

Asset Acquisitions and Disposals:::(1) Formation of a Subsidiary (2) Acquisition of an Equity Interest in TradeGlobal Holdings, Inc.

Issuer & Securities

Issuer/ Manager	SINGAPORE POST LIMITED
Securities	SINGAPORE POST LIMITED - SG1N89910219 - S08
Stapled Security	No

Announcement Details

Announcement Title	Asset Acquisitions and Disposals
Date & Time of Broadcast	15-Oct-2015 08:22:38
Status	New
Announcement Sub Title	(1) Formation of a Subsidiary (2) Acquisition of an Equity Interest in TradeGlobal Holdings, Inc.
Announcement Reference	SG151015OTHROMVC
Submitted By (Co./ Ind. Name)	Ng Poh Keng Jocelyn
Designation	Group Company Secretary
Description (Please provide a detailed description of the event in the box below)	Please refer to the attached.
Attachments	SGX Annc.pdf Press Release.pdf Total size =295K

Like

SINGAPORE POST LIMITED

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

- (1) FORMATION OF A SUBSIDIARY**
- (2) PROPOSED ACQUISITION OF AN EQUITY INTEREST IN TRADEGLOBAL HOLDINGS, INC.**

1. FORMATION OF SUBSIDIARY

The Board of Directors (the “**Board**”) of Singapore Post Limited (the “**Company**”) wishes to announce that on 15 October 2015, it has, through its wholly-owned subsidiary, Singapore Post Enterprise Private Limited (“**SPE**”), subscribed for one share at US\$0.0001 in TG Acquisition Corp., a corporation incorporated under the laws of the State of Delaware, the United States of America (the “**Subscription**”). Following the Subscription, TG Acquisition Corporation (“**TG AC**”) has thereby become a wholly-owned indirect subsidiary of the Company.

The Subscription is funded from internal resources and will not have a material impact on the net tangible assets (“**NTA**”) of the Group for the financial year ending 31 March 2016.

2. PROPOSED ACQUISITION OF EQUITY INTEREST IN TRADEGLOBAL HOLDINGS, INC.

The Board also wishes to announce that TG AC has on 15 October 2015 entered into:

- (i) a conditional stock purchase agreement (the “**Stock Purchase Agreement**”) with TradeGlobal Parent LLC (the “**Seller**”), TradeGlobal Holdings, Inc. (“**TradeGlobal**”), Mr David Eckley and Mr David Cook (together, the “**Rollover Equityholders**”), the Company and all of the members of the Seller, for the acquisition by TG AC of 100 per cent. of the total issued and outstanding shares of capital stock of TradeGlobal (the “**Seller’s Shares**”) from the Seller (the “**Acquisition**”); and
- (ii) a conditional rollover contribution and exchange agreement with the Rollover Equityholders, setting out the terms and conditions for them to acquire an equity interest in TG AC based on the total issued and outstanding shares of capital stock of TG AC, immediately prior to completion of the Acquisition (the “**Rollover Contribution and Exchange**”)

(the “**Acquisition**” and the “**Rollover Contribution and Exchange**” collectively, the “**Transactions**”).

Following completion of the Transactions (“**Completion**”), TG AC will own 100 per cent. of TradeGlobal and it is envisaged that SPE and the Rollover Equityholders will, through TG AC, own an estimated 96.3% and 3.7% respectively of TradeGlobal.

Acquisition Consideration

The aggregate consideration payable by TG AC for the Seller's Shares is, subject to the adjustments set out in the Stock Purchase Agreement (including an agreed formula for adjusting for working capital), approximately US\$168.6¹ million (the "Acquisition Consideration"). The Acquisition Consideration will be satisfied wholly in cash from the Company's internal resources, and was arrived at on an arm's length and willing-buyer and willing-seller basis.

Completion is subject to certain conditions, including the expiration of all applicable waiting periods relating to the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, of the United States of America.

The effective equity interest of SPE and the Rollover Equityholders in TradeGlobal through TG AC will be determined and confirmed at Acquisition Completion using an agreed formula referencing the Acquisition Consideration. The Company will provide an update following Completion.

Rationale for the Transactions

TradeGlobal is a provider of integrated eCommerce enablement solutions, including fulfillment, customer care, logistics, web development, software and marketing services for the fashion retail industry. TradeGlobal is headquartered in Cincinnati, Ohio, and maintains fulfillment warehouses in Cincinnati and Shanghai, China.

The Transactions represent an expansion of the Company's eCommerce and eCommerce logistics businesses which are integral parts of the Company's key business pillars. The Transactions will enable the Group to offer an integrated US and Asia eCommerce logistics solution for both the Group's and TradeGlobal's customers.

Financial Impact

Based on the unaudited financial statements of TradeGlobal for the financial year ended 31 December 2014, the financial impact of the Transactions on the Group's NTA based on the audited financial statements of the Group for the financial year ended 31 March 2015 is estimated as follows:

	Before the Transactions	After Completion ²
NTA (S\$'000)	1,164,844	946,308
NTA per share (S\$)	0.54	0.44

¹ Equivalent to approximately, S\$236 million based on the exchange rate of US\$1.00 to S\$1.40.

² The fall in NTA per share from S\$0.54 to S\$0.44 is due to the acquisition of intangible assets.

The Company will provide an update on the full effects of the financial impact of the Transactions on the NTA of the Group following Completion.

