

GENERAL ANNOUNCEMENT::MINUTES OF THE 31ST ANNUAL GENERAL MEETING OF SINGAPORE POST LIMITED HELD ON 19 JULY 2023**Issuer & Securities****Issuer/ Manager**

SINGAPORE POST LIMITED

Securities

SINGAPORE POST LIMITED - SG1N89910219 - S08

Stapled Security

No

Announcement Details**Announcement Title**

General Announcement

Date & Time of Broadcast

18-Aug-2023 07:08:49

Status

New

Announcement Sub Title

Minutes of the 31st Annual General Meeting of Singapore Post Limited held on 19 July 2023

Announcement Reference

SG230818OTHR4DXR

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[Minutes of 31st AGM.pdf](#)

Total size = 5138K MB



SINGAPORE POST LIMITED
("SingPost" or the "Company")
(Incorporated in the Republic of Singapore)

**MINUTES OF THE 31ST ANNUAL GENERAL MEETING ("AGM")
OF SINGAPORE POST LIMITED HELD ON WEDNESDAY, 19 JULY 2023 AT 2.30 P.M.
AT THE SUNTEC SINGAPORE CONVENTION & EXHIBITION CENTRE, LEVEL 3,
SUMMIT 1, 1 RAFFLES BOULEVARD, SUNTEC CITY, SINGAPORE 039593 AND USING
VIRTUAL MEETING TECHNOLOGY**

PRESENT

In person

Mr Simon Israel
Mr Vincent Phang
Mrs Fang Ai Lian

Mr Bob Tan Beng Hai
Mr Chen Jun
Ms Chu Swee Yeok

Ms Elizabeth Kong Sau Wai
Ms Lim Cheng Cheng

Chairman
Director, Group Chief Executive Officer ("**Group CEO**")
Lead Independent Director, Chairman of Audit
Committee and Nomination and Corporate
Governance Committee
Director, Chairman of Compensation Committee
Director
Director, Chairman of Board Risk and Technology
Committee
Director
Director

Via live webcast

Mr Steven Robert Leonard

Director

IN ATTENDANCE

In person

Mr Vincent Yik
Mr Yu Li
Ms Neo Su Yin
Ms Michelle Lee
Mr Noel Singgih
Mr Lee Eng Keat
Mr Jonathan Ooi

Group Chief Financial Officer ("**Group CFO**")
Chief Executive Officer, International
Chief Executive Officer, Singapore
Chief Sustainability Officer
Group Chief Information Officer
Head, Strategy, Communications & Property
Chief Legal Officer and Company Secretary

Via live webcast

Mr Richard Thame
Mr Simon Slagter

Chief Executive Officer, CouriersPlease
Group Chief Executive Officer, FMH Group

BY INVITATION

Mr Yang Chi Chih
Ms Yap Lune Teng

Audit Partner, Deloitte & Touche LLP
Partner, Allen & Gledhill LLP

SHAREHOLDERS, PROXIES, CORPORATE REPRESENTATIVES, OBSERVERS AND ATTENDEES

As per Attendance Lists.

1. Introduction

Ms Sophia Ong, Vice President, Communications and Corporate Marketing, introduced the Directors, the Company Secretary, Management, the auditor and the legal advisor. The AGM was thereafter handed over to the Chairman.

2. Welcome Remarks by the Chairman and the Chairman's Speech

The Chairman greeted and thanked everyone attending in person and virtually via the on-line platform for their attendance. The procedures for the Meeting were highlighted to shareholders. He proceeded to deliver a speech. The Company had published the Chairman's speech via SGXNet and the Company's website prior to the AGM during the mid-day trading break on 19 July 2023.

3. Presentation by Management

Mr Vincent Phang (Group CEO), Mr Vincent Yik (Group CFO) and Ms Michelle Lee presented on the businesses, financial highlights and sustainability progress of the Group. The Company had published the slides via SGXNet and the Company's website prior to the AGM during the mid-day trading break on 19 July 2023.

