31 March 2025	1,145	46,366

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (continued)

### 4.5 Financial risk management (continued)

#### (b) Credit risk management (continued)

##### *Material accounting policy information*

##### (i) *Trade receivables*

The Group applies the simplified approach in SFRS(I) 9 to measure the lifetime expected credit loss for trade receivables. The loss allowance is estimated using a provision matrix.

In measuring the expected credit losses, trade receivables are grouped based on similar credit risk characteristics and days past due. In calculating the expected credit loss rates, the Group considers historical loss rates for each category of customers under each business.

A trade receivable is written off when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery. Where receivables are written off, the Group continues to engage in enforcement activity to attempt to recover the receivables due. Any recoveries made are recognised in profit or loss. The Group generally considers a financial asset in default if the counterparty fails to make contractual payments within 90 days past due or there is evidence indicating the asset is credit-impaired.

##### (ii) *Other financial assets at amortised cost*

For all other financial assets, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. In determining the expected credit loss, management has taken into account the historical default experience and the financial position of the counterparties, adjusted for factors that are specific to the debtors / debt instrument and general economic conditions of the industry in which the debtors / debt instrument operate, in estimating the probability of default of each of these financial assets occurring within their respective loss assessment time horizon, as well as the loss upon default in each case.

The Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if i) the financial instrument has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a financial asset to have low credit risk when it has an internal or external credit rating of "investment grade" as per globally understood definition.

#### Key sources of estimation uncertainty

##### *Calculation of loss allowance for trade and other receivables*

When measuring ECL, the Group uses reasonable and supportable forward-looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other.

Apart from the estimates involved in determining likelihood of default over a given time horizon to determine ECL, when there are events indicating that trade and other receivables are credit impaired, management has to estimate the loss allowance required.

For the financial year ended 31 March 2025, impairment loss on trade and other receivables from continuing operations amounted to S\$0.3 million (2024: S\$1.5 million).

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (continued)

### 4.5 Financial risk management (continued)

#### (c) Liquidity risk management

The Group and Company manage the liquidity risk by maintaining sufficient cash and cash equivalents to enable them to meet their normal operating commitments, having an adequate amount of credit facilities and the ability to close market positions at short notice.

The table below analyses the maturity profile of the Group's and Company's financial liabilities (excluding derivative financial liabilities) based on contractual undiscounted cash flows.

	Less than 1 year S\$'000	Between 1 and 2 years S\$'000	Between 2 and 5 years S\$'000	Over 5 years S\$'000
<u>Group</u>				
<b>2025</b>				
Trade and other payables	(331,862)	(1,081)	(385)	(6,448)
Lease liabilities	(10,133)	(4,682)	(2,786)	(13,554)
Borrowings	(9,555)	(109,520)	(18,992)	(253,986)
	<b>(351,550)</b>	<b>(115,283)</b>	<b>(22,163)</b>	<b>(273,988)</b>
<b>2024</b>				
Trade and other payables	(604,954)	(16,152)	(706)	(6,813)
Lease liabilities	(52,032)	(38,638)	(66,579)	(42,173)
Borrowings	(50,363)	(150,100)	(514,569)	(260,311)
	<b>(707,349)</b>	<b>(204,890)</b>	<b>(581,854)</b>	<b>(309,297)</b>
<u>Company</u>				
<b>2025</b>				
Trade and other payables	(515,463)	(122,304)	(274,523)	(255,345)
Lease liabilities	(8,971)	(6,413)	(6,004)	–
	<b>(524,434)</b>	<b>(128,717)</b>	<b>(280,527)</b>	<b>(255,345)</b>
<b>2024</b>				
Trade and other payables	(438,995)	(24,823)	(377,886)	(255,364)
Lease liabilities	(11,790)	(7,905)	(11,058)	–
	<b>(450,785)</b>	<b>(32,728)</b>	<b>(388,944)</b>	<b>(255,364)</b>

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (continued)

### 4.5 Financial risk management (continued)

#### (c) Liquidity risk management (continued)

The following table details the expected maturity for non-derivative financial assets. The inclusion of information on non-derivative financial assets is necessary in order to understand the Group's liquidity risk management as the Group's liquidity risk is managed on a net asset and liability basis. The table below has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets except where the Group and the Company anticipate that the cash flow will occur in a different period.

	Less than 1 year S\$'000	Between 1 and 2 years S\$'000	Between 2 and 5 years S\$'000	Over 5 years S\$'000
--	--------------------------------	--	--	----------------------------

#### Group

##### 2025

Cash and cash equivalents	696,420	-	-	-
Trade and other receivables	100,418	-	2	133
Other financial assets	3,605	-	-	-
	<b>800,443</b>	<b>-</b>	<b>2</b>	<b>133</b>

##### 2024

Cash and cash equivalents	476,738	-	-	-
Trade and other receivables	254,156	3,102	2	133
Other financial assets	3,536	-	-	2,949
	<b>734,430</b>	<b>3,102</b>	<b>2</b>	<b>3,082</b>

#### Company

##### 2025

Cash and cash equivalents	529,934	-	-	-
Trade and other receivables	126,740	178,313	2	133
Other financial assets	1,552	-	-	-
	<b>658,226</b>	<b>178,313</b>	<b>2</b>	<b>133</b>

##### 2024

Cash and cash equivalents	362,373	-	-	-
Trade and other receivables	142,436	225,983	1,979	133
Other financial assets	1,580	-	-	-
	<b>506,389</b>	<b>225,983</b>	<b>1,979</b>	<b>133</b>



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 4. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (continued)

### 4.5 Financial risk management (continued)

#### (c) Liquidity risk management (continued)

The following table details the liquidity analysis for derivative financial liabilities. The table has been drawn up based on the undiscounted net cash inflows and (outflows) on the derivative instruments that settle on a net basis and the undiscounted gross inflows and (outflows) on those derivatives that require gross settlement.

	Group		Company	
	2025	2024	2025	2024
	S\$'000	S\$'000	S\$'000	S\$'000
<b>Less than 1 year</b>				
Gross settled:				
Foreign exchange contracts forward				
– Gross inflow	110,296	128,668	110,296	128,668
– Gross outflow	(109,864)	(128,371)	(109,864)	(128,371)
	432	297	432	297

## 5. CAPITAL STRUCTURE

### 5.1 Capital management policies and objectives

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. In order to maintain or achieve an optimal capital structure, the Group may adjust the dividend policy, return capital to shareholders, issue new shares, buy back issued shares, obtain new borrowings or sell assets. The Group's overall strategy remains unchanged from 2024.

Management monitors capital based on gearing ratio. In the management of the debt and capital structure, the Group and Company aim to sustain a strong investment-grade credit profile.

The gearing ratio is calculated as net debt / (cash) with and without perpetual securities divided by total equity. Net debt / (cash) is calculated as borrowings less cash and cash equivalents.

	Group		Company	
	2025	2024	2025	2024
	S\$'000	S\$'000	S\$'000	S\$'000
Net (cash) / debt	(346,861)	350,395	(529,934)	(362,373)
Total equity	1,607,478	1,420,965	1,278,392	1,244,310
<b>Gearing ratio without perpetual securities</b>	<b>(21.6%)</b>	24.7%	<b>(41.5%)</b>	(29.1%)
Net (cash) / debt plus perpetual securities	(95,357)	601,929	(529,934)	(362,373)
Total equity	1,607,478	1,420,965	1,278,392	1,244,310
<b>Gearing ratio with perpetual securities</b>	<b>(5.9%)</b>	42.4%	<b>(41.5%)</b>	(29.1%)

The capital structure of the Group and Company consists of equity attributable to owners of the parents comprising issued capital, perpetual securities, reserves, retained earnings and borrowings (Note 5.2).

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 5. CAPITAL STRUCTURE (continued)

### 5.2 Borrowings

	Group 2025 S\$'000	2024 S\$'000
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Borrowings	<b>349,559</b>	827,133
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The analysis of the current and non-current borrowings is as follows:

	Group 2025 S\$'000	2024 S\$'000
--	--------------------------	-----------------

#### Current

– Borrowings (secured)	–	10,319
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#### Non-current

– Borrowings (secured)	–	150,128
– Borrowings (unsecured)	<b>349,559</b>	666,686
	<b>349,559</b>	816,814
	<b>349,559</b>	827,133

As at 31 March 2024, secured borrowings comprised external bank loans and are generally secured over the following:

- a) trade receivables with carrying amount of S\$106.1 million.
- b) property, plant and equipment with carrying amount of S\$105.6 million.
- c) a general security containing first fixed and floating charges over all assets (except assets under lease agreements) and undertakings of FMH and its subsidiaries.
- d) charge of all the subsidiaries' shares held by FMH and its subsidiaries.

As at 31 March 2025, the Group's unsecured borrowings consist of S\$250 million 10-year Notes and S\$100 million 5-year Notes.

As at 31 March 2024, the Group's unsecured borrowings consist of S\$250 million 10-year Notes, S\$100 million 5-year Notes and A\$362.1 million (S\$318.5 million) 5-year term loan facilities.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 5. CAPITAL STRUCTURE (continued)

### 5.2 Borrowings (continued)

#### Material accounting policy information

Borrowings are initially recognised at fair value (net of transaction costs) and subsequently carried at amortised cost, except for the borrowings that are designated as fair value hedges. The gain or loss on the borrowings attributable to the hedged risk shall adjust the carrying amount of the borrowings and be recognised in profit or loss. The adjustment of the fair value will be reversed when the hedging relationship is discontinued or lapsed.

Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

Borrowings which are due to be settled within twelve months after the end of the reporting period are included in current borrowings in the statement of financial position. Other borrowings with an unconditional right to defer settlement for at least twelve months after the end of the reporting period are included in non-current borrowings in the statement of financial position.

#### Fair value of non-current borrowings

	Group
	2025      2024
	S\$'000      S\$'000
<u>Non-current</u>	
– Borrowings (secured)	–      150,128
– Borrowings (unsecured)	<b>338,203</b> 647,991
	<b>338,203</b> 798,119

The fair value of the Notes above are determined based on the over-the-counter quoted price. The fair value of external bank loans are computed based on cash flows discounted at market borrowing rates. The fair value is classified within Level 2 of the fair value hierarchy.

The exposure of non-current borrowings to interest rate risks is disclosed in Note 4.5(a)(ii).

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 5. CAPITAL STRUCTURE (continued)

### 5.2 Borrowings (continued)

#### *Reconciliation of liabilities arising from financing activities*

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	1 April 2024 S\$'000	Financing cash flows (i) S\$'000	Non-cash changes			31 March 2025 S\$'000
			Loss of control of subsidiaries (Note 6.4) S\$'000	Foreign exchange movement S\$'000	Other changes (ii) S\$'000	
Borrowings	827,133	(284,066)	(209,215)	(25,060)	40,767	349,559
Lease liabilities (Note 3.8.2)	148,669	(61,937)	(221,743)	(4,751)	160,435	20,673
	975,802	(346,003)	(430,958)	(29,811)	201,202	370,232

	1 April 2023 S\$'000	Financing cash flows (i) S\$'000	Non-cash changes			31 March 2024 S\$'000
			Acquisition of subsidiaries (Note 6.3) S\$'000	Foreign exchange movement S\$'000	Other changes (ii) S\$'000	
Borrowings	624,390	169,153	13,466	(2,614)	22,738	827,133
Lease liabilities (Note 3.8.2)	79,727	(39,086)	69,892	1,082	37,054	148,669
	704,117	130,067	83,358	(1,532)	59,792	975,802

- (i) The cash flows consist of interest paid and repayments of lease liabilities in the consolidated statement of cash flows.
- (ii) Other changes include interest accruals, as well as additions and disposals of right-of-use assets.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 5. CAPITAL STRUCTURE (continued)

### 5.3 Share capital and treasury shares

	Number of ordinary shares		Amount	
	Issued share capital	Treasury shares	Share capital	Treasury Shares
	'000	'000	S\$'000	S\$'000
<u>Group and Company</u>				
As at 1 April 2023	2,275,089	(25,350)	638,762	(29,516)
Issuance of shares	–	213	–	273
As at 31 March 2024	<b>2,275,089</b>	<b>(25,137)</b>	<b>638,762</b>	<b>(29,243)</b>
Issuance of shares	–	<b>148</b>	–	<b>189</b>
As at 31 March 2025	<b>2,275,089</b>	<b>(24,989)</b>	<b>638,762</b>	<b>(29,054)</b>

All issued ordinary shares are fully paid. There is no par value for these ordinary shares.

#### (a) Treasury shares

During the financial years ended 31 March 2025, 148,000 treasury shares (2024: 213,000) amounting to S\$189,000 (2024: S\$273,000) were reissued.

#### (b) Share options

The Singapore Post Share Option Scheme was adopted on 21 March 2003, and a new scheme, known as Singapore Post Share Option Scheme 2012 was adopted on 29 June 2012; collectively known as the "Scheme". The Scheme is administered by the Compensation Committee comprising Mr Bob Tan Beng Hai (Chairman), Mr Simon Claude Israel, Mrs Fang Ai Lian, Ms. Yasmin Binti Aladad Khan and Mr. Gan Chee Yen (from 3 February 2025) during the financial year ended 31 March 2025.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 5. CAPITAL STRUCTURE (continued)

### 5.3 Share capital and treasury shares (continued)

#### (b) Share options (continued)

Employees (including executive directors), subject to certain conditions, are eligible to participate in the Scheme. The Scheme provides a means to recruit, retain and give recognition to employees who have contributed to the success and development of the Company and / or the Group.

The principal terms of the Scheme are as follows:

- The exercise price of the granted options is equal to the average of the last dealt prices for the share on the Singapore Exchange Securities Trading Limited ("SGX-ST") for the five (5) consecutive trading days immediately preceding the date of grant of that option.
- The value of the share option is determined using the Trinomial option pricing model (taking into account relevant assumptions).
- Granted options shall be exercisable, in whole or in part, during the exercise period applicable to that option and in accordance with the vesting schedule applicable to that option or other conditions (if any) that may be imposed by the Compensation Committee in relation to that option. Options may be exercised, in whole or in part in respect of 1,000 shares or any multiple thereof, by a participant giving notice in writing, accompanied by a remittance for the aggregate subscription cost in respect of the shares for which that option is exercised. The method of settlement could be in cheque, cashier's order, banker's draft or postal order made out in favour of the Company or such other mode of payment as may be acceptable to the Company. There are no restrictions on the eligibility of the persons to whom the options have been granted to participate in any other share option or share incentive scheme, whether or not implemented by any of the other companies within the Group or any other company. The Group has no legal or constructive obligation to repurchase or settle the options in cash.
- The vesting schedule for the share options granted to eligible employees (including executive directors) effective from 20 May 2014 are as follows:

<b><u>Vesting period</u></b>	<b><u>Proportion of Total Share Options that are exercisable</u></b>
Before / On first anniversary of date of grant	0 per cent
After first anniversary and before second anniversary of date of grant	Up to 30.0 per cent of grant
On / After second anniversary and before third anniversary of date of grant	Up to another 30.0 per cent of grant <b>OR</b> Up to 60.0 per cent of grant if share options were not exercised after the first vesting year
On / After third anniversary till tenth anniversary of date of grant	Balance <b>OR</b> 100.0 per cent of grant if share options were not exercised after the first and second vesting years



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

5. CAPITAL STRUCTURE (continued)

5.3 Share capital and treasury shares (continued)

(b) Share options (continued)

- The share options granted to eligible employees (including executive directors) effective 26 June 2006 to 10 March 2014 have a four-year vesting schedule and the details are as follows:

Vesting period	Proportion of Total Share Options that are exercisable
Before / On first anniversary of date of grant	0 per cent
After first anniversary and before second anniversary of date of grant	Up to 25.0 per cent of grant
On / After second anniversary and before third anniversary of date of grant	Up to another 25.0 per cent of grant <b>OR</b> Up to 50.0 per cent of grant if share options were not exercised after the first vesting year
On / After third anniversary and before fourth anniversary of date of grant	Up to another 25.0 per cent of grant <b>OR</b> Up to 75.0 per cent of grant if share options were not exercised after the first and second vesting years
On / After fourth anniversary till tenth anniversary of date of grant	Balance <b>OR</b> 100.0 per cent of grant if share options were not exercised after the first, second and third vesting years

- On 11 May 2012, 17 January 2014, 7 March 2014 and 1 April 2014, performance share options were granted to key management staff. Vesting of these options is based on the Company's performance against a set of stretched targets on the Group's profit and the Company's target share price performance.
- The total number of shares over which options may be granted under the Scheme on any date, when added to the nominal amount of shares issued and issuable and in respect of all options granted under the Scheme, shall not exceed 5.0 per cent of the issued share capital of the Company on the day preceding that date.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 5. CAPITAL STRUCTURE (continued)

### 5.3 Share capital and treasury shares (continued)

#### (b) Share options (continued)

Since the adoption of the Scheme to 31 March 2024, a total of 178,687,936 share options have been granted. Details of the options are set out in the Directors' Statement for the respective financial years.

During the financial year ended 31 March 2025, no share options were granted. At the end of the financial year, details of the options granted and the number of unissued ordinary shares of the Company under options outstanding are as follows:

Date of Grant	Exercise Period	Exercise Price	Number of ordinary shares under options outstanding				Balance At 31.3.25 ('000)
			Balance At 1.4.24 ('000)	Granted during financial year ('000)	Options exercised ('000)	Options forfeited ('000)	
20.05.14	21.05.15 to 20.05.24	S\$1.450	308	-	-	308	-
07.08.14	08.08.15 to 07.08.24	S\$1.760	32	-	-	32	-
19.05.15	20.05.16 to 19.05.25	S\$1.890	907	-	-	153	754
20.05.16	21.05.17 to 20.05.26	S\$1.570	916	-	-	104	812
Total Share Options			<b>2,163</b>	<b>-</b>	<b>-</b>	<b>597</b>	<b>1,566</b>

#### Options Granted Under Singapore Post Share Options Scheme

##### For employees (including executive directors)

No option has been granted to controlling shareholders of the Company or their associates.