BY ORDER OF THE BOARD

Jocelyn Ng
Group Company Secretary

15 October 2015



For immediate release

SingPost to acquire TradeGlobal and boost its eCommerce logistics platform to expand and serve brands and consumers globally

Acquisition is part of SingPost's strategy to provide the world's leading brands with global go-to-market eCommerce solutions



SINGAPORE, 15 October 2015 – Singapore Post Limited (“SingPost”) (STI:S08) through its indirect wholly owned subsidiary, TG Acquisition Corporation, is acquiring 96.3 per cent of TradeGlobal Holdings, Inc (“TradeGlobal”), from TradeGlobal Parent LLC, which is owned by the private equity firm, Bregal Sagemount for US\$168.6 million (or approximately S\$236 million). TradeGlobal is a leading U.S. end-to-end eCommerce provider that offers best-in-class services to the world’s premier fashion, beauty and lifestyle brands.

Following this transaction, SingPost’s clients in Asia Pacific can now expand their businesses into the U.S. Likewise, TradeGlobal’s clients will have access to the fast growing eCommerce landscape in Asia Pacific.

As SingPost’s and TradeGlobal’s eCommerce platforms and warehouse networks are complementary, their clients can expect to leverage integrated technology and fulfilment capabilities. This combination creates a one-stop global solution.

The ability to deliver global scalable solutions will give SingPost a competitive edge in the eCommerce market. Mr. Lim Ho Kee, Chairman of SingPost, said, “Our investment in TradeGlobal makes sense for us in many ways. Together with TradeGlobal, SingPost can establish stronger market leadership and have a larger talent pool to drive a global eCommerce strategy. We will also be looking at a larger and deeper footprint. Increasingly, we need to take a ‘one world’ approach towards eCommerce.”

Mr. Marcelo Wessler, Chief Executive Officer, SingPost eCommerce, added, “Full service eCommerce solutions have traditionally been geographically confined. This acquisition will offer a one stop solution for brands to grow their businesses globally. Using localised capabilities in the two largest eCommerce markets, Asia Pacific and North America, brands will also be able to provide their customers with a seamless shopping experience. This acquisition strengthens



our e-commerce logistics platform by enhancing our scalability and capabilities, for instance to handle major surges in traffic and transactions during peak shopping seasons.”

The founders of TradeGlobal, Mr. Dave Cook, Executive Chairman, and Mr. Dave Eckley, Chief Executive Officer, will continue in their current positions as executives and shareholders.

Mr. Dave Cook, Executive Chairman, TradeGlobal, said, “We are excited about the synergies between TradeGlobal and SingPost. The combination of the two companies will enhance our capabilities to build a powerful global eCommerce platform enabling our customers to expand internationally.”

Mr. Lim added, “We found that both management teams share the same vision and similar values. The focus is on how to best serve clients innovatively and have a common goal of offering best-in-class eCommerce solutions for global brands. TradeGlobal serves more than 60 leading brands with very strong presence in the U.S. SingPost, on the other hand, has built our network extensively across Asia Pacific and Europe. Our acquisition of TradeGlobal will further accelerate SingPost’s transformation, which began more than a decade ago to survive the steep decline of letter mail.”

TradeGlobal

TradeGlobal is one of the top five end-to-end eCommerce players in the U.S. that offers a full spectrum of eCommerce services from website design, content management, marketing and analytics, to fulfilment and logistics.

Their clients include leading brands in the fashion, beauty and lifestyle markets.

Bregal Sagemount

Bregal Sagemount is a growth-focused private capital firm with US\$650 million in committed capital. The firm provides flexible capital and strategic assistance to market-leading companies in high-growth sectors across a wide variety of transaction situations. Bregal Sagemount invests US\$15 million to US\$150 million per transaction into targeted sectors including software, digital infrastructure, healthcare IT/services, business and consumer services, and financial technology/specialty finance.

-END-

About Singapore Post Limited

For over 150 years, Singapore Post (SingPost) as the country’s postal service provider, has been delivering trusted and reliable services to homes and businesses in Singapore.

Today, SingPost is pioneering and leading in eCommerce logistics through its subsidiary SP eCommerce as well as providing innovative mail and logistics solutions in Singapore and the Asia Pacific, with operations in 15 countries. For more information, please refer to www.SPeCommerce.com.

Building on its trusted communications through domestic and international postal services, SingPost is taking the lead in end-to-end integrated and digital mail solutions. The suite of SingPost eCommerce logistics solutions includes front end web management, warehousing and fulfilment, last mile delivery or international freight forwarding.

Listed on the Main Board of the Singapore Exchange in 2003, SingPost is a constituent stock of various main global benchmark indices - FTSE All-World Index Series, FTSE All-World Minimum Variance Index,



FTSE All-World High Dividend Yield Index, FTSE RAFI Index Series, FTSE Global Infrastructure Index Series and FTSE ST Index Series. It has a strong credit rating of 'A/Stable/NR' by Standard & Poor's.

To find out more about SingPost, please visit www.singpost.com and <https://www.singpost.com/corporate-information/businesses.html> for more information on SingPost's subsidiaries and businesses.

Media Contact

Lim Li Koon
Tel. +65 9363 6523
Email: limlikoon@singpost.com

Peter Heng
Tel. +65 9125 0023
Email: peterheng@singpost.com