4. Quorum

Upon confirmation that there was sufficient quorum to constitute the AGM as required under Article 63 of the Company's Constitution, the Chairman proceeded to commence with the business of the AGM.

5. Notice of AGM

The Notice of AGM dated 20 June 2023 convening the AGM was agreed be taken as read.

6. Publication of Responses to Pre-submitted Questions and Answers

The Chairman informed that the Company had on 13 July 2023 published its responses via SGXNet and the Company's website to the substantial and relevant questions submitted by shareholders prior to the AGM relating to the AGM resolutions. The Chairman further informed that all the resolutions would first be introduced and questions which were substantial and relevant to the resolutions to be tabled would be addressed before the relevant motion be put to the vote. For questions received during the live Question & Answer ("Q&A") session which were not addressed during the AGM due to time constraints, responses to such questions would be announced on SGXNet and posted on the Company's website as soon as possible after the AGM.

7. Conduct of Voting and Procedures

The Chairman informed that he had been appointed as proxy by certain shareholders, and that he would be voting or abstaining from voting on behalf of such shareholders according to their specific instructions on each resolution. The Chairman further informed that voting would be conducted by poll via live electronic voting platform and poll results for each resolution would be announced in the course of the AGM.

The Chairman informed shareholders that RHT Governance, Risk & Compliance (Singapore) Pte. Ltd. had been appointed as scrutineers (the "Scrutineer"). Proxy forms before the AGM had been verified by the Scrutineer.

AS ROUTINE BUSINESS

8.1 Ordinary Resolution 1 – To receive and adopt the Audited Financial Statements for the financial year ended 31 March 2023, and the Directors' Statement and Independent Auditor's Report thereon

The Chairman proposed to receive and adopt the Audited Financial Statements for the financial year ended 31 March 2023, Directors' Statement, and Independent Auditor's Report thereon.

8.2 Ordinary Resolution 2 – To declare a final tax exempt one-tier dividend of 0.4 cents per ordinary share

The Chairman proposed the declaration of a final tax exempt one-tier dividend of 0.4 cents for the financial year ended 31 March 2023, which if approved by shareholders, would be paid on 10 August 2023 to members whose securities accounts with The Central Depository (Private) Limited are credited with ordinary shares as at 5.00 p.m. on 27 July 2023.

8.3 Ordinary Resolution 3 – To re-elect Mr Bob Tan Beng Hai as Director

The Chairman proposed the re-election of Mr Bob Tan Beng Hai, who retired in accordance with Article 98(b) of the Company's Constitution, as Director.

In relation to the retirement of directors by rotation at the 31st Annual General Meeting, Mr Chen Jun and Mr Steven Leonard were also due to retire by rotation and they had each given notice to the Company that they do not wish to be re-elected to office thereat. On behalf of the Board, the Chairman thanked Mr Chen Jun and Mr Steven Leonard for their past services and contributions to the Board and the Company.

8.4 Ordinary Resolution 4 – To approve directors' fees payable by the Company of S\$1,240,410 for the financial year ended 31 March 2023 (2022: S\$1,222,800)

A shareholder proposed the approval of directors' fees of S\$1,240,410 for the financial year ended 31 March 2023.

8.5 Ordinary Resolution 5 – To re-appoint Deloitte & Touche LLP as Auditor of the Company and to authorise the directors to fix its remuneration

The Chairman proposed the re-appointment of Deloitte & Touche LLP as Auditor of the Company to hold office until the next AGM, and the authorisation for the Directors of the Company to fix its remuneration.

AS SPECIAL BUSINESS

8.6 Ordinary Resolution 6 – Authority to Issue Shares and to Make or Grant Convertible Instruments

The Chairman proposed Resolution 6 as set out in item 6 of the Notice of AGM.

8.7 Ordinary Resolution 7 – Proposed Renewal of the Shareholders Mandate for Interested Person Transactions

A shareholder proposed Resolution 7 as set out in item 7 of the Notice of AGM.

The Chairman mentioned that Temasek Holdings (Private) Limited and Singapore Telecommunications Limited and their respective associates, being interested persons for the mandate, would abstain from voting on this motion. All the Directors and the Group CEO of the Company and their respective associates who were also interested persons would abstain from voting on this motion.

