

SINGAPORE POST LIMITED

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 23RD ANNUAL GENERAL MEETING of Singapore Post Limited (the “**Company**”) will be held at Level 3, Summit 2, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Wednesday, 8 July 2015 at 2.30 p.m. to transact the following businesses:

ORDINARY BUSINESS

1. To receive and adopt the audited Financial Statements for the financial year ended 31 March 2015, and the Directors’ Report and Independent Auditor’s Report thereon. (Resolution 1)
2. To declare a final tax exempt one-tier dividend of 2.5 cents per ordinary share and a special tax exempt one-tier dividend of 0.75 cents per ordinary share in respect of the financial year ended 31 March 2015. (Resolution 2)
3. To re-appoint the following directors of the Company to hold such office from the date of this Annual General Meeting until the next Annual General Meeting of the Company pursuant to Section 153(6) of the Companies Act, Chapter 50 of Singapore or (if then no longer in force) for such other period as may be permitted:
 - (a) Mr Lim Ho Kee (Resolution 3)
 - (b) Mr Keith Tay Ah Kee (Resolution 4)
 - (c) Mr Tan Yam Pin (Resolution 5)
4. To re-elect the following directors who retire in accordance with Article 97 of the Company’s Articles of Association and who, being eligible, offer themselves for re-election:
 - (a) Mr Goh Yeow Tin (Resolution 6)
 - (b) Mr Chen Jun (Resolution 7)
5. To re-elect the following directors who retire by rotation in accordance with Article 91 of the Company’s Articles of Association and who, being eligible, offer themselves for re-election:
 - (a) Mr Michael James Murphy (Resolution 8)
 - (b) Mr Bill Chang York Chye (Resolution 9)
 - (c) Professor Low Teck Seng (Resolution 10)
6. To approve directors’ fees payable by the Company of S\$1,485,550 for the financial year ended 31 March 2015 (2014: S\$1,032,950). (Resolution 11)
7. To re-appoint Messrs PricewaterhouseCoopers LLP as Auditors of the Company and to authorise the directors to fix their remuneration. (Resolution 12)
8. To transact any other business of an Annual General Meeting.

EXPLANATORY NOTES ON ORDINARY BUSINESS TO BE TRANSACTED

Resolution 3

Mr Lim Ho Kee will, upon re-appointment as a director of the Company, remain as the Chairman of the Board of Directors, Chairman of the Executive Committee and a member of the Nominations Committee. Mr Lim is considered by the Board of Directors to be independent. There are no relationships (including immediate family relationships) between Mr Lim and any of the other directors or management, or between Mr Lim and the Company or any of the 10% shareholders of the Company. The profile of Mr Lim can be found in the “Board of Directors” section of the Company’s Annual Report 2014/2015.

NOTICE OF ANNUAL GENERAL MEETING

Resolution 4

Mr Keith Tay Ah Kee will, upon re-appointment as a director of the Company, remain as the Chairman of the Nominations Committee and a member of the Executive Committee and the Audit Committee. Mr Tay is considered by the Board of Directors to be independent. There are no relationships (including immediate family relationships) between Mr Tay and any of the other directors or management, or between Mr Tay and the Company or any of the 10% shareholders of the Company. The profile of Mr Tay can be found in the "Board of Directors" section of the Company's Annual Report 2014/2015.

Resolution 5

Mr Tan Yam Pin will, upon re-appointment as a director of the Company, remain as a member of the Executive Committee, the Compensation Committee, the Audit Committee and the Board Risk and Technology Committee. Mr Tan is considered by the Board of Directors to be independent. There are no relationships (including immediate family relationships) between Mr Tan and any of the other directors or management, or between Mr Tan and the Company or any of the 10% shareholders of the Company. The profile of Mr Tan can be found in the "Board of Directors" section of the Company's Annual Report 2014/2015.

Resolution 6

Mr Goh Yeow Tin will, upon re-election as a director of the Company, remain as the Deputy Chairman of the Board of Directors, Chairman of the Compensation Committee and a member of the Executive Committee. Mr Goh is considered by the Board of Directors to be independent. There are no relationships (including immediate family relationships) between Mr Goh and any of the other directors or management, or between Mr Goh and the Company or any of the 10% shareholders of the Company. The profile of Mr Goh can be found in the "Board of Directors" section of the Company's Annual Report 2014/2015.

Resolution 7

Mr Chen Jun is considered by the Board of Directors to be non-independent as he is a Vice President of Alibaba Group Holding Limited which is a 10% shareholder of the Company. Except for the foregoing, there are no relationships (including immediate family relationships) between Mr Chen and any of the other directors or management, or between Mr Chen and the Company or any of the other 10% shareholders of the Company. The profile of Mr Chen can be found in the "Board of Directors" section of the Company's Annual Report 2014/2015.

Resolution 8

Mr Michael James Murphy will, upon re-election as a director of the Company, remain as a member of the Board Risk and Technology Committee. Mr Murphy is considered by the Board of Directors to be non-independent as he is the Chief Executive Officer, a director and substantial shareholder of Postea Group, Inc. and there are various agreements entered into between the Group and the Postea group. Except for the foregoing, there are no relationships (including immediate family relationships) between Mr Murphy and any of the other directors or management, or between Mr Murphy and the Company or any of the 10% shareholders of the Company. The profile of Mr Murphy can be found in the "Board of Directors" section of the Company's Annual Report 2014/2015.