No key management personnel or employee has received options of 5% or more of the total number of shares available under the Scheme during the financial year. No other director or employee of the Company and its subsidiaries (as defined in the SGX-ST Listing Manual) has received options of 5% or more of the total number of shares available to all directors and employees of the Company and its subsidiaries under the Scheme during the financial year.

No option was granted at a discount during the financial year.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 5. CAPITAL STRUCTURE (continued)

### 5.3 Share capital and treasury shares (continued)

#### (b) Share options (continued)

#### **Restricted Share Plan**

The Singapore Post Restricted Share Plan 2013 (the “Plan”) was implemented with the approval of shareholders at the Extraordinary General Meeting held on 28 June 2013. The duration of the Plan is 10 years commencing from 28 June 2013 and was further extended for another 10 years up to 27 June 2033. The Plan allows fully paid shares to be granted to non-executive directors of the Group and associated companies.

Enhancements to have the flexibility to prescribe performance conditions or time-based service conditions were made to the Plan (the “Enhanced Plan”) to reinforce the delivery of long-term growth and shareholder value, while ensuring that the Plan remains relevant and sustainable as a retention and motivation tool for senior management and key employees whose contributions are essential to the well-being and prosperity of the Group. The enhancements were duly approved by the shareholders at the Company’s annual general meeting (“AGM”) held on 20 July 2017.

The release schedule for the shares granted to eligible employees (excluding non-executive directors) prior to financial year 2017/18 is as follows:

<b>Vesting Period</b>	<b>Vesting Date</b>	<b>Percentage of Shares that will be Released on Vesting Date</b>
From award date to date before first anniversary of award date	First anniversary of award date	30% (rounded to nearest whole share)
From first anniversary of award date to date before second anniversary of award date	On second anniversary of date of award	30% (rounded to nearest whole share)
From second anniversary of award date to date before third anniversary of award date	On third anniversary of date of award	Balance 40%
• 100% of the restricted shares granted to non-executive directors vest after one year from the date of grant.		

Since the adoption of the Plan to 31 March 2024, a total of 5,839,118 restricted shares were granted.

During the financial year ended 31 March 2025, no restricted shares were granted under the Plan. There are no outstanding unvested restricted shares as at the start of the financial year.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 5. CAPITAL STRUCTURE (continued)

### 5.3 Share capital and treasury shares (continued)

#### (b) Share options (continued)

#### **Enhanced Plan**

Following shareholders' approval to the Enhanced Plan at the Company's annual general meeting held on 20 July 2017, participants will receive fully paid SingPost shares provided that prescribed performance targets are met within a prescribed performance period. Shares granted from financial year 2017/18 onwards comprises of two types of awards:

- a) Performance Share Award; and
- b) Restricted Share Award.

The Performance Share Award, granted to senior management, has three long-term performance measures: Return on Equity, Absolute Total Shareholder Returns and CO2 Reduction from financial year 2018/19 (added measure for Performance Share Award from financial year 2020/21 onwards).

The Restricted Share Award, granted to senior management and a broader group of key executives, has either time-based service conditions or performance conditions of (i) Underlying Net Profit measure or (ii) both Return of Equity and CO2 Reduction from financial year 2018/19 measures.

Vesting period of the awards depends on whether time-based service conditions or performance conditions is prescribed.

- i) Time-based service condition is cliff vest at end of three years; and
- ii) Performance period for both types of awards is four years. Accelerated vesting may be activated upon early achievement of performance levels in Year 3, to motivate the senior management and key employees in attaining business priorities and shareholder value creation earlier.

The performance conditions for both awards incorporate stretched targets aimed at delivering long-term shareholder value. Depending on achievement of the respective performance hurdles, 0% to 188% of the awards may vest.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 5. CAPITAL STRUCTURE (continued)

### 5.3 Share capital and treasury shares (continued)

#### (b) Share options (continued)

#### **Enhanced Plan** (continued)

##### **Performance Share Awards**

Since the adoption of the Enhanced Plan to 31 March 2024, a total of 7,264,569 shares have been granted.

During the financial year ended 31 March 2025, no share was granted. Details of the grants are as follows:

<b>Date of Grant</b>	<b>Balance As At 1.4.24 ('000)</b>	<b>Share Awards Granted ('000)</b>	<b>Share Awards Vested ('000)</b>	<b>Share Awards Cancelled ('000)</b>	<b>Balance As At 31.3.25 ('000)</b>
01.06.20	455	–	–	455	–
20.01.22	269	–	–	269	–
03.06.22	1,244	–	–	1,244	–
<b>Total</b>	<b>1,968</b>	<b>–</b>	<b>–</b>	<b>1,968</b>	<b>–</b>

##### **Restricted Share Awards**

Since the adoption of the Enhanced Plan to 31 March 2024, a total of 20,461,560 restricted shares have been granted.

During the financial year ended 31 March 2025, no shares were granted. Details of the grants are as follows:

<b>Date of Grant</b>	<b>Balance As At 1.4.24 ('000)</b>	<b>Share Awards Granted ('000)</b>	<b>Share Awards Vested ('000)</b>	<b>Share Awards Cancelled ('000)</b>	<b>Balance As At 31.3.25 ('000)</b>
01.06.20	1,218	–	–	1,218	–
20.01.22	732	–	–	330	402
03.06.22	2,236	–	–	1,110	1,126
08.06.23	5,520	–	–	2,895	2,625
<b>Total</b>	<b>9,706</b>	<b>–</b>	<b>–</b>	<b>5,553</b>	<b>4,153</b>

Of the outstanding options (including Performance Share Option Plan but excluding Restricted Share Plan) for 1,566,000 (2024: 2,163,000) shares, 1,566,000 (2024: 2,163,000) options are exercisable as at 31 March 2025. The weighted average share price during the financial year was S\$0.50 (2024: S\$0.47).

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 5. CAPITAL STRUCTURE (continued)

### 5.3 Share capital and treasury shares (continued)

#### (b) Share options (continued)

#### **Enhanced Plan** (continued)

#### **Restricted Share Awards** (continued)

During the financial year ended 31 March 2025, no share was granted. Following are the details of the significant inputs into the valuation model to determine fair value of the share incentive granted during the financial year ended 31 March 2024.

<b>Type of Share Options</b>	<b>Restricted Share Awards (ROE)</b>	<b>Restricted Share Awards (CER)</b>	<b>Restricted Share Awards (Share Price)</b>
<b>2024</b>			
Total fair value of options granted during financial year	\$418,315	\$179,278	\$1,696,329
Valuation Model	Monte Carlo Simulation	Monte Carlo Simulation	Monte Carlo Simulation
Weighted average share price at the grant dates	S\$0.45	S\$0.45	S\$0.45
Expected volatility	21.6%	21.6%	21.6%
Expected option life	4 years	4 years	4 years
Expected dividend yield	2.30%	2.30%	2.30%

The volatility assumption is based on the actual volatility of Singapore Post's daily closing share price over the three-year period to the valuation date.

The annual risk free rate is interpolated from the yield on Singapore Government Bonds of appropriate term, as detailed by the Monetary Authority of Singapore.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 5. CAPITAL STRUCTURE (continued)

### 5.3 Share capital and treasury shares (continued)

#### (b) Share options (continued)

##### Material accounting policy information

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against the share capital account.

When any entity within the Group purchases the Company's ordinary shares ("treasury shares"), the carrying amount which includes the consideration paid and any directly attributable transaction cost is presented as a component within equity attributable to the Company's equity holders, until they are cancelled, sold or reissued.

When treasury shares are subsequently cancelled, the cost of treasury shares are deducted against the share capital account if the shares are purchased out of capital of the Company, or against the retained profits of the Company if the shares are purchased out of earnings of the Company.

When treasury shares are subsequently sold or reissued pursuant to the employee share option scheme, the cost of treasury shares is reversed from the treasury share account and the realised gain or loss on sale or reissue, net of any directly attributable incremental transaction costs and related income tax, is recognised in the capital reserve.

### 5.4 Other reserves

	Group		Company	
	2025	2024	2025	2024
	S\$'000	S\$'000	S\$'000	S\$'000
(a) <u>Composition:</u>				
Share option reserve	3,242	11,458	3,242	4,976
Fair value reserve	6,941	(1,717)	(4,561)	(4,561)
Currency translation reserve	(36,524)	(26,265)	-	-
Other capital reserve	34,228	(167,974)	(191)	(75)
Asset valuation reserve	45,573	45,573	35,754	35,754
Hedging reserve	-	8,183	-	-
	<b>53,460</b>	<b>(130,742)</b>	<b>34,244</b>	<b>36,094</b>

Other reserves are non-distributable.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 5. CAPITAL STRUCTURE (continued)

### 5.4 Other reserves (continued)

	Group		Company	
	2025	2024	2025	2024
	S\$'000	S\$'000	S\$'000	S\$'000
(b) <u>Movements:</u>				
<b>(i) Share option reserve</b>				
Beginning of financial year	11,458	4,301	4,976	4,301
Employee share option scheme:				
– Value of employee services	(585)	7,157	(1,734)	675
– Profit and loss (Note 2.3)	(250)	7,392	(1,399)	910
– Retained earnings	(335)	(235)	(335)	(235)
Issuance of shares of a subsidiary to NCI	(7,631)	–	–	–
End of financial year	3,242	11,458	3,242	4,976
<b>(ii) Fair value reserve</b>				
Beginning of financial year	(1,717)	(27,169)	(4,561)	(4,561)
Fair value gain	14,216	38,118	–	–
Adjusted for non-controlling interests	(5,558)	(12,666)	–	–
End of financial year	6,941	(1,717)	(4,561)	(4,561)
<b>(iii) Currency translation reserve</b>				
Beginning of financial year	(26,265)	(19,414)	–	–
Net currency translation differences of financial statements of foreign subsidiaries and associated companies <sup>(1)</sup>	2,706	(6,744)	–	–
Disposal of foreign subsidiaries	(12,890)	–	–	–
Disposal of an associated Company (Note 6.4)	198	–	–	–
Transfer to profit or loss arising from loss of significant influence in an associated company	–	136	–	–
Adjusted for non-controlling interests	(273)	(243)	–	–
End of financial year	(36,524)	(26,265)	–	–
<b>(iv) Other capital reserve</b>				
Beginning of financial year	(167,974)	(118,451)	(75)	(104)
Additional interest in a subsidiary	(9,528)	(49,344)	–	–
Adjustment	–	–	–	208
Issuance of shares to employee	(116)	(179)	(116)	(179)
Loss of control of subsidiaries (Note 6.4)	211,846	–	–	–
End of financial year	34,228	(167,974)	(191)	(75)

Other capital reserve mainly arises from changes in shareholding in subsidiaries which do not result in a loss of control.

(1) Mainly attributable to the translation differences arising from net investment in Australia entities.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 5. CAPITAL STRUCTURE (continued)

### 5.4 Other reserves (continued)

	Group		Company	
	2025 S\$'000	2024 S\$'000	2025 S\$'000	2024 S\$'000
(b) <u>Movements:</u> (continued)				
<b>(v) Asset valuation reserve</b>				
Beginning and end of financial year	<b>45,573</b>	45,573	<b>35,754</b>	35,754
<b>(vi) Hedging reserve</b>				
Beginning of financial year	<b>8,183</b>	37,540	-	-
Loss on fair value hedge of an equity instrument designated at FVTOCI	<b>(12,526)</b>	(44,353)	-	-
Change in fair value of interest rate swap designated as cash flow hedge	<b>84</b>	(84)	-	-
Adjusted for non-controlling interests	<b>4,259</b>	15,080	-	-
End of financial year	-	8,183	-	-

### 5.5 Perpetual securities

On 6 April 2022, a wholly owned subsidiary of the Group issued SGD Subordinated Perpetual Securities with an aggregate principal amount of S\$250,000,000 ("Perpetual Securities 2022") under the S\$1 billion Multicurrency Debt Issuance Programme which is guaranteed by the Company. Incremental costs incurred amounting to S\$1,028,000 were recognised in equity as a deduction from proceeds. Perpetual Securities 2022 bear distributions at a rate of 4.35% per annum up to 6 July 2027, payable semi-annually. The distribution rate will be reset every 5 years starting 6 July 2027.

During the financial year, distributions to perpetual securities holders amounted to S\$10,875,000 (2024: S\$10,905,000).

#### Material accounting policy information

The perpetual securities do not have a maturity. Subject to the relevant terms and conditions in the offering memorandum, the Group may elect to defer making distributions on the perpetual securities, and is not subject to any limits as to the number of times a distribution can be deferred. Accordingly, the Group is not considered to have a contractual obligation to make principal repayments or distributions in respect of its perpetual securities issued and the perpetual securities are presented within equity as the perpetual securities do not meet the definition for classification as a financial liability under SFRS(I) 1-32 *Financial Instruments: Presentation*. Distributions are treated as dividends which will be directly debited from equity. Incremental costs directly attributable to the issue of the perpetual securities are deducted against the proceeds from the issue.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 5. CAPITAL STRUCTURE (continued)

### 5.6 Dividends

	2025 S\$'000	2024 S\$'000
<i>Ordinary dividends paid</i>		
Final exempt (one-tier) dividend paid in respect of the previous financial year of 0.56 cents per share (2024: 0.4 cents)	12,601	9,000
Interim exempt (one-tier) dividend paid in respect of the first half of the current financial year of 0.34 cents per share (2024: 0.18 cents)	7,650	4,050
	<b>20,251</b>	<b>13,050</b>

#### Special dividend

At the Annual General Meeting on 23 July 2025, the Board will be recommending a special exempt (one-tier) dividend of 9 cents per ordinary share amounting to S\$202.5 million for the financial year ended 31 March 2025. Including the interim dividend of 0.34 cents per share paid out in December 2024, total dividend would amount to 9.34 cents per share. These financial statements do not reflect this dividend, which will be accounted for in shareholders' equity as an appropriation of retained earnings in the financial year ending 31 March 2025.

The underlying net profit is defined as net profit before exceptional items (Note 2.7). The Group's underlying net profit for the financial year ended 31 March 2025 amounted to S\$24,757,000 (2024: S\$41,500,000).

#### Material accounting policy information

Dividends to Company's shareholders are recognised when the dividends are approved for payments.

## 6. GROUP STRUCTURE

### 6.1 Investments in subsidiaries

	Company 2025 S\$'000	2024 S\$'000
Equity investments at cost		
Beginning of financial year	379,099	379,099
Less: Allowance for impairment	(17,786)	(17,786)
End of financial year	<b>361,313</b>	<b>361,313</b>

Details of the subsidiaries are included in Note 6.5. The proportion of ownership interest held by the Group does not differ from the proportion of voting rights held by the Group.

During the year, the Group completed the disposal of its entire equity interest in SPAI Group (Note 6.4). Following the completion, the Group no longer holds any interest in SPAI and its subsidiaries. Consequently, the foreign subsidiaries are deconsolidated effective from 27 March 2025.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 6. GROUP STRUCTURE (continued)

### 6.1 Investment in subsidiaries (continued)

*Carrying value of non-controlling interests*

	2025 S\$'000	2024 S\$'000
Quantum Solutions International Pte Ltd ("QSI")	32,024	33,264
Other subsidiaries with immaterial non-controlling interests	5,107	4,219
	<b>37,131</b>	<b>37,483</b>

*Summarised financial information of subsidiaries with material non-controlling interests*

Set out below is the summarised financial information for a subsidiary that has a non-controlling interest that is material to the Group. These are presented before inter-company eliminations.

*Summarised statement of financial position*

	2025 S\$'000	QSI 2024 S\$'000
<b>Current</b>		
Assets	143,648	48,658
Liabilities	(50,895)	(46,419)
Total current net assets	92,753	2,239
<b>Non-current</b>		
Assets	2,032	96,888
Liabilities	(596)	(1,291)
Total non-current net assets	1,436	95,597
<b>Net assets</b>	<b>94,189</b>	<b>97,836</b>

*Summarised income statement*

Revenue	82,057	91,683
<b>Loss before income tax</b>	<b>(8,014)</b>	<b>(5,067)</b>
Income tax (expense) / credit	(199)	317
<b>Loss after tax</b>	<b>(8,213)</b>	<b>(4,750)</b>
Other comprehensive income / (loss)	4,566	(5,625)
<b>Total comprehensive loss</b>	<b>(3,647)</b>	<b>(10,375)</b>
<b>Total comprehensive loss allocated to non-controlling interests</b>	<b>(1,240)</b>	<b>(3,528)</b>

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 6. GROUP STRUCTURE (continued)

### 6.1 Investment in subsidiaries (continued)

*Summarised financial information of subsidiaries with material non-controlling interests* (continued)

*Summarised cash flows*

	QSI	
	2025	2024
	S\$'000	S\$'000
Cash (used in) / provided by operations	(3,575)	10,512
Income tax paid	(28)	(436)
<b>Net cash (used in) / provided by operating activities</b>	<b>(3,603)</b>	<b>10,076</b>
<b>Net cash provided by investing activities</b>	<b>473</b>	<b>107</b>
<b>Net cash used in financing activities</b>	<b>(2,039)</b>	<b>(3,328)</b>
<b>Net (decrease) / increase in cash and cash equivalents</b>	<b>(5,169)</b>	<b>6,855</b>
Cash and cash equivalents at beginning of year	22,573	15,718
<b>Cash and cash equivalents at end of year</b>	<b>17,404</b>	<b>22,573</b>

#### Material accounting policy information

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group has power over the entity, is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group until the date that control ceases.

Details of the Group's subsidiaries and composition of the Group are disclosed in Note 6.5.