8.8 Ordinary Resolution 8 – Proposed Renewal of the Share Purchase Mandate

The Chairman proposed Resolution 8 as set out in item 8 of the Notice of AGM.

9. Question Raised at the AGM and The Company's Responses

A summary of the questions raised by shareholders at the Meeting and the responses from the Chairman, Group CEO and Group CFO is annexed hereto and marked as **Appendix 1**.

10. Results of the Poll

The poll voting results which were duly certified by the Scrutineer are as follows:

Ordinary Resolution 1 – To receive and adopt the Audited Financial Statements for the financial year ended 31 March 2023, and the Directors' Statement and Independent Auditor's Report thereon

| For | | Against | |
|---------------|-------|---------------|------|
| No. of shares | % | No. of shares | % |
| 1,004,936,112 | 99.89 | 1,111,732 | 0.11 |

Based on the poll results, the Chairman declared Resolution 1 carried.

Ordinary Resolution 2 – To declare a final tax exempt one-tier dividend of 0.4 cents per ordinary share

| For | | Against | |
|---------------|-------|---------------|------|
| No. of shares | % | No. of shares | % |
| 1,006,052,112 | 99.89 | 1,085,432 | 0.11 |

Based on the poll results, the Chairman declared Resolution 2 carried.

Ordinary Resolution 3 – To re-elect Mr Bob Tan Beng Hai as Director

| For | | Against | |
|---------------|-------|---------------|------|
| No. of shares | % | No. of shares | % |
| 1,003,923,003 | 99.73 | 2,706,541 | 0.27 |

Based on the poll results, the Chairman declared Resolution 3 carried.

Ordinary Resolution 4 – To approve directors' fees payable by the Company of S\$1,240,410 for the financial year ended 31 March 2023 (2022: S\$1,222,800)

| For | | Against | |
|---------------|-------|---------------|------|
| No. of shares | % | No. of shares | % |
| 1,004,145,212 | 99.73 | 2,682,832 | 0.27 |

Based on the poll results, Chairman declared Resolution 4 carried.

Ordinary Resolution 5 – To re-appoint Deloitte & Touche LLP as Auditor of the Company and to authorise the directors to fix its remuneration

| For | | Against | |
|---------------|-------|---------------|------|
| No. of shares | % | No. of shares | % |
| 1,005,111,036 | 99.83 | 1,741,008 | 0.17 |

Based on the poll results, the Chairman declared Resolution 5 carried.

AS SPECIAL BUSINESS

Ordinary Resolution 6 – Authority to Issue Shares and to Make or Grant Convertible Instruments

| For | | Against | |
|---------------|-------|---------------|------|
| No. of shares | % | No. of shares | % |
| 1,000,848,805 | 99.39 | 6,170,939 | 0.61 |

Based on the poll results, the Chairman declared Resolution 6 carried.

Ordinary Resolution 7 – Proposed Renewal of the Shareholders Mandate for Interested Person Transactions

| For | | Against | |
|---------------|-------|---------------|------|
| No. of shares | % | No. of shares | % |
| 511,154,779 | 99.65 | 1,794,832 | 0.35 |

Based on the poll results, the Chairman declared Resolution 7 carried.

Ordinary Resolution 8 – Proposed Renewal of the Share Purchase Mandate

| For | | Against | |
|---------------|-------|---------------|------|
| No. of shares | % | No. of shares | % |
| 1,005,409,803 | 99.84 | 1,592,408 | 0.16 |

Based on the poll results, the Chairman declared Resolution 8 carried.

11. Closure of Meeting

- 11.1 There being no further items of ordinary or special business arising, and as no notice had been received by the Company to this effect, the Chairman declared the AGM closed at 5.05 p.m. and thanked all attendees for their attendance.