Resolution 9

Mr Bill Chang York Chye will, upon re-election as a director of the Company, remain as a member of the Compensation Committee and the Board Risk and Technology Committee. Mr Chang is considered by the Board of Directors to be non-independent as he is the Chief Executive Officer (Group Enterprise) of Singapore Telecommunications Limited which is a 10% shareholder of the Company. Except for the foregoing, there are no relationships (including immediate family relationships) between Mr Chang and any of the other directors or management, or between Mr Chang and the Company or any of the other 10% shareholders of the Company. The profile of Mr Chang can be found in the "Board of Directors" section of the Company's Annual Report 2014/2015.

Resolution 10

Professor Low Teck Seng will, upon re-election as a director of the Company, remain as the Chairman of the Board Risk and Technology Committee. Professor Low is considered by the Board of Directors to be independent. There are no relationships (including immediate family relationships) between Professor Low and any of the other directors or management, or between Professor Low and the Company or any of the 10% shareholders of the Company. The profile of Professor Low can be found in the "Board of Directors" section of the Company's Annual Report 2014/2015.

SPECIAL BUSINESS

9. To consider and, if thought fit, to pass with or without any amendments the following resolutions as ordinary resolutions:
 - (a) That authority be and is hereby given to the directors to:
 - (i) (1) issue shares in the capital of the Company ("**shares**") whether by way of rights, bonus or otherwise; and/or

NOTICE OF ANNUAL GENERAL MEETING

- (2) 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

- (ii) (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 of the Company while this Resolution is in force,

provided that:

- (I) 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 per cent of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (II) 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 per cent of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (II) below);
- (II) (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 (I) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, after adjusting for:
- (1) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
- (2) any subsequent bonus issue or consolidation or sub-division of shares;
- (III) 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 Articles of Association for the time being of the Company; and
- (IV) (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.

(Resolution 13)

NOTICE OF ANNUAL GENERAL MEETING

- (b) That approval be and is hereby given to the directors to:
- (i) offer and grant options in accordance with the provisions of the Singapore Post Share Option Scheme 2012 (“**Share Option Scheme 2012**”) and to 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 under the Share Option Scheme 2012; and/or
 - (ii) 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,

provided that the aggregate number of (i) new ordinary shares allotted and issued and/or to be allotted and issued pursuant to options granted under the Share Option Scheme 2012, and (ii) new ordinary shares allotted and issued and/or to be allotted and issued pursuant to awards granted under the Restricted Share Plan 2013, shall not exceed 5 per cent of the total number of issued ordinary shares (excluding treasury shares) in the capital of the Company from time to time.

(Resolution 14)

EXPLANATORY NOTES ON SPECIAL BUSINESS TO BE TRANSACTED STATEMENT PURSUANT TO ARTICLE 54 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

Resolution 13 is to empower the directors to issue shares in the capital 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 per cent of the total number of issued shares (excluding treasury shares) in the capital of the Company, with a sub-limit of 10 per cent for issues other than on a pro rata basis to shareholders. The 10 per cent sub-limit for non-pro rata share issues is lower than the 20 per cent sub-limit allowed under the Listing Manual of the SGX-ST and the Articles of Association of the Company. 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) in the capital of the Company at the time that Resolution 13 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 are outstanding or subsisting as at the time that Resolution 13 is passed, and (b) any subsequent bonus issue or consolidation or sub-division of shares.

Resolution 14 is to empower the directors:

- (a) to offer and grant options, and to allot and issue ordinary shares in the capital of the Company pursuant to the Share Option Scheme 2012; and
- (b) 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,

provided that the aggregate number of ordinary shares to be allotted and issued pursuant to the Share Option Scheme 2012 and the Restricted Share Plan 2013 does not exceed 5 per cent of the total number of issued ordinary shares (excluding treasury shares) in the capital of the Company for the time being.

Although the Rules of the Share Option Scheme 2012 and the Restricted Share Plan 2013 provide that the maximum aggregate number of ordinary shares which may be issued under the Share Option Scheme 2012 and the Restricted Share Plan 2013 is limited to 10 per cent of the total number of issued ordinary shares in the capital of the Company, Resolution 14 provides for a lower limit, namely, 5 per cent of the total number of issued ordinary shares (excluding treasury shares) in the capital of the Company, as the Company does not anticipate that it will require a higher limit before the next Annual General Meeting.

BY ORDER OF THE BOARD

Woo Mei Lin Jacqueline
Group Company Secretary

Singapore
16 June 2015

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2. The instrument appointing the proxy must be lodged at the registered office of the Company at 10 Eunos Road 8, Singapore Post Centre, Singapore 408600 (Attention: Secretariat), not less than 48 hours before the time appointed for the Annual General Meeting. The submission of a Proxy Form by a member does not preclude him from attending and voting in person at the Annual General Meeting if he finds that he is able to do so. In such event, the relevant Proxy Forms will be deemed to be revoked.

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 (i) 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, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) 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 (iii) 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.