#### (i) Basis of consolidation

In preparing the consolidated financial statements, transactions, balances and unrealised gains on transactions between group entities are eliminated. Unrealised losses are also eliminated but are considered an impairment indicator of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests comprise the portion of a subsidiary's net results of operations and of net assets of a subsidiary attributable to the interests that are not owned directly or indirectly by the equity holders of the Company. They are shown separately in the consolidated statement of comprehensive income, statement of changes in equity and statement of financial position. Total comprehensive income is attributed to the non-controlling interests based on their respective interests in a subsidiary, even if this results in the non-controlling interests having a deficit balance.

#### (ii) Transactions with non-controlling interests

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control over the subsidiary are accounted for as equity transactions.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 6. GROUP STRUCTURE (continued)

### 6.1 Investment in subsidiaries (continued)

#### Material accounting policy information (continued)

#### (iii) Put option with non-controlling interests

When the Group enters into a put option agreement with the non-controlling shareholder in an existing subsidiary on their equity interests in that subsidiary and provides for settlement in cash or in another financial asset by the Group, the Group recognises a financial liability for the present value of the exercise price of the option. Subsequent to initial recognition of the financial liability, changes in the carrying amount of the financial liability is recognised in profit or loss. Amount initially recognised under equity is not subsequently re-measured.

On exercise of the put option, the financial liability will be derecognised on settlement in cash or in another financial asset by the Group. Changes in the Group's ownership interest in a subsidiary is accounted for according to transaction with non-controlling interests.

If the put option expires unexercised, the financial liability is reversed against equity – Non-controlling interests.

### 6.2 Investments in associated companies and a joint venture

	Group		Company	
	2025	2024	2025	2024
	S\$'000	S\$'000	S\$'000	S\$'000
Investments in associated companies (Note (a))	<b>21,890</b>	23,107	<b>21,891</b>	21,891
Investment in a joint venture (Note (b))	-	-	-	-
	<b>21,890</b>	23,107	<b>21,891</b>	21,891

#### (a) Associated companies

Equity investment at cost		<b>21,891</b>	21,891
Beginning of financial year	<b>23,107</b>	31,939	
Disposal of interest in an associated company	<b>(954)</b>	-	
Loss of significant influence			
from dilution of interest (Note (i))			
in an associated company (Note (ii))	-	(8,402)	
(Impairment loss) / Reversal of impairment			
loss in associated companies (Note (iii))	<b>(1,717)</b>	2,762	
Share of profit / (loss)	<b>519</b>	(1,543)	
Dividends received	<b>(195)</b>	(293)	
Currency translation differences	<b>1,130</b>	(1,356)	
End of financial year	<b>21,890</b>	23,107	

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 6. GROUP STRUCTURE (continued)

### 6.2 Investments in associated companies and a joint venture (continued)

#### (a) Associated companies (continued)

- (i) During the financial year ended 31 March 2025, the Group disposed of its interest in an associated company and recognised a loss on disposal amounting to S\$188,000. The loss on disposal was included in "Exceptional items" (Note 2.7) and is calculated as follows:

	2025 S\$'000
Consideration received	964
Less: Carrying amount of the investment on date of disposal	(954)
Less: Currency translation reserve transferred to profit or loss arising from disposal	(198)
Loss on disposal of investment in an associated company	(188)

- (ii) In the preceding financial year, the Group lost its significant influence over a former associated company and recognised a loss on deemed disposal amounting to S\$136,000. The retained interest is measured at fair value and accounted for as an equity investment measured at FVTOCI (Note 4.4). The loss on deemed disposal was included in "Exceptional items" (Note 2.7) and is calculated as follows:

	2024 S\$'000
Fair value of investment in associated company	8,402
Less: Carrying amount of the investment on date of loss of significant influence	(8,402)
Less: Currency translation reserve transferred to profit or loss arising from loss of significant influence	(136)
Loss on deemed disposal of investment in an associated company	(136)

- (iii) During the financial year ended 31 March 2025, the Group recognised an impairment loss of \$1,717,000 (2024: reversed an impairment loss of S\$2,762,000) against the carrying amount of its investments in associated companies, being the difference between the carrying amount of the Group's investment and the recoverable amount. The recoverable amounts are determined based on value-in-use or quoted market price of the associated companies.

The Group's investment in associated companies include an investment in a listed associated company with a carrying value of S\$20,790,000 (2024: S\$19,962,000), for which the published price quotation is S\$38,033,000 (2024: S\$33,978,000) at the end of the reporting period and is classified within Level 1 of the fair value hierarchy.

There are no contingent liabilities relating to the Group's interest in the associated companies.

The Group's investments in associates are not individually material. Details of associated companies are disclosed in Note 6.5.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 6. GROUP STRUCTURE (continued)

### 6.2 Investments in associated companies and joint ventures (continued)

#### (b) Joint venture

The Group's investment in a joint venture is not material. Details of the joint venture are disclosed in Note 6.5.

#### Material accounting policy information

Associated companies are entities over which the Group has significant influence, but not control. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. Joint ventures are entities over which the Group has contractual arrangements to jointly share the control over the economic activity of the entities with one or more parties.

Investments in associated companies and joint ventures are initially recognised at cost. The cost of an acquisition is measured at the fair value of the assets given, equity instruments issued or liabilities incurred or assumed at the date of exchange, plus cost directly attributable to the acquisition. Goodwill on associated companies and joint ventures represents the excess of the cost of acquisition over the Group's share of the fair value of the identifiable net assets of the associated companies and joint ventures and is included in the carrying amount of the investments.

#### Equity method of accounting

Investments in associated companies and joint ventures are accounted for in the consolidated financial statements using the equity method of accounting less impairment losses.

In applying the equity method of accounting, the Group's share of its associated companies' and joint venture's post-acquisition profits or losses is recognised in profit or loss and its share of post-acquisition other comprehensive income is recognised in other comprehensive income. These post-acquisition movements and distributions received from associated companies and joint ventures are adjusted against the carrying amount of the investments. When the Group's share of losses in an associated companies or joint ventures equals or exceeds its interest in the associated companies or joint ventures, including any other unsecured non-current receivables, the Group does not recognise further losses, unless it has obligations to make or has made payments on behalf of the associated companies or joint ventures.

Unrealised gains on transactions between the Group and its associated companies and joint ventures are eliminated to the extent of the Group's interest in the associated companies and joint ventures. Unrealised losses are also eliminated unless the transaction provides evidence of impairment of the asset transferred. Where necessary, adjustments are made to the financial statements of associated companies and joint ventures to ensure consistency of accounting policies adopted by the Group.

### 6.3 Acquisition of subsidiaries

During the preceding financial year, the following acquisition was completed.

On 1 March 2024, the Group acquired 100% shares and voting interest in M J Luff Pty Ltd through its subsidiary, FMH. M J Luff Pty Ltd is an investment holding company that owns 100% of the shares of Border Express Pty Ltd ("BEX") and Yandilla Pty Ltd ("Yandilla"), and operate under the trading name "Border Express". Border Express offers courier and logistics services and occupies a national network that captures all States and Territories of Australia.

The initial accounting for the acquisition of Border Express had only been provisionally determined at 31 March 2024. The necessary purchase price allocations and other calculations had not been finalised and they have therefore only been provisionally determined based on the management's best estimate of the likely values.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 6. GROUP STRUCTURE (continued)

### 6.3 Acquisition of subsidiaries (continued)

Details at the acquisition date of the consideration paid, the provisional fair value amounts of assets acquired and liabilities assumed, and the effects on the cash flows of the Group, were as follows:

	S\$'000
(i) Purchase consideration	
Cash paid to vendor	104,820
Deferred consideration	53,324
Contingent consideration (Note (iv))	13,103
<b>Total purchase consideration</b>	<b>171,247</b>
(ii) Effect on cash flows of the Group	
Effect on cash flows of the Group	104,820
Less: Cash and cash equivalent balances acquired	(7,090)
<b>Cash outflow on acquisition</b>	<b>97,730</b>
(iii) Identifiable assets acquired and liabilities assumed, at fair value	
<b>Current assets</b>	
Cash and cash equivalents	7,090
Trade and other receivables	32,048
Inventories	484
Other current assets	2,458
	<b>42,080</b>
<b>Non-current assets</b>	
Property, plant and equipment	62,998
Intangible assets	61,232
Right-of-use assets	69,892
	<b>194,122</b>
<b>Current liabilities</b>	
Trade and other payables	34,893
Current income tax liabilities	2,753
Lease liabilities	13,261
Borrowings	8,006
	<b>58,913</b>
<b>Non-current liabilities</b>	
Trade and other payables	3,045
Borrowings	5,460
Lease liabilities	56,631
Deferred tax liabilities	19,060
	<b>84,196</b>
Total identifiable assets acquired and liabilities assumed	93,093
Add: Provisional goodwill arising on acquisition (Note (v))	78,154
Consideration	<b>171,247</b>

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 6. GROUP STRUCTURE (continued)

### 6.3 Acquisition of subsidiaries (continued)

#### (iv) Contingent consideration

The contingent consideration was dependent on the earned revenue from services provided to qualifying customers within a stipulated period.

#### (v) Provisional goodwill arising from acquisition

The provisional goodwill of S\$78,154,000 arising from the acquisition was attributable to the synergies expected to arise from combining the operations of the Group with Border Express to expand the Group's logistics network and deliver enhanced value to its customers and partners.

None of the goodwill was expected to be deductible for tax purposes.

#### (vi) Acquisition-related costs

Acquisition-related costs of S\$2,171,000 were included in "Exceptional items" in the consolidated statement of comprehensive income and in operating cash flows in the consolidated statement of cash flows.

#### (vii) Impact of acquisition on the results of the Group

Border Express contributed S\$29,561,000 revenue and a net profit of S\$909,000 to the Group's profit for the period between the date of acquisition and the reporting date.

If the acquisition of Border Express had been completed on the first day of the financial year, consolidated revenue and consolidated net profit for the year ended 31 March 2024 would have increased by S\$343,643,000 and S\$28,065,000 respectively.

There were no material revisions to the provisional values arising from the completion of the purchase price allocation exercise in the current financial year.

#### *Material accounting policy information*

The acquisition method of accounting is used to account for business combinations by the Group.

The consideration transferred for the acquisition of a subsidiary or business comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary at the acquisition date.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 6. GROUP STRUCTURE (continued)

### 6.3 Acquisition of subsidiaries (continued)

#### Material accounting policy information (continued)

When the consideration transferred by the group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date. The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Other contingent consideration is remeasured to fair value at subsequent reporting dates with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

Acquisition-related costs are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree at the date of acquisition either at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the net identifiable assets acquired is recorded as goodwill.

Refer to Note 3.9 for the subsequent accounting policy on goodwill.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 6. GROUP STRUCTURE (continued)

### 6.4 Disposal of subsidiaries

As disclosed in Note 2.13, divestment of SPAI Group was completed on 27 March 2025. Details of the deconsolidation of SPAI Group are as follows:

Carrying amounts of net assets over which control was lost:

	2025 S\$'000
<b>Current assets</b>	
Cash and cash equivalents	20,461
Trade and other receivables	131,595
Inventories	263
Other current assets	7,982
	<u>160,301</u>
<b>Non-current assets</b>	
Property, plant and equipment	121,222
Right-of-use assets	210,376
Intangible assets	447,218
Deferred tax assets	4,388
Other non-current assets	464
	<u>783,668</u>
<b>Current liabilities</b>	
Trade and other payables	111,140
Current income tax liabilities	4,854
Contract liabilities	1,799
Lease liabilities	31,721
	<u>149,514</u>
<b>Non-current liabilities</b>	
Trade and other payables	4,251
Borrowings	209,215
Lease liabilities	190,022
Deferred tax liabilities	33,826
	<u>437,314</u>
Net assets derecognised	<u>357,141</u>
<b>Net financial impact on disposal</b>	
Consideration received	660,729
Net assets derecognised	(357,141)
Cumulative exchange differences in respect of the net assets of the subsidiaries reclassified from equity on loss of control of subsidiaries	12,890
Legal fees and other related expenses for disposal of subsidiaries	(14,389)
Net financial impact on disposal	<u>302,089</u>



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 6. GROUP STRUCTURE (continued)

### 6.5 Listing of companies in the Group

Name	Principal activities	Place of incorporation	Proportion of ownership interest and voting rights held			
			by the Group		by the NCI	
			2025	2024	2025	2024
			%	%	%	%

#### SUBSIDIARIES

##### Held by the Company

Singapore Post Enterprise Private Limited	Investment holding	Singapore	<b>100</b>	100	–	–
SingPost Logistics Holdings Pte. Ltd.	Investment holding	Singapore	<b>100</b>	100	–	–
SingPost Investments Pte. Ltd.	Investment holding	Singapore	<b>100</b>	100	–	–
SingPost Logistics Investments Pte. Ltd.	Investment holding	Singapore	<b>100</b>	100	–	–
SingPost Group Treasury Pte Ltd	Provision of financial and treasury services to its related companies	Singapore	<b>100</b>	100	–	–
SingPost Holdings Pte. Ltd. <sup>(2)</sup>	Investment holding	Singapore	<b>100</b>	–	–	–
SingPost eCommerce Pte. Ltd.	eCommerce specialising in the provision of online sale of products	Singapore	<b>100</b>	100	–	–

##### Held by subsidiaries

SingPost Logistics Enterprise Pte. Ltd	Investment holding	Singapore	<b>100</b>	100	–	–
SingPost Logistics Australia Holdings Pty Ltd	Investment holding	Australia	<b>100</b>	100	–	–
SingPost Australia Investments Pty Ltd <sup>(1)</sup>	Investment holding	Australia	–	100	–	–
Quantum Logistics (Shenzhen) Limited	Provision of logistics services	China	<b>100</b>	100	–	–
Quantum Solutions (Taiwan) Co., Ltd.	Provision of delivery services and eCommerce logistics solutions	Taiwan	<b>100</b>	100	–	–

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 6. GROUP STRUCTURE (continued)

### 6.5 Listing of companies in the Group (continued)

Name	Principal activities	Place of incorporation	Proportion of ownership interest and voting rights held			
			by the Group		by the NCI	
			2025	2024	2025	2024
			%	%	%	%

#### SUBSIDIARIES (continued)

##### Held by subsidiaries (continued)

Quantum Solutions International Pte. Ltd.	Investment holding, provision of management and consultancy services to related entities	Singapore	<b>66</b>	66	<b>34</b>	34
Quantum Solutions (Singapore) Pte. Ltd.	Provision of delivery services and eCommerce logistics solutions	Singapore	<b>66</b>	66	<b>34</b>	34
Quantum Solutions (Australia) Pty Ltd	Provision of delivery services and eCommerce logistics solutions	Australia	<b>66</b>	66	<b>34</b>	34
Quantum Solutions (Hong Kong) Limited	Provision of delivery services and eCommerce logistics solutions	Hong Kong	<b>66</b>	66	<b>34</b>	34
Quantum Mail Logistics Solutions (India) Private Limited <sup>(6)</sup>	Dormant	India	<b>66</b>	66	<b>34</b>	34
Quantum Express Solutions (India) Private Limited <sup>(6)</sup>	Dormant	India	<b>66</b>	66	<b>34</b>	34
PT Quantum Solutions Logistics Indonesia <sup>+</sup>	Provision of delivery services and eCommerce logistics solutions	Indonesia	<b>44</b>	44	<b>56</b>	56
Quantum Solutions (Japan) Inc. <sup>(2)</sup>	Provision of delivery services and eCommerce logistics solutions	Japan	<b>66</b>	66	<b>34</b>	34
Quantum Solutions International (Malaysia) Sdn. Bhd.	Provision of delivery services and eCommerce logistics solutions	Malaysia	<b>66</b>	66	<b>34</b>	34
Quantum Solutions (New Zealand) Pty Limited <sup>(2)</sup>	Provision of delivery services and eCommerce logistics solutions	New Zealand	<b>66</b>	66	<b>34</b>	34

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 6. GROUP STRUCTURE (continued)

### 6.5 Listing of companies in the Group (continued)

Name	Principal activities	Place of incorporation	Proportion of ownership interest and voting rights held			
			by the Group		by the NCI	
			2025	2024	2025	2024
			%	%	%	%

#### SUBSIDIARIES (continued)

##### Held by subsidiaries (continued)

Quantum Solutions (Thailand) Co., Ltd.	Provision of delivery services and eCommerce logistics solutions	Thailand	<b>66</b>	66	<b>34</b>	34
Couriers Please Holdings Pty Ltd	Investment holding	Australia	<b>100</b>	100	–	–
Couriers Please Australia Pty Ltd	Investment holding	Australia	<b>100</b>	100	–	–
Couriers Please Pty Limited <sup>(1)</sup>	Provision of delivery services and eCommerce logistics solutions	Australia	–	100	–	–
Freight Management Holdings Pty Ltd <sup>(1)</sup>	Investment holding and provision of integrated supply chain and distribution services	Australia	–	100	–	–
efm Logistics Pty Ltd <sup>(1)</sup>	Provision of logistics consulting and warehousing services	Australia	–	100	–	–
LHA Network Services Pty Ltd <sup>(1)</sup>	Provision of logistics consulting and warehousing services	Australia	–	100	–	–
Logistics Holdings Australia Pty Ltd <sup>(1)</sup>	Provision of logistics services	Australia	–	100	–	–
Logistics Holdings Industrial Pty Ltd <sup>(1)</sup>	Provision of logistics services	Australia	–	100	–	–
BagTrans Group Pty Ltd <sup>(1)</sup>	Investment holding	Australia	–	100	–	–
BagTrans Logistics Pty Ltd <sup>(1)</sup>	Investment holding	Australia	–	100	–	–

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 6. GROUP STRUCTURE (continued)

### 6.5 Listing of companies in the Group (continued)

Name	Principal activities	Place of incorporation	Proportion of ownership interest and voting rights held			
			by the Group		by the NCI	
			2025	2024	2025	2024
			%	%	%	%