Confirmed as a true record of the proceedings,



Simon Claude Israel
Chairman of the AGM
Singapore Post Limited

Appendix 1

Question Raised at the 31st Annual General Meeting of Singapore Post Limited ("SingPost" or the "Company") held on 19 July 2023 and the Company's Responses

Question/Comment 1

A shareholder asked what the Company's competitive advantages were against the competition from the market.

Group CEO explained that the logistics market was rather fragmented and that the Company would focus on its growth strategies in markets where the Company could orchestrate supply chains and connect the customers with consumers. The Company's fourth-party logistics ("4PL") strategy was key to the Company's competitive advantage and its investment in its Australian businesses was part of that strategy. The Chairman added that the proprietary technology owned by its Australian business was also a competitive advantage.

Question/Comment 2

A shareholder asked whether the Company had expertise in property management and asset enhancements and whether property segment can become a major division for the Company.

The Chairman replied that the Company was not a real estate business and the properties that the Company had was mainly to support its business operations. The Company would review its real estate portfolio and business as part of its strategic review.

Question/Comment 3

A shareholder commented that the Company should reduce postal services losses and operating costs. The shareholder noted that there was high borrowings and cash in the Company and sought clarification on this.

Group CEO explained that the postal business has suffered a 40% decline in volume, with postal rates largely unchanged. The Company had been managing costs prudently over the years. The joint review undertaken with the Government would look into rationalizing the relevance of postal operations, the operating costs and the appropriate service level standards. The Company is reviewing the viability of the business which include ensuring it is sustainable in long term, continuing to be profitable and generates an adequate return on the capital that was deployed.

Group CFO said that the Company adopted a holistic view in respect of capital management and from an enterprise perspective to meet the needs of the SingPost Group. On borrowings, these were (i) to hedge foreign exchange exposure, (ii) for return perspectives where a leveraged return is usually better than funding by pure equity (iii) for tax efficiency and (iv) for cost of fund.

Group CFO also explained that the Company had issued perpetual bonds after taking into account the capital structure of the Group as these provided flexibility to the Company and will also attract different types of investors. The Company used a mixture of instruments to balance between different source of funds as well as to appeal to different type of investors.

Question/Comment 4

A shareholder asked whether the Company could consider running postal services at a fixed fee.

The Chairman shared that the Government has recognized in the recent Parliamentary debate that there were structural issues with the postal business that needed to be resolved and was considering allowing the Company to increase postal rates to deal with the immediate, short-term issues. A longer term solution would be deliberated by the Company and the Government. The Board would review any proposed solution to assess if such solution was sustainable and commercially viable. Group CEO added that the outcome of the review would be disclosed to shareholders in due course.

Question/Comment 5

A shareholder asked what had been done by the Company to push its logistics business as an international brand.

Group CEO explained that the strategic review currently undertaken by the Company would also address how best to present SingPost as an international logistics player to the market.

Question/Comment 6

A shareholder asked on how the Company managed the postal business given declining demand and revenue, and for details of what the unallocated corporate overhead items in the 'Others' regarding its Operating Profit (page 49 of the Company's 2022/23 Annual Report).

The Chairman explained that postal businesses worldwide faced similar challenges with regards to declining demand and revenue, and the issues faced by the Company was not unique to Singapore. The Chairman was of the view that Management had been operating the business efficiently despite rising costs and steep declines in the traditional mail volume. The Company did not have the ability to increase the postage rates since the last revision in 2014 as it is regulated although the costs continued to increase.

On unallocated corporate costs, Group CFO clarified that this was related to corporate costs incurred by the Group to manage its business, and includes audit fees, legal fees, data security etc. which were non-operating in nature and are therefore not allocated as operating costs. These were not specifically relating to long-term incentives though does include relevant payroll. As a percentage against the total revenue, the Group CFO was of the view that these unallocated corporate costs were reasonable.

Question/Comment 7

A shareholder asked which was the postal operator which performed the best globally and what was the cost of funds for loan in Australian currency.

Group CEO shared that there were many different benchmarks around postal service. Based on the latest ranking from Universal Postal Union and the metrics used, the Company is benchmarked as the top-ranked postal services in term of reliability (speed and accuracy). However, if looking at financial performance, such data was not publicly available as most postal services were government-owned. The Company will continue to be cost efficient in its operations and still meet service level standards required as a postal licensee.

