

ASSET ACQUISITIONS AND DISPOSALS::ANNOUNCEMENT PURSUANT TO RULE 706A OF THE LISTING MANUAL

Issuer & Securities

Issuer/ Manager

SINGAPORE POST LIMITED

Securities

SINGAPORE POST LIMITED - SG1N89910219 - S08

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Announcement Details

Announcement Title

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Submitted By (Co./ Ind. Name)

Jonathan Ooi Wei Hsin (Mr)

Designation

Company Secretary

Description (Please provide a detailed description of the event in the box below)

Please refer to the attachment.

Attachments

[R706A_1HFY2023.pdf](#)

Total size = 129K MB

SINGAPORE POST LIMITED

(Incorporated in the Republic of Singapore)

Company Registration No. 199201623M

ANNOUNCEMENT PURSUANT TO RULE 706A OF THE LISTING MANUAL

Pursuant to Rule 706A of the Listing Manual of Singapore Exchange Securities Trading Limited, Singapore Post Limited (“**SingPost**” or the “**Company**”, and together with its subsidiaries, the “**SingPost Group**”) wishes to announce the following transactions that occurred during the first half year ended 30 September 2022:

1. CHANGE IN INTEREST IN QUANTIUM SOLUTIONS (TAIWAN) CO., LTD

On 10 May 2022, the Company’s wholly-owned subsidiary, SingPost Logistics Holdings Pte. Ltd. (“**SPLH**”) acquired the entire 5.0 million shares of NTD1 each, representing 100% of the issued shares of Quantum Solutions (Taiwan) Co, Ltd. (“**QSTW**”), from Quantum Solutions International Pte. Ltd. (“**QSI**”), the Company’s 66% indirect subsidiary, for a cash consideration of NTD5.0 million (approximately S\$0.2 million¹) (“**Acquisition**”) pursuant to the sale and purchase agreement entered between SPLH and QSI on 6 May 2022.

The consideration for the Acquisition was arrived at on a willing buyer-willing seller basis, based on the issued and fully paid-up capital of NTD5.0 million (approximately S\$0.2 million¹).

Based on the latest audited financial statements of QSTW for the financial year ended 31 March 2022, the net liabilities value of QSTW is NTD2.6 million (approximately S\$0.1 million¹).

The Acquisition resulted in QSTW becoming an indirect wholly-owned subsidiary of SingPost.

2. DIVESTMENT OF SUBSIDIARIES/ASSOCIATED COMPANY

(a) Sino-Famous Intertrans Co., Ltd

The Company’s indirect subsidiary, Famous Holdings Pte Ltd, entered into an equity transfer agreement with Tianjin Jietong International Freight Agency Co., Ltd. on 14 July 2021 to sell the entire stake in the registered capital of Sino-Famous Intertrans Co., Ltd (“**SFI**”) (the “**SFI Sale Shares**”) for a cash consideration of RMB2.0 million (approximately S\$0.4 million²). (the “**SFI Sale**”).

The consideration for the SFI Sale was arrived at on a willing buyer-willing seller basis, taking into account, *inter alia*, its assets and operations. Based on the latest unaudited consolidated financial statements of SFI as at 31 March 2022, the net book value of SFI was approximately RMB1.3 million (approximately S\$0.3 million²). The net asset value (“**NAV**”) represented by the SFI Sale Shares was RMB1.3 million (approximately S\$0.3 million²).

The SFI Sale was completed on 31 May 2022 and SFI had ceased to be an indirect subsidiary of SingPost.

(b) Hubbed Holdings Pty Ltd

The Company’s indirect wholly-owned subsidiary, SingPost Logistics Australia Holdings Pty Ltd (“**SLAH**”), had on 3 June 2022 entered into a share buyback agreement for Hubbed Holdings Pty Ltd (“**Hubbed**”) to acquire SLAH’s 30% shareholding interest in Hubbed and repay Hubbed’s outstanding loans owing to SLAH for an aggregate consideration of

¹ Based on exchange rate of NTD\$100 : S\$4.52

² Based on exchange rate of RMB\$100 : S\$20.16
(Exchange rates are solely for illustrative purposes)

A\$3.3 million (approximately S\$3.0 million³) (“**Divestment**”). As of 31 March 2022, Hubbed’s outstanding loans owing to SLAH amounted to A\$3.7 million (approximately S\$3.4 million³) and the carrying value of Hubbed was A\$1.3 million (approximately S\$1.2 million³).