#### SUBSIDIARIES (continued)

##### Held by subsidiaries (continued)

BagTrans Pty Limited <sup>(1)</sup>	Provision of logistics services	Australia	-	100	-	-
BTH2 Pty. Limited <sup>(1)</sup>	Provision of logistics services	Australia	-	100	-	-
BagTrans Holdings Pty Limited <sup>(1)</sup>	Provision of logistics services	Australia	-	100	-	-
BagTrans Operations (Depot) Pty Ltd <sup>(1)</sup>	Provision of logistics services	Australia	-	100	-	-
BagTrans Operations (Local) Pty Ltd <sup>(1)</sup>	Provision of logistics services	Australia	-	100	-	-
BagTrans Operations (Management) Pty Ltd <sup>(1)</sup>	Provision of management and consultancy services to related entities	Australia	-	100	-	-
Flemington Fields Pty Ltd <sup>(1)</sup>	Provision of logistics services	Australia	-	100	-	-
Otway Logistics Pty Ltd <sup>(1)</sup>	Investment holding	Australia	-	100	-	-
Niche Logistics Pty Ltd <sup>(1)</sup>	Provision of freight logistics services	Australia	-	100	-	-
Flip Group Technologies Pty Ltd <sup>(1)</sup>	Provision of management and system support related services to its related entities	Australia	-	100	-	-
Flip Technologies Pty Ltd <sup>(1)</sup>	Provision of management and system support related services to its related entities	Australia	-	100	-	-
Andromeda Nominees Pty. Ltd. <sup>(1)</sup>	Provision of logistics services	Australia	-	100	-	-
Spectrum Transport Consol 1 Pty Ltd <sup>(1)</sup>	Investment holding	Australia	-	100	-	-

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 6. GROUP STRUCTURE (continued)

### 6.5 Listing of companies in the Group (continued)

Name	Principal activities	Place of incorporation	Proportion of ownership interest and voting rights held			
			by the Group		by the NCI	
			2025	2024	2025	2024
			%	%	%	%

#### SUBSIDIARIES (continued)

##### Held by subsidiaries (continued)

Spectrum Transport QLD Pty Ltd <sup>(1)</sup>	Provision of logistics services	Australia	–	100	–	–
Spectrum Transport NSW Pty Ltd <sup>(1)</sup>	Provision of logistics services	Australia	–	100	–	–
Spectrum Transport VIC Pty Ltd <sup>(1)</sup>	Provision of logistics services	Australia	–	100	–	–
Spectrum Transport Equipment Pty Ltd <sup>(1)</sup>	Provision of logistics services	Australia	–	100	–	–
M J Luff Pty Ltd <sup>(1)</sup>	Investment holding	Australia	–	100	–	–
Border Express Pty Ltd <sup>(1)</sup>	Provision of logistics services	Australia	–	100	–	–
Yandilla Pty Ltd <sup>(1)</sup>	Provision of logistics services	Australia	–	100	–	–
Famous Holdings Pte Ltd	Investment holding and provision of management services	Singapore	100	100	–	–
Famous Air & Sea Services Pte. Ltd.	Freight forwarding	Singapore	100	100	–	–
FPS Global Logistics Pte. Ltd.	Freight forwarding	Singapore	100	100	–	–
Famous Pacific Shipping (WA) Pty Ltd	Freight collections transshipments	Australia	100	100	–	–
Shinyei Shipping Co Ltd <sup>(2)</sup>	Freight forwarding	Japan	89	89	11	11
Tras – Inter Co., Ltd <sup>(2)</sup>	Customs brokerage and freight forwarding	Japan	89	89	11	11
FPS Famous Pacific Shipping Sdn. Bhd.	Freight forwarding	Malaysia	100	100	–	–

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 6. GROUP STRUCTURE (continued)

### 6.5 Listing of companies in the Group (continued)

Name	Principal activities	Place of incorporation	Proportion of ownership interest and voting rights held			
			by the Group		by the NCI	
			2025	2024	2025	2024
			%	%	%	%

#### **SUBSIDIARIES** (continued)

##### Held by subsidiaries (continued)

Rotterdam Harbour Holding B.V. <sup>(3)</sup>	Investment holdings	Netherlands	<b>85</b>	85	<b>15</b>	15
FPS Famous Pacific Shipping B.V. <sup>(2)</sup>	Logistics services	Netherlands	<b>85</b>	85	<b>15</b>	15
Trans Ocean Pacific Forwarding B.V. <sup>(2)</sup>	Logistics services	Netherlands	<b>85</b>	85	<b>15</b>	15
Famous Pacific Shipping (NZ) Limited <sup>(4)</sup>	Freight forwarding	New Zealand	<b>100</b>	100	–	–
F.S. Mackenzie Limited <sup>(4)</sup>	Freight forwarding	United Kingdom	<b>100</b>	100	–	–
SingPost Investments (Tampines) Pte. Ltd.	Investment holding and real estate activities with owned or leased property	Singapore	<b>100</b>	100	–	–
SingPost Investments (Toh Guan) Pte. Ltd.	Investment holding	Singapore	<b>100</b>	100	–	–
SingPost Investments (Ecommerce Logistics) Pte. Ltd.	Investment holding	Singapore	<b>100</b>	100	–	–
SingPost Centre (Retail) Pte. Ltd.	Investment holding	Singapore	<b>100</b>	100	–	–

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 6. GROUP STRUCTURE (continued)

### 6.5 Listing of companies in the Group (continued)

Name	Principal activities	Place of incorporation	Proportion of ownership interest and voting rights held			
			by the Group		by the NCI	
			2025	2024	2025	2024
			%	%	%	%

#### SUBSIDIARIES (continued)

##### Held by subsidiaries (continued)

SingPost eCommerce Logistics Holdings Pte. Ltd.	Investment holding	Singapore	100	100	–	–
SP eCommerce (Thailand) Co Ltd <sup>(4)</sup>	eCommerce specialising in the provision of online shopping platforms and services	Thailand	100	100	–	–
SP eCommerce (Malaysia) Sdn. Bhd.	eCommerce specialising in the provision of online shopping platforms and services	Malaysia	100	100	–	–
TradeGlobal Asia Holdings Limited <sup>(7)</sup>	Investment holding	Hong Kong	100	100	–	–
Parcel Santa Pte. Ltd. <sup>(4)</sup>	Provision of eCommerce logistics solutions	Singapore	100	100	–	–
SingPost Properties Pte. Ltd. <sup>(2)</sup>	Investment holding	Singapore	100	–	–	–
SingPost Pte. Ltd. <sup>(2)</sup>	Investment holding	Singapore	100	–	–	–



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 6. GROUP STRUCTURE (continued)

### 6.5 Listing of companies in the Group (continued)

Name	Principal activities	Place of incorporation	Percentage of ownership and voting rights held by the Group	
			2025 %	2024 %

#### ASSOCIATED COMPANIES

##### Held by the Company

GDEX Berhad ^	Investment holding	Malaysia	<b>12.28</b>	12.27
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##### Held by subsidiaries

Dash Logistics Company Ltd <sup>(4)</sup>	Provision of integrated logistics, freight and transport management and aviation services	Vietnam	–	30
Morning Express & Logistics Limited <sup>(5)</sup>	Provision of courier services and provision of management services to its related company	Hong Kong	<b>33</b>	33

#### JOINT VENTURES

##### Held by subsidiaries

PT Trio SPeCommerce Indonesia <sup>(2)</sup>	Dormant	Indonesia	<b>33</b>	33
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##### Notes

All companies as at 31 March 2025 are audited by member firms of Deloitte Touche Tohmatsu Limited, except for the following:

- (1) Divested during the financial year ended 31 March 2025
- (2) Not required to be audited for the financial year ended 31 March 2025
- (3) Audited by Crowe Peak Audit & Assurance, The Netherlands
- (4) Audited by local statutory auditors in the countries of incorporation
- (5) Audited by HKCMCPA Company Limited
- (6) Placed under members' voluntary liquidation since financial year ended 31 March 2021
- (7) Placed under members' voluntary liquidation during the financial year ended 31 March 2025
- + It is considered to be a subsidiary of the Company as the Company can exercise control over its financial and operating policies and voting rights.
- ^ It is considered to be an associate of the Company as the Company can exercise significant influence over its financial and operating policies and voting rights.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 7. OTHERS

### 7.1 Holding company and related party transactions

In addition to the related party information disclosed elsewhere in the financial statements, the Group had the following significant transactions with its related parties at terms agreed between the parties:

#### (a) Sales and purchases of goods and services

	Group	
	2025	2024
	S\$'000	S\$'000
Services received from associated companies	(336)	(866)
Services rendered to related companies of a substantial shareholder	16,467	15,352
Sale of property, plant and equipment to a substantial shareholder	-	4,500
Services received from related companies of a substantial shareholder	(26,726)	(14,928)

During the financial year ended 31 March 2025, the Company made payments on behalf of subsidiaries totalling S\$0.5 million (2024: S\$1.0 million) which were subsequently reimbursed.

Outstanding balances at 31 March 2025, arising from sale/purchase of goods and services, are unsecured and receivable/payable within 12 months from the end of the reporting period and are disclosed in Notes 3.2 and 3.10 respectively.

#### (b) Key management personnel compensation is as follows:

	Group	
	2025	2024
	S\$'000	S\$'000
Salaries and other short-term employee benefits	5,855	6,301
Post-employment benefits	113	111
Share-based staff costs	(1,062)	2,031
	4,906	8,443

Included in the above is total compensation to non-executive directors of the Company amounting to S\$1,338,470 (2024: S\$1,207,970) based on the non-executive director remuneration framework.

The key management personnel for the financial year reflects the key management positions (2024: executive key management positions and the Group CEO) as at the end of that financial year.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 7. OTHERS (continued)

### 7.2 Post-employment benefits

The Group operates one defined benefit pension plan in Japan to provide pensions for employees upon retirement.

	Group	
	2025	2024
	S\$'000	S\$'000
<hr/>		
The amount recognised in the statement of financial position is determined as follows:		
Present value of unfunded obligations (Note 3.10)	<b>1,326</b>	1,715
<hr/>		
The amounts recognised in profit or loss are as follows:		
Current service cost	<b>295</b>	498
Interest cost	<b>27</b>	23
	<b>322</b>	521
<hr/>		
Beginning of financial year	<b>1,715</b>	1,832
Current service cost	<b>295</b>	498
Interest cost	<b>27</b>	23
Benefits paid	<b>(525)</b>	(431)
Currency translation differences	<b>(186)</b>	(207)
End of financial year	<b>1,326</b>	1,715
<hr/>		
The significant actuarial assumptions used were as follows:		
Discount rate	<b>2.30%</b>	1.7%
Retirement age	<b>60</b>	60
Salary growth rates	<b>2.5%</b>	2.8%
Withdrawal	<b>0%</b>	0%
<hr/>		
The cumulative actuarial losses recognised for the defined benefit pension plans were as follows:		
Beginning and end of financial year	<b>(11)</b>	(11)

### Material accounting policy information

#### *Defined benefit plans*

Defined benefit plans are post-employment benefit pension plans other than defined contribution plans. Defined benefit plans typically define the amount of benefit that an employee will receive on or after retirement, usually dependent on one or more factors such as age, years of service and compensation.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 7. OTHERS (continued)

### 7.2 Post-employment benefits (continued)

#### Material accounting policy information (continued)

The liability recognised in the statement of financial position (Note 3.10) in respect of a defined benefit pension plan is the present value of the defined benefit obligation at the reporting date less the fair value plan assets, together with adjustments for unrecognised past-service costs. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using market yields of high quality corporate bonds that are denominated in the currency in which the benefits will be paid, and have tenures approximating to that of the related post-employment benefit obligations.

Actuarial gains and losses are recognised in other comprehensive income in the period when they arise.

Past service costs are recognised immediately in profit or loss, unless the changes to the pension plan are conditional on the employees remaining in service for a specified period of time (the vesting period). In this case, the past service costs are amortised on a straight-line basis over the vesting period.

### 7.3 Commitments

#### (a) Capital and contractual commitments

Expenditures contracted for at the end of the reporting period but not recognised in the financial statements are as follows:

	Group		Company	
	2025	2024	2025	2024
	S\$'000	S\$'000	S\$'000	S\$'000
Property, plant and equipment	<b>26,416</b>	22,402	<b>26,416</b>	2,728
Contractual commitments	<b>15,592</b>	–	<b>15,592</b>	–

#### (b) Operating lease arrangements – where the Group is a lessee

The Group and Company lease various post offices, warehouse space and machinery under non-cancellable operating lease agreements. The leases have varying terms, escalation clauses and renewal rights.

At 31 March 2025, the Group is committed to S\$0.6 million (2024: S\$0.7 million) for short-term leases.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 7. OTHERS (continued)

### 7.3 Commitments (continued)

#### (c) Operating lease commitments – where the Group is a lessor

Operating leases, in which the Group is the lessor, relate to investment properties owned by the Group. All operating lease contracts contain market review clauses in the event that the lessee exercises its option to renew. The lessee does not have an option to purchase the property at the expiry of the lease period.

The unguaranteed residual values do not represent a significant risk for the Group, as they are not material.

Maturity analysis of operating lease income:

	Group S\$'000	Company S\$'000
<u>2025</u>		
Maturity analysis:		
Year 1	64,561	63,059
Year 2	47,212	46,214
Year 3	26,296	25,690
Year 4	8,690	8676
Year 5	1,774	1,761
Year 6 and onwards	892	892
	<b>149,425</b>	<b>146,292</b>

#### 2024

Maturity analysis:

Year 1	57,836	56,056
Year 2	48,147	47,277
Year 3	32,264	31,892
Year 4	12,757	12,649
Year 5	3,264	3,264
	<b>154,268</b>	<b>151,138</b>

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 7. OTHERS (continued)

### 7.3 Commitments (continued)

- (c) Operating lease commitments – where the Group is a lessor (continued)

#### Material accounting policy information

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

### 7.4 Events after Reporting Period

- a) On 16 April 2025, the Group entered into a deed of undertaking with Alibaba Investment Limited (AIL), pursuant to which parties have agreed that AIL shall cease to hold any shareholding in Quantum Solutions International Pte Ltd (QSI) and Cainiao will acquire the Group's entire shareholdings in 4PX (Note 4.4) for RMB515.3 million (31 March 2025: approximately S\$95.5 million). AIL's cessation of its shareholdings in QSI will be executed by way of a selective capital reduction for approximately S\$36.9 million.

The Group expects that the above transactions will be completed within 12 months from the date of this report and expects to receive net cash of approximately S\$58.6 million.

- b) Following the review of the International cross-border business by the Board, it will be reintegrated into the Singapore postal and logistics business to achieve business synergies and drive operational efficiencies in the next financial year. The cross-border business will continue to be part of the Group's product offering, leveraging the international postal network. The Group is currently assessing the impact on the financial statements.

### 7.5 Pronouncements issued but not yet effective

At the date of authorisation of these financial statements, the Group and the Company have not applied the following relevant SFRS(I) pronouncements that have been issued but are not yet effective.

#### Effective for annual periods beginning on or after 1 January 2026\*

- Amendments to SFRS(I) 9 and SFRS(I) 7: *Amendments to the Classification and Measurement of Financial Instruments*
- Annual Improvements to SFRS(I)s–Volume 11

#### Effective for annual periods beginning on or after 1 January 2027\*

- SFRS(I) 18 *Presentation and Disclosure in Financial Statements*
- SFRS(I) 19 *Subsidiaries without Public Accountability: Disclosures*

Management anticipates that the adoption of the above SFRS(I)s and amendments to SFRS(I) in future periods will not have a material impact on the financial statements of the Group and of the Company in the period of their initial adoption, except for the following:

\* Early application is permitted.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

## 7. OTHERS (continued)

### 7.5 Pronouncements issued but not yet effective (continued)

#### **SFRS(I) 18 *Presentation and Disclosures in Financial Statements***

SFRS(I) 18 replaces SFRS(I) 1-1, carrying forward many of the requirements in SFRS(I) 1-1 unchanged and complementing them with new requirements. In addition, some SFRS(I) 1-1 paragraphs have been moved to SFRS(I) 1-8 and SFRS(I) 7. Furthermore, minor amendments to SFRS(I) 1-7 and SFRS(I) 1-33 *Earnings per Share* have been made.

SFRS(I) 18 introduces new requirements to:

- present specified categories and defined subtotals in the statement of profit or loss
- provide disclosures on management-defined performance measures (MPMs) in the notes to the financial statements
- improve aggregation and disaggregation.

The amendments to SFRS(I) 1-7 and SFRS(I) 1-33, as well as the revised SFRS(I) 1-8 and SFRS(I) 7, become effective when an entity applies SFRS(I) 18. SFRS(I) 18 requires retrospective application with specific transition provisions. The Group is still in the process of assessing the impact of the new standard, particularly with respect to the structure of the Group's statement of profit or loss, the statement of cash flows and the additional disclosures required for MPMs. The Group is also assessing the impact on how information is grouped in the financial statements, including the items currently labelled as operating expenses and other income.



# SGX LISTING MANUAL REQUIREMENTS

For the Financial Year Ended 31 March 2025

## 1. MATERIAL CONTRACTS

There are no material contracts entered into by SingPost or any of its subsidiaries involving the interests of the chief executive officer, each director or controlling shareholder (as defined in the SGX Listing Manual), either still subsisting at the end of the financial year, or if not then subsisting, entered into since the end of the previous financial year.

## 2. AUDITOR'S REMUNERATION

### (a) Auditors' fees

	2025 S\$'000	2024 S\$'000
Fees on audit services paid / payable to :		
– Auditor of the Company*	1,394	1,708
– Other auditor	352	264
Fees on non-audit services paid / payable to :		
– Auditor of the Company*	78	67
	<b>1,824</b>	<b>2,039</b>

\* Includes the network of member firms of Deloitte Touche Tohmatsu Limited

### (b) Appointment of auditors

The Group has complied with Rule 712 and Rule 715 or 716 of the Listing Manual issued by Singapore Exchange Securities Trading Limited in relation to its auditors.