Group CFO further shared that the cost of funds in Australia was around 5%.

Question/Comment 8

A shareholder asked for the asset value of the Company's postal operations and whether it was possible to sell these assets to the Government.

Group CEO reiterated that the joint review with the Government on the Company's postal business was still ongoing so it would be premature to comment on this. The Company had been reviewing and enhancing its assets to become more cost-effective and sustainable and to be able to serve its regulated postal business as well as its e-commerce business.

Question/Comment 9

A shareholder asked whether the Company (i) would continue to adhere to dividend policy for dividend distribution, (ii) what is the foreign currency exposure for the 86% income that is derived from overseas, and (iii) any plan to go for legal settlement on the ongoing dispute with the minority shareholder of Famous Holdings Private Limited ("**Famous**").

Group CFO clarified that most of the foreign exchange loss was contributed by the weakening Australian Dollar given that it is the biggest market for the Company. The Australian dollar had weakened against Singapore Dollar by approximately 10%. On the balance sheet, there are some Australian Dollar loans which were used to hedge the investment in Freight Management Holdings Pty Ltd. There is no other foreign currency loans.

The Chairman noted that there is a dividend policy in place. The Board had proposed to pay lower dividend for FY22/23 so that it could re-invest capital for the Company's strategic initiatives.

As for the ongoing dispute with the minority shareholder of Famous, the Company would not be in a position to prevent the claimant from filing new claims against the Company. Settlement would be a consideration if the terms made sense.

Question/Comment 10

A shareholder commented that the Logistics industry was a very diverse market and asked how the Company intended to win in this industry.

Group CEO shared the Company's International business would leverage its 4PL strategy to enable the Company to forge alliances and partnerships with other players. The Company believed it has three competitive advantages: (1) being able to extend its reach to every country, starting regionally, (2) speed for cross border transactions where the Company could leverage Singapore to get overnight radius to Southeast Asia countries, and (3) cost effectiveness. One example of this is the recent partnership with SATS, which is an initiative giving the Company an added advantage by having a network to allow volumes to move faster.

Question/Comment 11

A shareholder asked what is the role of Alibaba Group and how much business Alibaba Group had contributed to the Company.

Group CEO replied that global cross border is a large-scale business and the Company continued to engage in strategic discussions with Alibaba Group and valued its good business relationship with them. Cainiao, a business of Alibaba Group, one of the biggest customers of the Company, have engaged the Company to provide cross-border logistic services to ship its product globally.

Group CEO further stated that the Company was constantly in discussions with other customers in the People's Republic of China ("China"). The Company continued to recalibrate, re-engineer and revamp its logistic solutions to create opportunities for customers, as there are huge export volume in the China market and the Company would continue to look for opportunities.

Question/Comment 12

A shareholder asked whether the Company would consider closing some of the post offices in view of the declining mail volumes.

Group CEO said the sustainability of its Postal business was part of the ongoing strategic review. The Company will optimize cost structure to ensure that the Company continues to remain relevant.

Question/Comment 13

A shareholder noted that Company's POPStation was a good business concept and asked what were the challenges faced.

Group CEO explained that the Company's POPStation business remained an important aspect of its local logistics business, with increasing utilization rates. The Company has also

acquired a local locker parcel business which had locker stations installed in approximately half of the condominiums in Singapore. One of the challenges faced by the Company's locker business was that the customer still had a choice to opt for doorstep delivery, which many would prefer in view of the convenience.

Question/Comment 14

A shareholder asked whether the lower revenue was due to lower freight rates and whether the Company owned the letterboxes.

Group CEO explained that sea freight rates were declining as these were normalizing post-Covid 19. During the Covid-19 pandemic, sea freight rates were higher due to planes being grounded and there being no air freight.

Group CEO also stated that letterboxes were not owned by the Company. Instead, the Company had exclusive access to the letterboxes in view of its postal licence, with the obligation to comply with security and other prescribed requirements.