The consideration for the Divestment was arrived at on a willing buyer-willing seller basis after taking into account, *inter alia*, its assets and operations. Based on the latest audited financial statements of Hubbed for the financial year ended 31 March 2021, the net liabilities value represented by the Shares was approximately A\$6.2 million (approximately S\$5.7 million³).

The Divestment was completed on 3 June 2022 and Hubbed had ceased to be an associated company of SingPost.

3. **INCORPORATION/ACQUISITION OF SUBSIDIARIES**

On 30 June 2022, SingPost’s 51% subsidiary, Freight Management Holdings Pty Ltd (“**FMH**”) incorporated a wholly owned subsidiary in Australia known as A.C.N. 660 608 417 Pty Ltd (“**FMH Subsidiary**”). The FMH Subsidiary has an issued and paid-up capital of A\$2.0 (approximately S\$1.8³) and its principal activity is that of a holding company.

The FMH Subsidiary is a special purpose vehicle incorporated for the purpose of the acquisition of 100% of the issued share capital of the following Australia incorporated entities on 30 June 2022:

Name	:	Belperio Transport QLD Pty Ltd
Principal Activity	:	Provision of logistics services
Issued Share Capital	:	A\$12.0 (S\$11.0 ³)
Name	:	Belperio Transport NSW Pty Ltd
Principal Activity	:	Provision of logistics services
Issued Share Capital	:	A\$12.0 (S\$11.0 ³)
Name	:	Spectrum Transport VIC Pty Ltd
Principal Activity	:	Provision of logistics services
Issued Share Capital	:	A\$12.0 (S\$11.0 ³)
Name	:	Spectrum Transport Equipment Pty Ltd
Principal Activity	:	Provision of logistics services
Issued Share Capital	:	A\$12.0 (S\$11.0 ³)

(each, a “**New Company**” and collectively, the “**New Companies**”) pursuant to a share sale agreement between FMH Subsidiary, Belperio Transport Holdings Pty Ltd (previous shareholder of each New Company) and others (the “**Acquisition**”).

The purchase price for the Acquisition is based on a multiple of the normalised recurring earnings before interest and taxes (EBIT) of the New Companies for the year ending 30 June 2023, adjusted for working capital and net debt adjustments and is capped at A\$17.5 million (approximately S\$16.1 million³).

The purchase price is payable in the following instalments: (i) an amount of A\$2.0 million (approximately S\$1.8 million³) was paid at the completion date, 30 June 2022; (ii) an amount of A\$2.0 million (approximately S\$1.8 million³) was paid on 3 August 2022 on satisfaction of certain conditions subsequent; (iii) an amount of A\$1.7 million (approximately S\$1.6 million³) minus the related party debt adjustment is payable on satisfaction of the remaining conditions subsequent; and (iv) the balance payable after the post-completion statements are finalised . The Acquisition was funded by way of external borrowing with each New Company, as a wholly owned subsidiary of FMH, as guarantor.

³ Based on exchange rate of A\$1.00 : S\$0.92
(Exchange rates are solely for illustrative purposes)

The Acquisition resulted in each New Company becoming an indirect wholly owned subsidiary of SingPost.

Based on the audited financial statements of FMH, of which each of Belperio Transport QLD Pty Ltd, Belperio Transport NSW Pty Ltd, Spectrum Transport VIC Pty Ltd and Spectrum Transport Equipment Pty Ltd are consolidated into, for its financial year ended 30 June 2022, the NAV was approximately A\$3.9 million (approximately S\$3.6 million³).

4. STRIKING-OFF OF SUBSIDIARIES

The following indirect subsidiaries had been struck off from the Register of Companies pursuant Section 344A of the Companies Act 1967 of Singapore (the “**Striking-Off**”):

- (a) SingPost eCommerce II Pte. Ltd., was struck off from the Register of Companies with effect from 5 September 2022;
- (b) SingPost Distribution Pte. Ltd., was struck off from the Register of Companies with effect from 8 August 2022; and
- (c) SP Parcels Pte. Ltd., was struck off from the Register of Companies with effect from 8 August 2022.

The Striking-Off has no material impact on the earnings per share and net tangible assets of the Group for the financial year ending 31 March 2023.

None of the Directors or controlling shareholders of the Company has any interest, direct or indirect, in the Striking-Off other than through their shareholdings in the Company, if any.

Issued by Singapore Post Limited on 3 November 2022.

³ Based on exchange rate of A\$1.00 : S\$0.92
(Exchange rates are solely for illustrative purposes)