### (c) Review of the provision of non-audit services by the auditors

The Audit Committee has undertaken a review of non-audit services provided by the auditor and they would not, in the opinion of the Audit Committee's opinion, affect their independence.

### (d) Internal controls

Please refer to information disclosed under Principle 10 of the Corporate Governance Report.

## 3. USE OF PROCEEDS

As at 31 March 2023, the use of net proceeds of approximately S\$184.0 million (after deducting approximately S\$3.2 million professional fees and expenses) from the issuance of 107,553,907 ordinary shares in the capital of the Company to Alibaba Investment Limited on 11 January 2017 at S\$1.74 has been fully utilised and in accordance with the intended use of proceeds, as follows:

Intended Use of Proceeds	Percentage Allocated/ Amount Allocated	Percentage Utilised/ Amount Utilised
(i) the Group's business of eCommerce logistics for purposes such as investments, mergers and acquisitions and the upgrade of the Group's operations and information technology systems relating to the eCommerce logistics business	75%/ S\$138.0 million	75%/ S\$138.0 million
(ii) the general working capital of the Group was largely used to repay the working capital funding for SingPost Centre Retail Mall construction	25%/ S\$46.0 million	25%/ S\$46.0 million

# SGX LISTING MANUAL REQUIREMENTS

For the Financial Year Ended 31 March 2025

## 4. INTERESTED PERSON TRANSACTIONS

During the full year ended 31 March 2025, the following interested person transactions were entered into by the Group:

		Aggregate value of all interested person transactions during the financial period (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)		Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S\$100,000)	
	Nature of Relationship	2025	2024	2025	2024
		S\$'000	S\$'000	S\$'000	S\$'000
Sales					
Singapore Telecommunications Group	Each interested person is an associate of	-	-	-	34,728*
Starhub Group	Singapore Post Limited's controlling shareholder,	-	-	200	-
	Temasek Holdings (Private) Limited	-	-	200	34,728
Purchases					
CapitaLand Group	Each interested person is an associate of	-	-	3,446*	1,170*
Harbourfront Centre Pte Ltd	Singapore Post Limited's controlling shareholder,	-	-	-	538*
PSA Corporation	Temasek Holdings (Private) Limited	-	-	2,533*	-
Sembcorp Group		-	-	1,330*	74,000*
Singapore Telecommunications Group		-	-	1,268*	3,158*
SMRT Corporation		-	-	-	144*
Starhub Group		-	-	854*	119
Surbana Group		-	-	820*	-
		-	-	10,251	79,129
Total interested person transactions		-	-	10,451	113,857

### Note

All the transactions set out in the above table were based on the Group's interested person transactions register. They were either based on contractual values for the duration of the contracts (which vary from 1 month to 10 years) or annual values for open-ended contracts.

\* Include contracts of duration exceeding one year.

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	Chu Swee Yeok	Chng Lay Chew
Date of Appointment	1 September 2018	17 February 2025
Date of last re-appointment (if applicable)	21 July 2022	N.A.
Age	62	67
Country of Principal Residence	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	<p>Ms Chu has continued to discharge her duties well and to positively contribute to the Company.</p> <p>For more details on the NCGC's evaluation process, please refer to Principle 4: Board Membership on Pages 62 to 65 of the Annual Report.</p>	<p>Mr Chng has continued to discharge his duties well and to positively contribute to the Company.</p> <p>For more details on the NCGC's evaluation process, please refer to Principle 4: Board Membership on Pages 62 to 65 of the Annual Report.</p>
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	<p>Non-Executive, Independent Director</p> <p>Chairman of the Board Risk and Technology Committee</p> <p>Member of the Audit Committee</p>	<p>Non-Executive, Independent Director</p> <p>Member of the Audit Committee</p> <p>Member of the Board Sustainability Committee</p> <p>Member of the Board Risk and Technology Committee</p>
Professional qualifications	<p>International Directors Programme, INSEAD</p> <p>Advance Management Programme, Harvard University</p> <p>Bachelor of Science in Biochemistry (Honours), National University of Singapore</p>	<p>Bachelor of Commerce and Administration, Victoria University of Wellington, New Zealand</p> <p>Fellow of Institute of Singapore Chartered Accountants</p> <p>Fellow of Chartered Accountants Australia and New Zealand</p> <p>Fellow of CPA Australia</p> <p>International Directors Programme, INSEAD</p>

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Ng Chin Hwee	Gan Siok Hoon	Teo Swee Lian
17 February 2025	15 April 2025	21 May 2025
N.A.	N.A.	N.A.
64	51	65
Singapore	Singapore	Singapore
Mr Ng has continued to discharge his duties well and to positively contribute to the Company.  For more details on the NCGC's evaluation process, please refer to Principle 4: Board Membership on Pages 62 to 65 of the Annual Report.	Ms Gan has continued to discharge her duties well and to positively contribute to the Company.  For more details on the NCGC's evaluation process, please refer to Principle 4: Board Membership on Pages 62 to 65 of the Annual Report.	Ms Teo has continued to discharge her duties well and to positively contribute to the Company.  For more details on the NCGC's evaluation process, please refer to Principle 4: Board Membership on Pages 62 to 65 of the Annual Report.
Non-Executive	Non-Executive	Non-Executive
Non-Executive, Independent Director Member of the Finance and Investment Committee Member of the Compensation Committee Member of the Nominations and Corporate Governance Committee	Non-Executive, Non-Independent Director Member of the Finance and Investment Committee	Non-Executive, Non-Independent Director, Chairman-designate Member of the Finance and Investment Committee Member of the Compensation Committee Member of the Nominations and Corporate Governance Committee
Bachelor of Engineering (1 <sup>st</sup> Class Honours), National University of Singapore  Master of Science in Management, Massachusetts Institute of Technology, USA	Master of Science in Management, Stanford University  Bachelor's degree in Accountancy (Honours), Nanyang Technological University	Master of Science in Applied Statistics, University of Oxford  Bachelor of Science (Honours) in Mathematics, Imperial College of Science and Technology, University of London

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	Chu Swee Yeok	Chng Lay Chew
<b>Working experience and occupation(s) during the past 10 years</b>	August Global Partners Pte Ltd (2022 to present): Executive Director  EDBI Pte Ltd (2009 to 2023): Chief Executive Officer and President	Singapore Exchange Limited (2011 to 2020): Chief Financial Officer
<b>Shareholding interest in the listed issuer and its subsidiaries?</b>	No	Yes
<b>Shareholding Details</b>	Nil	Direct interest - 30,000 ordinary shares in Singapore Post Limited
<b>Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries</b>	Nil	Nil
<b>Conflict of interest (including any competing business)</b>	Nil	Nil
<b>Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer</b>	Yes	Yes

ADDITIONAL INFORMATION  
ON DIRECTORS SEEKING RE-ELECTION

Ng Chin Hwee	Gan Siok Hoon	Teo Swee Lian
SIA Engineering Company Limited (2020 to 2023): Chief Executive Officer and Executive Director  Singapore Airlines Limited (2008 to 2020): Executive Vice President for Human Resources and Operations	Singapore Telecommunications Limited (" <b>Singtel</b> ") (2025 to present): Deputy Group Chief Corporate Officer  Singtel (Jan 2024 to Dec 2024): Managing Director (Group Finance)  Singtel (2020 to 2024): Managing Director, Mobile Marketing & Sales  Singtel (2018 to 2020): Vice President, Mobile Marketing & Sales  Singtel (2016 to 2018): Vice President, Consumer Sales  Singtel (2013 to 2016): Vice President, mCommerce	Monetary Authority of Singapore (" <b>MAS</b> ") (2013 to 2015): Special Advisor, Managing Director's Office of MAS  Various board directorships
No	No	No
Nil	Nil	Nil
Nil	Ms Gan is the Deputy Group Chief Corporate Officer of Singtel, which is a substantial shareholder of the Company.	Nil
Nil	Nil	Nil
Yes	Yes	Yes

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	Chu Swee Yeok	Chng Lay Chew
<b>Other Principal Commitments including Directorships</b>		
<b>Past (for the last 5 years)</b>	<ul style="list-style-type: none"> <li>• EDBI Pte Ltd (Chief Executive Officer and President)</li> <li>• Singapore – Suzhou Township Development Pte Ltd (Director)</li> <li>• Biomedical Sciences Investment Fund Pte Ltd (Director)</li> <li>• Jungle Ventures II, L.P. (Member, Limited Partners Advisory Committee)</li> <li>• Kaiwu Waiden Capital, L.P. (Member, Limited Partners Advisory Committee)</li> <li>• BVCF III, L.P. (Member, Limited Partners Advisory Committee)</li> <li>• Zouk Growth II (A) LP (Member, Limited Partners Advisory Committee)</li> <li>• Bioveda China Fund II, L.P. (Member, Limited Partners Advisory Committee)</li> <li>• Pegasus Asia (Director)</li> <li>• NTUC Enterprise Corporate Venturing Task Force (Advisory Member)</li> </ul>	<ul style="list-style-type: none"> <li>• Asia Converge Pte Ltd (Director)</li> <li>• Asiaclear Pte Ltd (Director)</li> <li>• Asian Gateway Investments Pte. Ltd. (Director)</li> <li>• Asian Gateway Investments (China) Pte. Ltd. (Director)</li> <li>• CDP Nominees Pte Ltd (Director)</li> <li>• Globalclear Pte Ltd (Director)</li> <li>• Joint Asian Derivatives Pte. Ltd. (Director)</li> <li>• Investor Relations Professionals Associations (Singapore) Ltd (Director)</li> <li>• Philippine Dealing System Holdings Corporation (Director)</li> <li>• Singapore Exchange IT Solutions Pte Limited (Director)</li> <li>• SGX International Pte. Ltd. (Director)</li> <li>• SGX Baltic Investments Pte. Ltd. (Director)</li> <li>• Securities Clearing and Computer Services (Pte) Limited (Director)</li> <li>• The Baltic Exchange Limited (Director)</li> <li>• The Baltic Exchange (Asia) Pte. Ltd. (Director)</li> </ul>



# ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Ng Chin Hwee	Gan Siok Hoon	Teo Swee Lian
<ul style="list-style-type: none"><li>• SIA Engineering Company Limited (Chief Executive Officer and Executive Director)</li><li>• Singapore Aero Engine Services Private Limited (Deputy Chairman and Director)</li><li>• Advisory Council on Community Relations in Defence (Employer and Business)(Member)</li><li>• Future Economy Council, Trade and Connectivity (Sub-Committee, Member)</li><li>• Singapore University of Technology and Design (Advisory Board of the Engineering Systems and Design Pillar) (Member)</li></ul>	<ul style="list-style-type: none"><li>• SingNet Pte Ltd (Director)</li><li>• Telecom Equipment Pte Ltd (Director)</li></ul>	<ul style="list-style-type: none"><li>• Singapore Telecommunications Ltd (Director)</li><li>• AIA Group Limited (Director)</li><li>• Dubai Financial Services Authority (Director)</li><li>• Avanda Investment Management Pte. Ltd. (Director)</li></ul>

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	Chu Swee Yeok	Chng Lay Chew
<b>Present</b>	<p><u>Other principal commitments:</u></p> <ul style="list-style-type: none"> <li>August Global Partners Pte Ltd (Executive Director)</li> </ul> <p><u>Other non-listed companies:</u></p> <ul style="list-style-type: none"> <li>ALPS Pte Ltd (Director)</li> <li>Tangram Asia Capital LLP (Director)</li> <li>National Healthcare Group Pte Ltd (Director)</li> <li>Anext Bank Pte Ltd (Director)</li> </ul>	<p><u>Other principal commitments:</u></p> <ul style="list-style-type: none"> <li>AWWA Ltd. (Director)</li> <li>WWF-World Wide Fund for Nature (Singapore) Limited (Director)</li> <li>ISTARI Pte. Ltd. (Director)</li> </ul> <p><u>Other listed company:</u></p> <ul style="list-style-type: none"> <li>IREIT Global Group Pte. Ltd. (as manager of IREIT Global) (Director)</li> </ul> <p><u>Other non-listed companies:</u></p> <ul style="list-style-type: none"> <li>ISTARI Investment Holdings Pte. Ltd. (Director)</li> <li>ISTARI Global (Singapore) Pte. Ltd. (Director)</li> <li>ISTARI International (UK) Ltd (Director)</li> <li>ISTARI International (US) LLC (Director)</li> <li>NUHS Fund Limited (Director)</li> </ul>
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Ng Chin Hwee	Gan Siok Hoon	Teo Swee Lian
<p><u>Other principal commitment:</u></p> <ul style="list-style-type: none"> <li>SMRT Corporation Ltd (Director)</li> </ul> <p><u>Other non-listed companies:</u></p> <ul style="list-style-type: none"> <li>SMRT Trains Ltd. (Director)</li> <li>Stellar Ace Outdoor Pte. Ltd. (Director)</li> <li>Stellar Ace Pte. Ltd. (Director)</li> <li>Civil Aviation Authority of Singapore (CAAS) (CAAS' Air Hub Development Advisory Committee)</li> <li>Singapore Aviation Academy (Senior Fellow)</li> </ul>	<p><u>Other principal commitment:</u></p> <ul style="list-style-type: none"> <li>Singtel (Deputy Group Chief Corporate Officer)</li> </ul> <p><u>Other non-listed companies:</u></p> <ul style="list-style-type: none"> <li>GDL Lifestream Pte. Ltd. (Director)</li> <li>HOOQ Holdings Pte. Ltd. (Director)</li> <li>HOOQ Digital Holdings Pte. Ltd. (Director)</li> <li>Integrated Digital Mall Pte. Ltd. (Director)</li> <li>Life Innovation Israel Ltd (Director)</li> <li>LYKE @ Singtel Pte. Ltd. (Director)</li> <li>Singtel Digital Life Pte. Ltd. (Director)</li> <li>Singtel Idea Factory Pte. Ltd. (Director)</li> <li>Singtel Strategy Pte. Ltd. (Director)</li> <li>Singtel Land Pte. Ltd. (Director)</li> <li>Singtel Somerset Pte. Ltd. (Director)</li> </ul>	<p><u>Other principal commitments:</u></p> <ul style="list-style-type: none"> <li>CapitaLand Integrated Commercial Trust Management Limited (as manager of CapitaLand Commercial Trust) (Chairman &amp; Director)</li> <li>HSBC Holdings PLC (Director)</li> <li>Clifford Capital Holdings Pte. Ltd. (Director)</li> <li>CSCC Agape Fund, Caritas Singapore Community Council Limited (Member of the Board of Trustees)</li> </ul> <p><u>Other non-listed companies:</u></p> <ul style="list-style-type: none"> <li>Clifford Capital Pte. Ltd. (Director)</li> </ul>
No	No	No

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	Chu Swee Yeok	Chng Lay Chew
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No
(c) Whether there is any unsatisfied judgment against him?	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No



## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	Chu Swee Yeok	Chng Lay Chew
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No

Ng Chin Hwee	Gan Siok Hoon	Teo Swee Lian
No	No	No
No	No	No
No	No	No
No	No	No



## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	Chu Swee Yeok	Chng Lay Chew
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :-		
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No

# ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Ng Chin Hwee	Gan Siok Hoon	Teo Swee Lian
No	No	No
No	No	No
No	No	No
No	No	No
No	No	No

# SHAREHOLDING STATISTICS

As at 30 May 2025

No. of Issued Shares	:	2,275,089,525
No. of Issued Shares excluding Treasury Shares	:	2,251,267,753
No. of Treasury Shares held	:	23,821,772
No. of Subsidiary Holdings held	:	Nil
Percentage of the aggregate no. of Treasury Shares and Subsidiary Holdings held	:	1.06%
Class of Shares	:	Ordinary Shares
No. of Shareholders	:	32,001

## VOTING RIGHTS (EXCLUDING TREASURY SHARES)

On show of hands – each member present in person and each proxy shall have one vote.

On poll – every member present in person or by proxy shall have one vote for every share he holds or represents.

(The Company cannot exercise any voting rights in respect of shares held by it as treasury shares or subsidiary holdings<sup>(1)</sup>)

### Note

<sup>(1)</sup> "Subsidiary holdings" is defined in the Listing Manual to mean shares referred to in Sections 21(4), 21(4B), 21(6A) and 21(6C) of the Companies Act 1967.

## Substantial Shareholders

(as shown in the Register of Substantial Shareholders)

	No. of Shares	
	Direct Interest	Deemed Interest
Temasek Holdings (Private) Limited	–	495,225,194 <sup>(1)</sup>
Singapore Telecommunications Limited	494,000,000	–
Alibaba Investment Limited	255,149,907	–
Alibaba Group Holding Limited	–	255,149,907 <sup>(2)</sup>

### Notes

<sup>(1)</sup> Deemed through its subsidiary, Singapore Telecommunications Limited, and its associated company, DBS Group Holdings Ltd.

<sup>(2)</sup> Deemed through its subsidiary, Alibaba Investment Limited.

## ANALYSIS OF SHAREHOLDERS

Range of Shareholdings	No. of Shareholders	%	No. of Shares (Excluding Treasury Shares)	%*
1 – 99	93	0.29	3,599	0.00
100 – 1,000	3,926	12.27	3,595,395	0.16
1,001 – 10,000	17,504	54.70	96,070,174	4.27
10,001 – 1,000,000	10,406	32.52	550,041,522	24.43
1,000,001 and above	72	0.22	1,601,557,063	71.14
	32,001	100.00	2,251,267,753	100.00

### Note

\* the percentage of issued ordinary shares is calculated based on the number of issued ordinary shares as at 30 May 2025, excluding any ordinary shares held in treasury as at that date.

