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勝獅貨櫃企業有限公司
SINGAMAS CONTAINER HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

Stock code: 716

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Singamas Container Holdings Limited (the “Company”) will be held at Room 2401-02, 24/F., Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Wednesday, 29 June 2016 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2015.
2. To re-elect the following retiring directors as directors of the Company:
 - (a) Mr. Chan Kwok Leung as executive director;
 - (b) Mr. Teo Tiou Seng as executive director;
 - (c) Ms. Chung Pui King, Rebecca as executive director;
 - (d) Mr. Kuan Kim Kin as non-executive director;
 - (e) Mr. Tan Chor Kee as non-executive director;
 - (f) Mr. Cheng Fu Kwok, David as independent non-executive director;
 - (g) Mr. Lau Ho Kit, Ivan as independent non-executive director;
 - (h) Mr. Ong Ka Thai as independent non-executive director; and
 - (i) Mr. Yang, Victor as independent non-executive director.
3. To authorise the board of directors of the Company to fix the directors’ remuneration.
4. To re-appoint auditors of the Company for the ensuing year and to authorise the board of directors of the Company to fix their remuneration.
5. As special business, to consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with shares of the Company (“Shares”), to grant rights to subscribe for, or convert any security into, Shares (including the issue of any securities convertible into Shares, or options (including any options under any share option scheme adopted by the Company)), warrants or similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including securities convertible into Shares, or option, warrants or similar rights to subscribe for any Shares) which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below), (ii) a grant of option or an issue of Shares under any share option scheme adopted by the Company or (iii) a dividend of the Company satisfied by the issue of Shares in accordance with the Articles of Association of the Company, shall not exceed 20% of the aggregate number of Shares in issue as at the date of the passing of this resolution (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares) and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any law applicable to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the members in general meeting of the Company.

“Rights Issue” means an offer of Shares or an offer or issue of warrants or options or similar instruments to subscribe for, or of securities convertible into, Shares open for a period fixed by the Directors to the holders of Shares

(or, where appropriate, to holders of other securities of the Company entitled to the offer) or any class thereof and on the register on a fixed record date in proportion to their then holdings of Shares (or, where appropriate, such other securities) or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restriction or obligation under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

6. As special business, to consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase its issued shares of the Company (“Shares”) on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Directors pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of Shares in issue as at the date of the passing of this resolution (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares) and the said approval be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any law applicable to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the members in general meeting of the Company.”

7. As special business, to consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution of the Company:

“THAT:

conditional on the passing of resolutions numbered 5 and 6 as set out in the notice of the meeting of which this resolution forms part, the aggregate number of shares of the Company repurchased by the directors of the Company (“Directors”) under the authority granted to the Directors mentioned in such resolution numbered 6 shall be added to the aggregate number of shares of the Company (“Shares”) that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution numbered 5 above, provided that the amount of Shares repurchased by the Directors shall not exceed 10% of the total number of Shares in issue on the date of this resolution (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares).”

8. As a special business, to consider and, if thought fit, to pass with or without modification the following resolution as a special resolution of the Company:

“THAT:

- (a) the Articles of Association of the Company be and is hereby amended as follows:—
- (i) by deleting article numbered 92 of the Articles of Association of the Company in its entirety and substituting it with the following:

“92. At each annual general meeting, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, the number nearest to but not less than one-third) or such higher number of Directors to be determined by the Board, or a number determined by such number of rotation as may be required by the Listing Rules or other codes, rules and regulations as may be prescribed by the applicable regulatory authority from time to time, shall retire from office such that each Director (including those appointed for a specific term) will be subject to retirement by rotation at least once every 3 years at the annual general meeting, provided always that any Director appointed pursuant to Article 98 shall not be taken into account in determining the Directors who are to retire by rotation at such meeting. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they

otherwise agree between themselves) be determined by lot. The retiring Directors shall retain office until the close of the meeting at which he retires and shall be eligible for re-election.”;

- (ii) by adding the following article numbered 92A to the Articles of Association of the Company:

“92A. The Company at any general meeting at which any Directors retire in manner pursuant to Article 92 may fill the vacated office by electing a like number of persons to be Directors.”; and

- (iii) by deleting article numbered 102 of the Articles of Association of the Company in its entirety and substituting it with the following:

“102. The directors may appoint one or more of their number to the office of managing director and/or chief executive officer for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke any such appointment.”; and

- (b) the Articles of Association, a copy of which has been produced to the meeting marked “A” and initialled by the Chairman of the meeting for the purpose of identification, be and are hereby approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company with effect from the conclusion of this meeting and THAT any Director or the Company Secretary of the Company be and is hereby authorized to do all things necessary to effect and record the amendments to the Articles of Association of the Company.”

By Order of the Board
Chung Pui King, Rebecca
Executive Director and Company Secretary

Hong Kong, 28 April 2016

Registered office:
19th Floor
Rykan Capital Tower
135 Hoi Bun Road
Kowloon, Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. **Completion and return of the proxy form will not preclude a member from attending and voting in person at the meeting or any adjourned meeting should he/she so wish.**
2. In order to be valid, the proxy form, together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that authority must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. With respect to the proposed resolution numbered 2 above, the re-election of the retiring directors will be individually and separately voted on by members.
4. With respect to the proposed resolution numbered 3 above, the directors' remuneration will be determined by the remuneration committee of the Company as a matter of good corporate governance practice.
5. With respect to the proposed resolution numbered 5 above, the directors of the Company wish to state that they have no immediate plans to issue any new shares under the general mandate to issue shares.

The Directors as at the date of this announcement are Mr. Teo Siong Seng, Mr. Chan Kwok Leung, Mr. Teo Tiou Seng and Ms. Chung Pui King, Rebecca as executive Directors, Mr. Kuan Kim Kin and Mr. Tan Chor Kee as non-executive Directors and Mr. Cheng Fu Kwok, David, Mr. Lau Ho Kit, Ivan, Mr. Ong Ka Thai and Mr. Yang, Victor as independent non-executive Directors.