# SHAREHOLDING STATISTICS

As at 30 May 2025

## MAJOR SHAREHOLDERS LIST – TOP 20

No.	Name	No. of Shares Held	% *
1	Singapore Telecommunications Limited	494,000,000	21.94
2	Raffles Nominees (Pte.) Limited	319,616,666	14.20
3	Citibank Nominees Singapore Pte Ltd	214,528,228	9.53
4	DBS Nominees (Private) Limited	149,142,630	6.62
5	DBSN Services Pte. Ltd.	55,220,359	2.45
6	Maybank Securities Pte. Ltd.	43,400,317	1.93
7	HSBC (Singapore) Nominees Pte Ltd	35,229,160	1.56
8	United Overseas Bank Nominees (Private) Limited	31,418,060	1.40
9	OCBC Securities Private Limited	25,498,307	1.13
10	Phillip Securities Pte Ltd	23,774,774	1.06
11	OCBC Nominees Singapore Private Limited	18,612,200	0.83
12	Heng Siew Eng	13,839,400	0.61
13	CGS International Securities Singapore Pte. Ltd.	12,702,780	0.56
14	Soon Lee Heng Realty Pte Ltd	10,000,000	0.44
15	IFast Financial Pte. Ltd.	9,020,594	0.40
16	Toh Capital Pte Ltd	8,343,000	0.37
17	Sunrise Textile Accessories (Pte.) Ltd	6,900,000	0.31
18	Hong Leong Finance Nominees Pte Ltd	6,249,000	0.28
19	Moomoo Financial Singapore Pte. Ltd.	6,243,377	0.28
20	UOB Kay Hian Private Limited	6,182,700	0.27
		<u>1,489,921,552</u>	<u>66.17</u>

### Note

\* the percentage of issued ordinary shares is calculated based on the number of issued ordinary shares as at 30 May 2025, excluding any ordinary shares held in treasury as at that date.

## SHAREHOLDING HELD IN HANDS OF PUBLIC

Based on information available to the Company as at 30 May 2025, approximately 66.72% of the issued ordinary shares (excluding ordinary shares held in treasury) are held by the public and therefore, Rule 723 of the Listing Manual of the Singapore Exchange Securities Trading Limited is complied with.







**Singapore Post Limited**  
Co. Reg. No. 199201623M

**Registered Office**  
10 Eunos Road 8  
Singapore Post Centre  
Singapore 408600  
[www.singpost.com](http://www.singpost.com)







## SINGAPORE POST LIMITED

(Incorporated in the Republic of Singapore)

Company Registration Number: 199201623M

24 June 2025

Dear Shareholder

We are pleased to enclose printed copies of the Notice and Proxy Form for the upcoming 33<sup>rd</sup> Annual General Meeting (“AGM”) of Singapore Post Limited (“SingPost”) which will be held at Suntec Singapore Convention & Exhibition Centre, Level 3, Summit 1, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Wednesday, 23 July 2025 at 2.30 p.m.. The AGM will be held in a wholly physical format. **There will be no option for shareholders to participate virtually.**

In line with the SingPost Group’s sustainability strategy, we have discontinued the practice of mailing SingPost’s Annual Reports to shareholders. Instead, SingPost’s Annual Report for the financial year ended 31 March 2025, and its Letter to Shareholders dated 24 June 2025 (in relation to the proposed renewal of the shareholders mandate for interested person transactions and the proposed renewal of the share purchase mandate), will be available for download from SingPost’s corporate website from the date of this letter.

The Annual Report and the Letter to Shareholders may be accessed at the URLs <https://www.singpost.com/about-us/investor-relations/annual-reports> and <https://www.singpost.com/about-us/investor-relations/shareholder-meetings>, respectively. You will need an internet browser and PDF reader to view these documents.

- To access the Annual Report, click on the hyperlink for “DOWNLOAD FULL ANNUAL REPORT” under “FY2024/25”.
- To access the Letter to Shareholders, click on the hyperlink for “Letter to Shareholders” under “FY2024/25 AGM”.

The above documents will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

We hope that you will join our sustainability efforts. If you still wish to receive a printed copy of the Annual Report and the Letter to Shareholders for this year, please complete the Request Form below and return it to SingPost no later than 10 July 2025.

By completing, signing and returning the Request Form to us, you agree and acknowledge that we and/or our service provider(s) may collect, use and disclose your personal data, as contained in your submitted Request Form or which is otherwise collected from you (or your authorised representative(s)), for the purpose of processing and effecting your request.

Yours faithfully  
For and on behalf of  
Singapore Post Limited

Jonathan Ooi Wei Hsin (Mr)  
Company Secretary

---

### Request Form

**To: Singapore Post Limited**

Please send me a printed copy of each of the Annual Report for the financial year ended 31 March 2025 and the Letter to Shareholders dated 24 June 2025.

Name of Shareholder: \_\_\_\_\_

Company Registration Number (if applicable): \_\_\_\_\_

Mailing Address: \_\_\_\_\_

Signature(s): \_\_\_\_\_

Date: \_\_\_\_\_

**Note:** This request is valid for the Annual Report 2024/25 and Letter to Shareholders dated 24 June 2025 only.



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SingPost Regional eCommerce Logistics Hub  
Singapore 533864

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**SINGAPORE POST LIMITED**  
(Incorporated in the Republic of Singapore)  
Company Registration Number: 199201623M

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE 33<sup>rd</sup> ANNUAL GENERAL MEETING of Singapore Post Limited (“**Company**”) will be held at Suntec Singapore Convention & Exhibition Centre, Level 3, Summit 1, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Wednesday, 23 July 2025 at 2.30 p.m. to transact the following business:

**ROUTINE BUSINESS**

1. To receive and adopt the audited Financial Statements for the financial year ended 31 March 2025, and the Directors’ Statement and Independent Auditor’s Report thereon. (Ordinary Resolution 1)
2. To declare a special tax exempt one-tier dividend of 9 cents per ordinary share in respect of the financial year ended 31 March 2025. (Ordinary Resolution 2)
3. To re-elect Ms Chu Swee Yeok, a director who retires in accordance with Article 98(a) of the Company’s Constitution and who, being eligible, offers herself for re-election. (Ordinary Resolution 3)
4. To re-elect the following directors who retire in accordance with Article 104 of the Company’s Constitution and who, being eligible, offer themselves for re-election:
  - (a) Mr Chng Lay Chew (Ordinary Resolution 4)
  - (b) Mr Ng Chin Hwee (Ordinary Resolution 5)
  - (c) Ms Gan Siok Hoon (Ordinary Resolution 6)
  - (d) Ms Teo Swee Lian (Ordinary Resolution 7)
5. To approve directors’ fees payable by the Company of S\$1,338,470 for the financial year ended 31 March 2025 (2024: S\$1,207,970). (Ordinary Resolution 8)
6. To re-appoint Deloitte & Touche LLP as Auditor of the Company and to authorise the directors to fix its remuneration. (Ordinary Resolution 9)

**EXPLANATORY NOTES ON ROUTINE BUSINESS TO BE TRANSACTED**

In relation to the retirement of directors by rotation at the 33<sup>rd</sup> Annual General Meeting, Mr Simon Israel, Mr Bob Tan Beng Hai and Mrs Fang Ai Lian are also due to retire by rotation and they have each given notice to the Company that they do not wish to be re-elected to office thereat. Ms Elizabeth Kong Sau Wai will also step down from the Board of Directors at the close of the Annual General Meeting.

**Ordinary Resolution 3**

Ms Chu Swee Yeok will, upon re-election as a director of the Company, remain as the chairman of the Board Risk and Technology Committee and a member of the Audit Committee. Ms Chu is considered by the Board of Directors to be independent. Information relating to Ms Chu, including the information as set out in Appendix 7.4.1 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), can be found in the “Board of Directors” section and the “Additional Information on Directors Seeking Re-Election” section of the Company’s Annual Report 2024/25.

#### Ordinary Resolution 4

Mr Chng Lay Chew will, upon re-election as a director of the Company, remain as a member of each of the Audit Committee, the Board Sustainability Committee and the Board Risk and Technology Committee. Mr Chng is considered by the Board of Directors to be independent. Information relating to Mr Chng, including the information as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST, can be found in the “Board of Directors” section and the “Additional Information on Directors Seeking Re-Election” section of the Company’s Annual Report 2024/25.

#### Ordinary Resolution 5

Mr Ng Chin Hwee will, upon re-election as a director of the Company, remain as a member of each of the Finance and Investment Committee, the Compensation Committee and the Nominations and Corporate Governance Committee. Mr Ng is considered by the Board of Directors to be independent. Information relating to Mr Ng, including the information as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST, can be found in the “Board of Directors” section and the “Additional Information on Directors Seeking Re-Election” section of the Company’s Annual Report 2024/25.

#### Ordinary Resolution 6

Ms Gan Siok Hoon will, upon re-election as a director of the Company, remain as a member of the Finance and Investment Committee. Ms Gan is considered by the Board of Directors to be non-independent as she is the Deputy Group Chief Corporate Officer of Singapore Telecommunications Limited (“Singtel”), which is a 21.94% shareholder of the Company. Information relating to Ms Gan, including the information as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST, can be found in the “Board of Directors” section and the “Additional Information on Directors Seeking Re-Election” section of the Company’s Annual Report 2024/25.

#### Ordinary Resolution 7

Ms Teo Swee Lian will, upon re-election as a director of the Company, remain as a member of each of the Finance and Investment Committee, the Compensation Committee and the Nominations and Corporate Governance Committee. As announced by the Company on 21 May 2025, Ms Teo is the current Chairman-designate. She will take over as Chairman of the Board following the retirement of Mr Simon Israel as a director and Chairman of the Board with effect from the conclusion of the Annual General Meeting. Ms Teo was an independent non-executive director of Singtel before she stepped down from the Singtel board on 30 July 2024. While Ms Teo was neither appointed as a nominee director of Singtel to the Company’s Board of Directors nor is she considered to be directly associated with Singtel for the purposes of the Code of Corporate Governance 2018, nevertheless, to provide added assurance to stakeholders, Ms Teo is treated by the Company as a non-independent director. Information relating to Ms Teo, including the information as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST, can be found in the “Board of Directors” section and the “Additional Information on Directors Seeking Re-Election” section of the Company’s Annual Report 2024/25.

#### Ordinary Resolution 8

Additional information on the directors’ fees (including information on the non-executive directors’ remuneration framework) can be found in the “Corporate Governance Report” section of the Company’s Annual Report 2024/25.

### SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without any amendments, the following Resolutions 10 to 13 as ordinary resolutions:

#### Authority to Issue Shares and to Make or Grant Convertible Instruments

7. That authority be and is hereby given to the directors to:

- (a) (i) issue shares of the Company (“**shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the directors may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the directors while this Resolution was in force,

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 10% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”)) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
  - (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed; and
  - (ii) any subsequent bonus issue or consolidation or sub-division of shares,

and, in sub-paragraph (1) above and this sub-paragraph (2), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

(Ordinary Resolution 10)

## Authority to Grant Share Awards and Allot/Issue Shares

8. That approval be and is hereby given to the directors to:

- (a) grant awards in accordance with the provisions of the Singapore Post Restricted Share Plan 2013 ("**Restricted Share Plan 2013**") and to allot and issue from time to time such number of fully paid-up ordinary shares as may be required to be delivered pursuant to the vesting of awards under the Restricted Share Plan 2013; and
- (b) allot and issue from time to time such number of ordinary shares as may be required to be issued pursuant to the exercise of options granted under Singapore Post Share Option Scheme 2012 ("**Share Option Scheme 2012**"),

provided that the aggregate number of (i) new ordinary shares allotted and issued and/or to be allotted and issued pursuant to awards granted under the Restricted Share Plan 2013, and (ii) new ordinary shares allotted and issued and/or to be allotted and issued pursuant to options granted under the Share Option Scheme 2012, shall not exceed 5% of the total number of issued ordinary shares (excluding treasury shares and subsidiary holdings) from time to time and in this Resolution, "subsidiary holdings" has the meaning given to it in the Listing Manual of the Singapore Exchange Securities Trading Limited.

(Ordinary Resolution 11)

## Proposed Renewal of the Shareholders Mandate for Interested Person Transactions

9. 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, 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 Letter to Shareholders dated 24 June 2025 ("**Letter**") with any party who is of the class of interested persons described in the Appendix to the Letter, 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 sub-paragraph (a) above ("**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 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/she may consider expedient or necessary or in the interests of the Company to give effect to the Shareholders Mandate and/or this Resolution.

(Ordinary Resolution 12)

## Proposed Renewal of the Share Purchase Mandate

10. That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act 1967 (“**Act**”), the exercise by the directors of all the powers of the Company to purchase or otherwise acquire issued ordinary shares 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:
  - (i) market purchase(s) on the Singapore Exchange Securities Trading Limited (“**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 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 (“**Share Purchase Mandate**”);

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the directors 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 the 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 during the relevant five-day period and the date of the 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;

**“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 treasury shares and subsidiary holdings (as defined in the Listing Manual of the SGX-ST)); 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, whether pursuant to a market purchase or an off-market purchase, 105% of the Average Closing Price of the Shares; and

- (d) the directors 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/she may consider expedient or necessary or in the interests of the Company to give effect to the Share Purchase Mandate and/or this Resolution.

(Ordinary Resolution 13)

## **BY ORDER OF THE BOARD**

**Jonathan Ooi Wei Hsin (Mr)**  
Company Secretary

Singapore  
24 June 2025

**EXPLANATORY NOTES ON SPECIAL BUSINESS TO BE TRANSACTED  
STATEMENT PURSUANT TO ARTICLE 61 OF THE CONSTITUTION OF THE COMPANY**

**Ordinary Resolution 10**

Ordinary Resolution 10 is to empower the directors to issue shares of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to an amount not exceeding in total 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings), with a sub-limit of 10% for issues other than on a *pro rata* basis to shareholders of the Company. The 10% sub-limit for non-*pro rata* share issues is lower than the 20% sub-limit allowed under the Listing Manual of the SGX-ST. The Company is seeking approval from shareholders for a lower sub-limit for non-*pro rata* share issues as it does not anticipate that it will require a higher sub-limit before the next Annual General Meeting. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time that Ordinary Resolution 10 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time that Ordinary Resolution 10 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.

**Ordinary Resolution 11**

Ordinary Resolution 11 is to empower the directors:

- (a) to grant awards in accordance with the provisions of the Restricted Share Plan 2013 and to allot and issue from time to time such number of fully paid-up ordinary shares as may be required to be delivered pursuant to the vesting of awards under the Restricted Share Plan 2013; and
- (b) to allot and issue ordinary shares pursuant to the Share Option Scheme 2012,

provided that the aggregate number of ordinary shares allotted and issued and/or to be allotted and issued pursuant to the Restricted Share Plan 2013 and the Share Option Scheme 2012 does not exceed 5% of the total number of issued ordinary shares (excluding treasury shares and subsidiary holdings) for the time being. The Share Option Scheme 2012 expired on 28 June 2022. The expiry of the Share Option Scheme 2012 does not, however, affect the options which have been granted and accepted prior to such expiry, whether such options have been exercised (whether fully or partially) or not.

Although the Rules of the Restricted Share Plan 2013 and the Share Option Scheme 2012 provide that the maximum aggregate number of ordinary shares which may be issued under the Restricted Share Plan 2013 and the Share Option Scheme 2012 is limited to 10% of the total number of issued ordinary shares (excluding treasury shares and subsidiary holdings) of the Company, Ordinary Resolution 11 provides for a lower limit, namely, 5% of the total number of issued ordinary shares (excluding treasury shares and subsidiary holdings), as the Company does not anticipate that it will require a higher limit before the next Annual General Meeting.

**Ordinary Resolution 12**

Ordinary Resolution 12 is to renew the mandate to enable 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 certain interested person transactions with certain specified classes of interested persons as described in the Appendix to the Letter. Ordinary Resolution 12 will, if passed, continue to be in force until the conclusion of the next Annual General Meeting of the Company.

**Ordinary Resolution 13**

Ordinary Resolution 13 is to renew the mandate to enable the Company to purchase or otherwise acquire its issued Shares, on the terms and subject to the conditions set out in the Resolution.

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 30 May 2025 ("**Latest Practicable Date**") (out of which 23,821,772 Shares were held in treasury and no shares were held as subsidiary holdings as at the Latest Practicable Date), and assuming that on or prior to the Annual General Meeting, (a) no further Shares are issued, (b) no further Shares are purchased or acquired, or held by the Company as treasury shares, (c) no treasury shares are transferred out of treasury or cancelled, and (d) no Shares are held as subsidiary holdings, the purchase by the Company of 10% of its issued Shares (excluding the 23,821,772 Shares held in treasury as at that date) will result in the purchase or acquisition of 225,126,775 Shares.

In the case of both market purchases and off-market purchases by the Company and assuming that the Company purchases or acquires the 225,126,775 Shares at the Maximum Price of S\$0.586 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 225,126,775 Shares is S\$131,924,290.

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 2025 based on these assumptions are set out in paragraph 3.7 of the Letter.

**Notes:**

*Format of Meeting*

1. The Annual General Meeting will be held, in a wholly physical format, at Suntec Singapore Convention & Exhibition Centre, Level 3, Summit 1, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Wednesday, 23 July 2025 at 2.30 p.m.. Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the Annual General Meeting by attending the Annual General Meeting in person. **There will be no option for shareholders to participate virtually.**

Printed copies of this Notice and the accompanying proxy form will be sent by post to members. These documents will also be published on the Company's website at the URL <https://www.singpost.com/about-us/investor-relations/shareholder-meetings> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

*Appointment of Proxy(ies)*

2. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy(ies) appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

**"Relevant intermediary"** has the meaning ascribed to it in Section 181 of the Companies Act 1967.

A member who wishes to appoint a proxy(ies) must complete the instrument appointing a proxy(ies), before submitting it in the manner set out below.

3. A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the Meeting as his/her/its proxy.
4. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
  - (a) if submitted personally or by post, be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
  - (b) if submitted electronically, be submitted via email to the Company's Share Registrar at [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com),

and in each case, must be lodged or received (as the case may be) not less than 72 hours before the time appointed for holding the Annual General Meeting.

5. CPF and SRS investors:
  - (a) may vote at the Annual General Meeting if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
  - (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the Annual General Meeting, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 11 July 2025.

*Submission of Questions*

6. Shareholders, including CPF and SRS investors, may submit substantial and relevant questions related to the resolutions to be tabled for approval at the Annual General Meeting in advance of the Annual General Meeting:
  - (a) by post to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
  - (b) via email to the Company at [AGM@singpost.com](mailto:AGM@singpost.com).

When submitting questions by post or via email, shareholders should also provide the following details: (i) the shareholder's full name; (ii) the shareholder's address; and (iii) the manner in which the shareholder holds shares in the Company (e.g., via CDP, CPF, SRS and/or scrip), for verification purposes.

All questions submitted in advance must be received by 5.00 p.m. on 10 July 2025.

7. The Company will address all substantial and relevant questions received from shareholders by the 10 July 2025 deadline by publishing its responses to such questions on the Company's website at the URL <https://www.singpost.com/about-us/investor-relations/shareholder-meetings> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements> at least 48 hours prior to the closing date and time for the lodgement/receipt of instruments appointing a proxy(ies). The Company will respond to questions or follow-up questions submitted after the 10 July 2025 deadline either within a reasonable timeframe before the Annual General Meeting, or at the Annual General Meeting itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
8. Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies and representatives can also ask the Chairman of the Meeting substantial and relevant questions related to the resolutions to be tabled for approval at the Annual General Meeting, at the Annual General Meeting itself.

#### *Access to Documents*

9. The Company's Annual Report 2024/25 and the Letter to Shareholders dated 24 June 2025 (in relation to the proposed renewal of the shareholders mandate for interested person transactions and the proposed renewal of the share purchase mandate) have been published and may be accessed at the Company's website as follows:
  - (a) the Company's Annual Report 2024/25 may be accessed at the URL <https://www.singpost.com/about-us/investor-relations/annual-reports> by clicking on the hyperlink for "DOWNLOAD FULL ANNUAL REPORT" under "FY2024/25"; and
  - (b) the Letter to Shareholders dated 24 June 2025 may be accessed at the URL <https://www.singpost.com/about-us/investor-relations/shareholder-meetings> by clicking on the hyperlink for "Letter to Shareholders" under "FY2024/25 AGM".

The above documents will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Members may request for printed copies of these documents by completing and returning the request form (sent to them by post together with printed copies of this Notice and the accompanying proxy form) no later than 10 July 2025.

#### **Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes"); (b) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (c) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Photographic, sound and/or video recordings of the Annual General Meeting may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared for the Annual General Meeting. Accordingly, the personal data of a member and/or of his/her/its proxy(ies) or representative(s) (such as his/her name, his/her presence at the Annual General Meeting and any questions he/she may raise or motions he/she may propose) may be recorded by the Company for such purpose.

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**SINGAPORE POST LIMITED**

(Incorporated in the Republic of Singapore)

Company Registration Number: 199201623M

**33<sup>rd</sup> ANNUAL GENERAL MEETING****PROXY FORM****IMPORTANT**

- The Annual General Meeting will be held, in a wholly physical format, at Suntec Singapore Convention & Exhibition Centre, Level 3, Summit 1, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Wednesday, 23 July 2025 at 2.30 p.m.. **There will be no option for shareholders to participate virtually.** Printed copies of the Notice of Annual General Meeting and this proxy form will be sent by post to members. These documents will also be published on the Company's website at the URL <https://www.singpost.com/about-us/investor-relations/shareholder-meetings> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
- Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of a proxy(ies).
- This proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by CPF and SRS investors. CPF and SRS investors:
  - may vote at the Annual General Meeting if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
  - may appoint the Chairman of the Meeting as proxy to vote on their behalf at the Annual General Meeting, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 11 July 2025.
- By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 24 June 2025.

I/We \_\_\_\_\_ NRIC/Passport/Co. Reg. No. \_\_\_\_\_

of \_\_\_\_\_  
being a member/members of Singapore Post Limited ("**Company**") hereby appoint:

Name	Address	NRIC/Passport No.	Proportion of Shareholdings	
			No. of Shares	%
and/or (delete as appropriate)				

or failing whom, or if no proxy is named, the Chairman of the Meeting, as my/our proxy/proxies to attend, speak and vote for me/us on my/our behalf at the 33<sup>rd</sup> Annual General Meeting of the Company to be held at Suntec Singapore Convention & Exhibition Centre, Level 3, Summit 1, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Wednesday, 23 July 2025 at 2.30 p.m. and at any adjournment thereof.

No.	Ordinary Resolutions	For	Against	Abstain
	<b>Routine Business</b>			
1.	To receive and adopt the audited Financial Statements, Directors' Statement and Independent Auditor's Report			
2.	To declare a special tax exempt one-tier dividend of 9 cents per ordinary share			
3.	To re-elect Ms Chu Swee Yeok as director			
4.	To re-elect Mr Chng Lay Chew as director			
5.	To re-elect Mr Ng Chin Hwee as director			
6.	To re-elect Ms Gan Siok Hoon as director			
7.	To re-elect Ms Teo Swee Lian as director			
8.	To approve directors' fees payable by the Company			
9.	To re-appoint Deloitte & Touche LLP as Auditor of the Company and to authorise the directors to fix its remuneration			
	<b>Special Business</b>			
10.	To authorise directors to issue shares and to make or grant instruments convertible into shares			
11.	To authorise directors to grant awards and allot/issue shares pursuant to the Singapore Post Restricted Share Plan 2013, and to allot/issue shares pursuant to the Singapore Post Share Option Scheme 2012			
12.	To approve the proposed renewal of the Shareholders Mandate for Interested Person Transactions			
13.	To approve the proposed renewal of the Share Purchase Mandate			

Voting will be conducted by poll. If you wish your proxy/proxies to cast all your votes **For** or **Against** a resolution, please indicate with an "X" in the **For** or **Against** box provided in respect of that resolution. Alternatively, please indicate the number of votes **For** or **Against** in the **For** or **Against** box provided in respect of that resolution. If you wish your proxy/proxies to abstain from voting on a resolution, please indicate with an "X" in the **Abstain** box provided in respect of that resolution. Alternatively, please indicate the number of shares that your proxy/proxies is directed to abstain from voting in the **Abstain** box provided in respect of that resolution. In any other case, the proxy/proxies may vote or abstain as the proxy/proxies deem(s) fit on any of the above resolutions if no voting instruction is specified, and on any other matter arising at the Annual General Meeting.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2025

<b>Total Number of Shares Held</b>	
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Signature(s) of Member(s) or Common Seal

Contact Number/Email Address of Member(s)

**IMPORTANT: Please read Notes**

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**SINGAPORE POST LIMITED**  
c/o Boardroom Corporate & Advisory Services Pte. Ltd.  
1 Harbourfront Avenue  
#14-07 Keppel Bay Tower  
Singapore 098632

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**Notes:**

1. If the member has shares entered against his/her/its name in the Depository Register (maintained by The Central Depository (Pte) Limited), he/she/it should insert that number of shares. If the member has shares registered in his/her/its name in the Register of Members (maintained by or on behalf of the Company), he/she/it should insert that number of shares. If the member has shares entered against his/her/its name in the Depository Register and shares registered in his/her/its name in the Register of Members, he/she/it should insert the aggregate number of shares. If no number is inserted, this instrument appointing a proxy(ies) will be deemed to relate to all the shares held by the member.
2. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.  
(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy(ies) appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.  
  
"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.  
A member who wishes to appoint a proxy(ies) must complete the instrument appointing a proxy(ies), before submitting it in the manner set out below.
3. A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the Meeting as his/her/its proxy.
4. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:  
(a) if submitted personally or by post, be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or  
(b) if submitted electronically, be submitted via email to the Company's Share Registrar at [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com),  
and in each case, must be lodged or received (as the case may be) not less than 72 hours before the time appointed for holding the Annual General Meeting.
5. Completion and submission of the instrument appointing a proxy(ies) does not preclude a member from attending, speaking and voting at the Annual General Meeting. The appointment of the proxy(ies) for the Annual General Meeting will be deemed to be revoked if the member attends the Annual General Meeting in person and in such an event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the Annual General Meeting.
6. The instrument appointing a proxy(ies) must be signed under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where an instrument appointing a proxy(ies) is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if the instrument is submitted personally or by post, be lodged with the instrument or, if the instrument is submitted electronically via email, be emailed with the instrument, failing which the instrument may be treated as invalid.
7. 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 Annual General Meeting, in accordance with Section 179 of the Companies Act 1967.
8. The Company shall be entitled to reject an instrument appointing a proxy(ies) if it is incomplete, improperly completed, 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(ies) (including any related attachment). In addition, in the case of members whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy(ies) lodged or submitted if such members are not shown to have shares entered against their names in the Depository Register as at 72 hours before the time appointed for holding the Annual General Meeting, as certified by The Central Depository (Pte) Limited to the Company.

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**SINGAPORE POST LIMITED**

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

**LETTER TO SHAREHOLDERS DATED 24 JUNE 2025**

**IN RELATION TO**

- (1) THE PROPOSED RENEWAL OF THE SHAREHOLDERS MANDATE FOR INTERESTED PERSON TRANSACTIONS; AND**
- (2) THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE.**



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## LETTER TO SHAREHOLDERS

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### SINGAPORE POST LIMITED

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

#### Directors:

Mr Simon Israel  
*(Chairman and Non-Executive Non-Independent Director)*  
Ms Teo Swee Lian  
*(Non-Executive Non-Independent Director, Chairman-designate)*  
Mrs Fang Ai Lian *(Non-Executive Lead Independent Director)*  
Ms Chu Swee Yeok *(Non-Executive Independent Director)*  
Ms Gan Siok Hoon *(Non-Executive Non-Independent Director)*  
Ms Elizabeth Kong Sau Wai *(Non-Executive Independent Director)*  
Mr Bob Tan Beng Hai *(Non-Executive Independent Director)*  
Mr Gan Chee Yen *(Non-Executive Independent Director)*  
Ms Yasmin Binti Aladad Khan *(Non-Executive Independent Director)*  
Mr Chng Lay Chew *(Non-Executive Independent Director)*  
Mr Ng Chin Hwee *(Non-Executive Independent Director)*

#### Registered Office:

10 Eunos Road 8  
Singapore Post Centre  
Singapore 408600

24 June 2025

To: The Shareholders of  
Singapore Post Limited (the “**Company**”)

Dear Sir/Madam

### 1. INTRODUCTION

#### 1.1 **Background.** We refer to:

- (a) the Notice of the 33<sup>rd</sup> Annual General Meeting of the Company dated 24 June 2025 (the “**Notice**”) convening the 33<sup>rd</sup> Annual General Meeting of the Company to be held on 23 July 2025 (the “**2025 AGM**”);
- (b) Ordinary Resolution 12 relating to the proposed renewal of the Shareholders Mandate (as defined in paragraph 2.1 below) for interested person transactions, as proposed in the Notice; and
- (c) Ordinary Resolution 13 relating to the proposed renewal of the Share Purchase Mandate (as defined in paragraph 3.1 below), as proposed in the Notice.

#### 1.2 **Letter to Shareholders.** The purpose of this Letter is to provide shareholders of the Company (the “**Shareholders**”) with information relating to Ordinary Resolutions 12 and 13, proposed in the Notice (collectively, the “**Proposals**”).

#### 1.3 **SGX-ST.** The Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) takes no responsibility for the accuracy of any statements or opinions made or reports contained in this Letter.

#### 1.4 **Advice to Shareholders.** Shareholders who are in any doubt as to the course of action they should take should consult their stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

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## LETTER TO SHAREHOLDERS

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- 1.5 **Legal Adviser.** Allen & Gledhill LLP is the legal adviser to the Company in relation to the proposed renewal of the Share Purchase Mandate.

### 2. THE PROPOSED RENEWAL OF THE SHAREHOLDERS MANDATE

- 2.1 **Shareholders Mandate.** At the annual general meeting of the Company held on 24 July 2024 (the “**2024 AGM**”), approval of the Shareholders was obtained for the renewal of 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 of the SGX-ST (the “**Listing Manual**”)) to enter into certain interested person transactions (the “**Shareholders Mandate**”) with the classes of interested persons (the “**Interested Persons**”) as set out in the Shareholders Mandate. Particulars of the Shareholders Mandate are set out in the Appendix to the Letter to Shareholders dated 25 June 2024 (the “**2024 Letter**”).

- 2.2 **Proposed Renewal of the Shareholders Mandate.** At the 2024 AGM, the Shareholders Mandate was expressed to take effect until the conclusion of the next Annual General Meeting of the Company, being the 2025 AGM. Accordingly, the Directors of the Company (the “**Directors**”) propose that the Shareholders Mandate be renewed at the 2025 AGM, to take effect until the 34<sup>th</sup> 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 **The 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 Letter.

- 2.4 **Audit Committee’s Statement.** The Audit Committee (currently comprising Mrs Fang Ai Lian, Ms Chu Swee Yeok, Mr Bob Tan Beng Hai, Mr Gan Chee Yen and Mr Chng Lay Chew) confirms that:

- (a) the methods or procedures for determining transaction prices under the Shareholders Mandate have not changed since the 2024 AGM; 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 Holdings (Private) Limited (“**Temasek**”), Singapore Telecommunications Limited (“**Singtel**”) and their respective associates, being Interested Persons (as described in paragraph 4.1 of the Appendix to this Letter), will abstain from voting their Shares, if any, in respect of Ordinary Resolution 12, being the Ordinary Resolution relating to the proposed renewal of the Shareholders Mandate to be proposed at the 2025 AGM. The Company will disregard any votes cast by Temasek, Singtel and their respective associates on Ordinary Resolution 12.

The Directors, being Interested Persons (as described in paragraph 4.1 of the Appendix to this Letter), will abstain, and will procure their associates to abstain, from voting their Shares, if any, in respect of Ordinary Resolution 12, being the Ordinary Resolution relating to the proposed renewal of the Shareholders Mandate to be proposed at the 2025 AGM. The Company will disregard any votes cast by the Directors and their respective associates, in respect of their holdings of Shares (if any) on Ordinary Resolution 12.



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## LETTER TO SHAREHOLDERS

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Each of the Directors and their respective associates will also decline to accept appointment as proxy for any Shareholder to vote in respect of Ordinary Resolution 12, unless such Shareholder has given specific instructions in a validly completed and submitted instrument appointing a proxy(ies) as to voting, or abstention from voting, in respect of Ordinary Resolution 12.

### 3. THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

- 3.1 **Share Purchase Mandate.** Shareholders had approved the renewal of the mandate (the “**Share Purchase Mandate**”) to enable the Company to purchase or otherwise acquire ordinary shares of the Company (“**Shares**”) at the 2024 AGM. The authority and limitations on the Share Purchase Mandate were set out in the 2024 Letter and Ordinary Resolution 13 set out in the Notice of the 2024 AGM.

The Share Purchase Mandate was expressed to take effect on the date of the passing of Ordinary Resolution 13 at the 2024 AGM and will expire on the date of the forthcoming 2025 AGM to be held on 23 July 2025. Accordingly, Shareholders’ approval is being sought for the renewal of the Share Purchase Mandate at the 2025 AGM.

As at 30 May 2025 (the “**Latest Practicable Date**”), the Company had not undertaken any purchase or acquisition of its Shares pursuant to the Share Purchase Mandate approved by Shareholders at the 2024 AGM.

As at the Latest Practicable Date, the Company had 23,821,772 treasury shares and no subsidiary holdings (as defined in the Listing Manual)<sup>1</sup>.

<sup>1</sup> “Subsidiary holdings” is defined in the Listing Manual to mean shares referred to in Sections 21(4), 21(4B), 21(6A) and 21(6C) of the Companies Act 1967.

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

- (a) In managing the business of the Company and its subsidiaries (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) Repurchased Shares which are held in treasury may be transferred for the purposes of any share schemes implemented by the Company. The use of treasury shares in lieu of issuing Shares would also mitigate the dilution impact on existing Shareholders.

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.

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## LETTER TO SHAREHOLDERS

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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 2025 AGM, are substantially the same as were previously approved by Shareholders at the 2024 AGM. These are summarised below:

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 2025 AGM. Treasury shares and subsidiary holdings will be disregarded for purposes of computing the 10% limit.

Purely for illustrative purposes, on the basis of 2,275,089,525 Shares in issue as at the Latest Practicable Date (out of which 23,821,772 Shares were held in treasury and no Shares were held as subsidiary holdings as at the Latest Practicable Date), and assuming that on or prior to the 2025 AGM, (i) no further Shares are issued, (ii) no further Shares are purchased or acquired, or held by the Company as treasury shares, (iii) no treasury shares are transferred out of treasury or cancelled, and (iv) no Shares are held as subsidiary holdings, not more than 225,126,775 Shares (representing 10% of the Shares in issue as at that date and disregarding the 23,821,772 Shares held in treasury as at that date) 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 2025 AGM 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 the purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated,

whichever is the earliest.

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## LETTER TO SHAREHOLDERS

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### 3.3.3 *Manner of Purchases or Acquisitions of Shares*

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

- (a) on-market purchases 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 ("**Market Purchases**"); and/or
- (b) off-market purchases of Shares by the Company effected otherwise than on a stock exchange, in accordance with an equal access scheme ("**Off-Market Purchases**").

The Directors may impose such terms and conditions which are not inconsistent with the Share Purchase Mandate, the Listing Manual and the Companies Act 1967 (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, pursuant to Rule 885 of the Listing Manual, 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 Rules 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 and must not exceed, in the case of both Market Purchases and Off-Market Purchases, 105% of the Average Closing Price of the Shares, excluding related expenses of the purchase or acquisition.

For the above purposes:

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## LETTER TO SHAREHOLDERS

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**“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 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 during the relevant five-day period and the date of the 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

**“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 2026 or 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 in force as at the Latest Practicable Date are summarised below:

3.6.1 ***Maximum Holdings***

The number of Shares held as treasury shares<sup>2</sup> cannot at any time exceed 10% of the total number of issued Shares.

<sup>2</sup> For these purposes, “treasury shares” shall be read as including shares held by a subsidiary under Sections 21(4B) or 21(6C) of the Companies Act 1967.

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.

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## LETTER TO SHAREHOLDERS

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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 is also allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

### 3.6.3 ***Disposal and Cancellation***

Where Shares are held as treasury shares, the Company may at any time (but subject always to the Singapore Code on Take-overs and Mergers (the “**Take-over Code**”)):

- (a) sell the treasury shares for cash;
- (b) transfer the treasury shares for the purposes of or pursuant to any share scheme, whether for employees, directors or other persons;
- (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 Rule 704(28) of 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 outstanding shares 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 Group and the Company 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 will correspondingly reduce the amount available for the distribution of cash dividends by the Company.

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## LETTER TO SHAREHOLDERS

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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.

The financial effects on the Group and the Company, based on the audited financial statements of the Group and the Company for the financial year ended 31 March 2025, are based on the assumptions set out below:

### 3.7.1 ***Maximum Price Paid for Shares Purchased or Acquired***

In the case of both Market Purchases and Off-Market Purchases by the Company and assuming that the Company purchases or acquires 225,126,775 Shares (representing 10% of the Shares in issue as at the Latest Practicable Date and disregarding the Shares held in treasury as at such date) at the maximum price of S\$0.586 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 225,126,775 Shares is S\$131,924,290.

### 3.7.2 ***Illustrative Financial Effects***

For illustrative purposes only and on the basis of the assumptions set out in paragraph 3.7.1 above, and further assuming that the purchase or acquisition of 10% of the Shares (excluding treasury shares and subsidiary holdings) by the Company pursuant to the Share Purchase Mandate by way of Market Purchases or Off-Market Purchases is made as to 6% out of profits and as to 4% out of capital and cancelled or held in treasury, 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 2025 are set out below.

**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 2025 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 (excluding treasury shares and subsidiary holdings), the Company may not necessarily purchase or acquire part of or the entire 10% of the issued Shares (excluding treasury shares and subsidiary holdings). 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 2026 or ability to service its debts would be adversely affected.**

## LETTER TO SHAREHOLDERS

### Scenario A

*Market Purchases or 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 2025</u>				
Share capital	638,762	585,992	638,762	585,992
Capital reserves	34,228	34,228	(191)	(191)
Other reserves	19,232	19,232	34,435	34,435
Revenue reserves	655,675	576,521	634,440	555,286
	1,347,897	1,215,973	1,307,446	1,175,522
Treasury shares	(29,054)	(29,054)	(29,054)	(29,054)
Ordinary equity	1,318,843	1,186,919	1,278,392	1,146,468
Perpetual securities	251,504	251,504	–	–
	1,570,347	1,438,423	1,278,392	1,146,468
Net tangible assets (NTA)	1,517,280	1,385,356	1,278,392	1,146,468
Current assets	909,685	777,761	652,716	520,792
Current liabilities	379,613	379,613	532,305	532,305
Total borrowings	349,559	349,559	–	–
Cash and cash equivalents	696,420	564,496	529,934	398,010
Number of shares ('000)	2,251,268	2,026,141	2,251,268	2,026,141
<u>Financial ratios</u>				
Basic earnings per share (cents)	10.41	10.50	2.47	2.49
NTA per share (cents)	67.4	68.4	56.8	56.6
Gross gearing (%)	26.5	29.5	–	–
Net debt gearing (%)	n.m.	n.m.	n.m.	n.m.
Current ratio (%)	239.6	204.9	122.6	97.8



## LETTER TO SHAREHOLDERS

### **Scenario B**

*Market Purchases or 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*

	<b>Group</b>		<b>Company</b>	
	<b>Before share purchase S\$'000</b>	<b>After share purchase S\$'000</b>	<b>Before share purchase S\$'000</b>	<b>After share purchase S\$'000</b>
<u>As at 31 March 2025</u>				
Share capital	638,762	638,762	638,762	638,762
Capital reserves	34,228	34,228	(191)	(191)
Other reserves	19,232	19,232	34,435	34,435
Revenue reserves	655,675	655,675	634,440	634,440
	1,347,897	1,347,897	1,307,446	1,307,446
Treasury shares	(29,054)	(148,415)	(29,054)	(148,415)
Ordinary equity	1,318,843	1,199,482	1,278,392	1,159,031
Perpetual securities	251,504	251,504	–	–
	1,570,347	1,450,986	1,278,392	1,159,031
Net tangible assets (NTA)	1,517,280	1,397,919	1,278,392	1,159,031
Current assets	909,685	790,324	652,716	533,355
Current liabilities	379,613	379,613	532,305	532,305
Total borrowings	349,559	349,559	–	–
Cash and cash equivalents	696,420	577,059	529,934	410,573
Number of shares ('000)	2,251,268	2,047,581	2,251,268	2,047,581
<u>Financial ratios</u>				
Basic earnings per share (cents)	10.41	10.49	2.47	2.49
NTA per share (cents)	67.4	68.3	56.8	56.6
Gross gearing (%)	26.5	29.1	–	–
Net debt gearing (%)	n.m.	n.m.	n.m.	n.m.
Current ratio (%)	239.6	208.2	122.6	100.2

#### **Notes:**

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 23,821,772 Shares have been bought back and held as treasury shares as at the Latest Practicable Date, the maximum number of Shares which may be held as treasury shares as at that date will be reduced from 227,508,952 Shares to 203,687,180 Shares. The financial effects under Scenario A is computed based on 225,126,775 Shares purchased and cancelled. The financial effects under Scenario B is computed based on 203,687,180 additional Shares purchased and held as treasury shares.

"n.m." means "not meaningful".

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## LETTER TO SHAREHOLDERS

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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. Based on the interests of substantial Shareholders, as extracted from the Register of Substantial Shareholders as at the Latest Practicable Date, Singtel has a direct interest in 494,000,000 Shares representing approximately 21.94% of the issued Shares (excluding the Shares held in treasury) as at that date, Temasek has a deemed interest in 495,225,194 Shares (including the Shares held by Singtel) representing approximately 21.99% of the issued Shares (excluding the Shares held in treasury) as at that date, Alibaba Investment Limited has a direct interest in 255,149,907 Shares representing approximately 11.33% of the issued Shares (excluding the Shares held in treasury) as at that date, and Alibaba Group Holding Limited has a deemed interest in 255,149,907 Shares held by Alibaba Investment Limited representing approximately 11.33% of the issued Shares (excluding the Shares held in treasury) as at that date. Approximately 66.72% of the issued Shares (excluding the Shares held in treasury) were held by public Shareholders as at the Latest Practicable 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 63.02% 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 and/or Off-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 shareholding limits applicable to the Company and implications arising from any purchase or acquisition by the Company of its Shares are set out below:

3.9.1 **Postal Services Act**

The Company is regulated under the Postal Services Act 1999 (the “**Postal Services Act**”). 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 written approval of the Info-communications Media Development Authority of Singapore (the “**IMDA**”), unless otherwise exempted in accordance with any applicable exemption issued under the Postal Services Act.

For the purposes of the Postal Services Act:

“**consolidation**” means any transaction that, *inter alia*, results in a party becoming a 30% controller of a designated postal licensee, acquiring the business of a designated postal licensee as a going concern or obtaining effective control over a designated postal licensee;

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## LETTER TO SHAREHOLDERS

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**“12% controller”**, in relation to a designated postal licensee, 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;

**“30% controller”**, in relation to a designated postal licensee, 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;

**“designated postal licensee”** means a postal licensee (i) which has been declared by the IMDA, 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 IMDA, by notification published in the *Gazette*, to be a designated class of postal licensees, for the purposes of Part 4A of the Postal Services Act. The Company has been gazetted as a designated postal licensee; and

**“effective control”** means the ability to cause a designated postal licensee to take, or prevent a designated postal licensee from taking, a decision regarding the management and major operating decisions of the designated postal licensee.

Pursuant to the Postal Services Act, if the IMDA is satisfied that a Shareholder and/or his associates have reached or exceeded the Prescribed Limits in contravention of the Postal Services Act or that the holding or acquisition of voting shares, or control of voting power in the Company by such Shareholder and/or his associates is likely to substantially lessen competition or is against the public interest, or in other specified circumstances, the IMDA may issue certain directions, including but not limited to requiring such Shareholder and/or his associates to divest all or part of the voting shares which it holds or may have acquired in the Company, or require the Company to restrict the voting rights or dividend rights that the Shareholder holds or 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 Shares (whose Shares were not the subject of such purchase or acquisition by the Company) in the Shares of the Company immediately following any purchase or acquisition of Shares by the Company will increase correspondingly should the Company cancel the Shares purchased or acquired by the Company. Similarly, the percentage of voting rights of a holder of Shares (whose Shares were not the subject of such purchase or acquisition by the Company) will increase correspondingly immediately following any purchase or acquisition of Shares by the Company should the Company hold in treasury the Shares purchased or acquired by it.

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 a person or a person together with his associates to reach or exceed the Prescribed Limits (in particular, a person or a person together with his**

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## LETTER TO SHAREHOLDERS

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associates who is currently close to any of the Prescribed Limits). Shareholders who, alone or together with their associates, are close to any of the Prescribed Limits and who 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 IMDA to reach or exceed the Prescribed Limits, on such terms as may be imposed by the IMDA, 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 2017, which was issued by the IMDA on 29 May 2017 and which came into effect on 9 June 2017 (the “**Postal Competition Code**”) provides some additional guidance on the purchase or acquisition of Shares by the Company. Section 8 states that before entering into any such purchase or acquisition of Shares by the Company, 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, or had control of less than 5% of the voting power in the Company would, after the transaction, hold 5% or more, but less than 12% of the voting shares in the Company, or control 5% or more but less than 12% of the voting power 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 of, or will enter into a consolidation with the Company, the Company and that Shareholder must seek the approval of the IMDA before the Company proceeds with such purchase or acquisition.

### 3.9.2 ***Payment Services Act***

The Company is also regulated under the Payment Services Act 2019 (the “**Payment Services Act**”). The Payment Services Act provides that a person must not become a 20% controller of a licensee without first applying for and obtaining the approval of the Monetary Authority of Singapore (the “**MAS**”).

For the purposes of the Payment Services Act:

“**20% controller**”, in relation to a corporation that holds a payment services licence, means a person that alone or together with its associates, (a) has an interest in at least 20% of the shares in the corporation; or (b) is in a position to control at least 20% of the votes in the corporation; and

“**licensee**” means a payment service provider the licence of which is in force.

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## LETTER TO SHAREHOLDERS

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As a result of a purchase or acquisition of Shares by the Company, the shareholding percentage of a holder of Shares (whose Shares were not the subject of such purchase or acquisition by the Company) in the Shares of the Company immediately following any purchase or acquisition of Shares by the Company will increase correspondingly should the Company cancel the Shares purchased or acquired by the Company. Similarly, the percentage of voting rights of a holder of Shares (whose Shares were not the subject of such purchase or acquisition by the Company) will increase correspondingly immediately following any purchase or acquisition of Shares by the Company should the Company hold in treasury the Shares purchased or acquired by it.

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 a person or a person together with his associates to become a 20% controller of the Company (in particular, a person or a person together with his associates who is currently close to the threshold). Shareholders who, alone or together with their associates, are close to the threshold and who may exceed such limit by reason of a purchase or acquisition of Shares by the Company are advised to ensure that they are in compliance with the requirements of the Payment Services Act and take such action as may be necessary, including seeking the prior approval of the MAS to become a 20% controller, on such conditions as may be imposed by the MAS, 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.**

- 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:

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.

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## LETTER TO SHAREHOLDERS

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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 the adviser and persons controlling, controlled by or under the same control as the adviser;
- (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

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## LETTER TO SHAREHOLDERS

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- (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 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 the interests of substantial Shareholders as recorded in the Register of Substantial Shareholders as at the Latest Practicable Date as set out in paragraph 4.2 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 (excluding treasury 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.** Rule 886(1) of 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



## LETTER TO SHAREHOLDERS

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 subsidiary holdings after the purchase, the number of treasury shares held and the number of subsidiary holdings after the purchase.

- 3.12 **No Purchases During Price or Trade 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 or trade sensitive development has occurred or has been the subject of a decision until the price or trade sensitive information has been publicly announced. In particular, the Company will not purchase or acquire any Shares during the period of one month immediately preceding the announcement of the Company’s half year and full year financial statements.

#### 4. DIRECTORS’ AND SUBSTANTIAL SHAREHOLDERS’ INTERESTS

- 4.1 **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	Number of
	Direct	Deemed	Total	issued	Shares
	interest	interest	interest	Shares <sup>(1)</sup>	comprised in
					outstanding
					share awards
Simon Israel	—	—	—	—	—
Teo Swee Lian	—	—	—	—	—
Fang Ai Lian	—	—	—	—	—
Chu Swee Yeok	—	—	—	—	—
Gan Siok Hoon	—	—	—	—	—
Elizabeth Kong Sau Wai	—	—	—	—	—
Bob Tan Beng Hai	—	—	—	—	—
Gan Chee Yen	10,000	2,000 <sup>(2)</sup>	12,000	n.m. <sup>(3)</sup>	—
Yasmin Binti Aladad Khan	—	—	—	—	—
Chng Lay Chew	30,000	—	—	n.m. <sup>(3)</sup>	—
Ng Chin Hwee	—	—	—	—	—

**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 interest through spouse.
- (3) “n.m.” means “not meaningful”.

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- 4.2 **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 <sup>(1)</sup>
	Direct interest	Deemed interest	Total interest	
Temasek Holdings (Private) Limited	–	495,225,194 <sup>(2)</sup>	495,225,194	21.99
Singapore Telecommunications Limited	494,000,000	–	494,000,000	21.94
Alibaba Investment Limited	255,149,907	–	255,149,907	11.33
Alibaba Group Holding Limited	–	255,149,907 <sup>(3)</sup>	255,149,907	11.33

**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 subsidiary, Singapore Telecommunications Limited, and its associated company, DBS Group Holdings Ltd.
- (3) Deemed through its subsidiary, Alibaba Investment Limited.

## 5. DIRECTORS' RECOMMENDATIONS

- 5.1 **The Proposed Renewal of the Shareholders Mandate.** All the Directors are Interested Persons (as described in paragraph 4.1 of the Appendix to this Letter). Accordingly, they have refrained from making any voting recommendation to Shareholders in respect of Ordinary Resolution 12, being the Ordinary Resolution relating to the proposed renewal of the Shareholders Mandate to be proposed at the 2025 AGM.
- 5.2 **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 Ordinary Resolution 13, being the Ordinary Resolution relating to the proposed renewal of the Share Purchase Mandate to be proposed at the 2025 AGM.

## 6. INSPECTION OF DOCUMENTS

The Annual Report of the Company for the financial year ended 31 March 2025 and the 2024 Letter may be accessed at the URLs <https://www.singpost.com/about-us/investor-relations/annual-reports> and <https://www.singpost.com/about-us/investor-relations/shareholder-meetings> respectively.

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## LETTER TO SHAREHOLDERS

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### 7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Letter and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Letter 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 Letter misleading. Where information in this Letter has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Letter in its proper form and context.

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

**Simon Israel**  
Chairman

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## APPENDIX

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### 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 financial statements of Singapore Post Limited (“**SingPost**”) and its subsidiaries (the “**SingPost Group**”) for the financial year ended 31 March 2025, the consolidated NTA of the SingPost Group was S\$1,517,280,000. In relation to SingPost, for the purposes of Chapter 9, in the current financial year and until such time as the audited consolidated financial statements of the SingPost Group for the financial year ending 31 March 2026 are published, 5% of the latest audited consolidated NTA of the SingPost Group would be S\$75,864,000.
- 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. The SGX-ST may also deem any person or entity to be an interested person if the person or entity has entered into, or proposes to enter into (i) a transaction with an entity at risk, and (ii) an agreement or arrangement with an interested person in connection with that transaction;
- (c) a “**controlling shareholder**” means a person who:
  - (i) holds directly or indirectly 15% or more of the total voting rights in the company. The SGX-ST may determine that a person who satisfies this paragraph is not a controlling shareholder; or
  - (ii) in fact exercises control over a company;
- (d) (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;
- (e) 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
- (f) an “**interested person transaction**” means a transaction between an entity at risk and an interested person and a “**transaction**” includes the provision or receipt of financial assistance, the acquisition, disposal or leasing of assets, the provision or receipt of services, the issuance or subscription of securities, the granting of or being granted options, and the establishment of joint ventures or joint investments, whether or not in the ordinary course of business, and whether or not entered into directly or indirectly (for example, through one or more interposed entities).

## 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.

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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,

(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. The Shareholders Mandate would, however, cover Interested Person Transactions with values below S\$100,000 entered into during the same financial year and which are aggregated by the SGX-ST under Chapter 9 of the Listing Manual and treated as if they were one Interested Person Transaction which has a value of S\$100,000 or more.

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- 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 Annual General Meeting to be held on 23 July 2025 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:
- (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;



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- (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;
- (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 sub-paragraphs (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

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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.

(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 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.

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- 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 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 and/or other Board Committees.

### **7. Audit Committee's Statements**

- 7.1 The Audit Committee (currently comprising Mrs Fang Ai Lian, Ms Chu Swee Yeok, Mr Bob Tan Beng Hai, Mr Gan Chee Yen and Mr Chng Lay Chew) 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.

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## APPENDIX

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### **8. Disclosure**

- 8.1 SingPost will announce the aggregate value of transactions conducted with Interested Persons pursuant to the Shareholders Mandate for the 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.



