

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Singamas Container Holdings Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or other transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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SINGAMAS

勝獅貨櫃企業有限公司

SINGAMAS CONTAINER HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

Stock Code: 716

CONTINUING CONNECTED TRANSACTIONS

Independent financial adviser to
the Independent Board Committee and the Independent Shareholders



A letter from the Board is set out on pages 6 to 15 of this circular and a letter from the Independent Board Committee is set out on page 16 of this circular. A letter from Goldlink Capital (Corporate Finance) Limited, the independent financial adviser to the Independent Board Committee and the Independent Shareholders, containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 17 to 33 of this circular.

A notice convening the EGM to be held by electronic means only (“Online EGM”) on Monday, 25 November 2024 at 3:30 p.m. is set out on pages 40 to 41 of this circular.

Whether or not you intend to attend the said meeting, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company’s share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the Online EGM or any adjourned meeting(s) should you so wish. In the event that the Shareholder attends and votes at the Online EGM or any adjourned meeting (as the case may be) after having lodged a form of proxy, the form of proxy will be deemed to have been revoked. The Company will be conducting the EGM by way of a virtual meeting. The Shareholders and/or their proxies will NOT be able to attend the EGM in person, and can only attend the EGM via visiting the website at <http://meetings.computershare.com/Singamas2024EGM> which enables audio live streaming of the EGM.

29 October 2024

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SPECIAL ARRANGEMENTS FOR THE EGM

ATTENDING THE EGM BY MEANS OF ELECTRONIC FACILITIES

No Shareholder, proxy or corporate representative should attend the EGM in person. The Company strongly encourages Shareholders to attend, participate and vote at the Online EGM through online access by visiting the website – <http://meetings.computershare.com/Singamas2024EGM> (the “Online Platform”).

Both registered Shareholders and non-registered Shareholders can (i) attend the Online EGM and vote by way of electronic means; or (ii) exercise their right to vote at the Online EGM by appointing their own proxy or the Company’s designated proxy(ies), to act as their proxy.

By logging in the Online platform, Shareholders will be able to listen to a live webcast of the Online EGM, submit questions, and cast vote in real-time.

The Online Platform will be opened for registered Shareholders and non-registered Shareholders (see below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the Online EGM and can be accessed from any location with internet connection by a smart phone, tablet device or computer. Shareholders should allow ample time to check into the Online Platform to complete the related procedures. Please refer to the online User Guide for the Online EGM sent together with this circular for assistance. Any missed contents as a result of connection issues arise from the Shareholders will not be repeated.

Login details for registered Shareholders

Details regarding the EGM arrangements including login details to access the Online Platform are included in the Company’s notification letter to registered Shareholders (the “Shareholder Notification”) sent together with this circular.

Login details for non-registered Shareholders

Non-registered Shareholders who wish to attend, participate and vote at the Online EGM should:

- (1) contact and instruct their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their shares are held (together, the “Intermediary”) to appoint themselves as proxy or corporate representative to attend the Online EGM; and
- (2) provide their email address to their Intermediary before the time limit required by the relevant Intermediary.

SPECIAL ARRANGEMENTS FOR THE EGM

Details regarding the EGM arrangements including login details to access the Online Platform will be sent by the share registrar of the Company, Computershare Hong Kong Investor Services Limited, to the email address of the non-registered Shareholders provided by the Intermediary. Any non-registered Shareholder who has provided an email address through the relevant Intermediary for this purpose but has not received the login details by email by Friday, 22 November 2024, should reach out to Computershare Hong Kong Investor Services Limited for assistance. Without the login details, non-registered Shareholders will not be able to participate and vote using the Online Platform. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediary in respect of both (1) and (2) above.

Login details for proxies

Details regarding the EGM arrangements including login details to access the Online Platform will be sent by the share registrar of the Company, Computershare Hong Kong Investor Services Limited, to the email address of the proxies provided to it in the relevant proxy forms.

Registered and non-registered Shareholders should note that only one device is allowed in respect of each set of login details. Please also keep the login details in safe custody for use at the Online EGM and do not disclose them to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.

For enquiries regarding the login details to access the Online EGM, please call Computershare Hong Kong Investor Services Limited on (852) 2862 8555 for assistance.

APPOINTMENT OF PROXY IN ADVANCE OF THE EGM

Shareholders are encouraged to submit their completed proxy forms well in advance of the EGM. Return of a completed proxy form will not preclude Shareholders from attending and voting by means of electronic facilities at the Online EGM or any adjournment or postponement thereof should they subsequently so wish. Non-registered Shareholders should contact their Intermediary as soon as possible for assistance in the appointment of proxy.

If Shareholders have any questions relating to the EGM, please contact the share registrar of the Company, Computershare Hong Kong Investor Services Limited, as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
Telephone: +852 2862 8555
Facsimile: +852 2865 0990
Website: www.computershare.com/hk/contact

DEFINITIONS

In this circular, other than in the notice of EGM, the following expressions have the following meanings, unless the context otherwise requires:

“Annual Caps”	the maximum aggregate sales value in respect of the Transactions for the financial years ending 31 December 2025, 2026 and 2027 respectively
“Board”	the board of Directors
“Company”	Singamas Container Holdings Limited, a company incorporated in Hong Kong with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (Stock code: 716)
“Director(s)”	the director(s) of the Company
“EGM”	a general meeting of the Company to be held by electronic means only on Monday, 25 November 2024 at 3:30 p.m., notice of which is set out on pages 40 to 41 of this circular, including any adjournment thereof for the Independent Shareholders to consider, and if thought fit, approve the Master Purchase Contract 2025 and the Transactions contemplated thereunder (including the Annual Caps)
“Equipment”	including but not limited to dry freight containers, collapsible flatrack containers, open top containers, tank containers, offshore containers, other specialised containers and other relevant products
“Group”	the Company together with its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	the independent board committee of the Company comprising Ms. Wong Sau Pik, Mr. Ho Teck Cheong and Mr. Lam Sze Ken, Kenneth, all being independent non-executive Directors, which is formed to advise the Independent Shareholders in respect of the Master Purchase Contract 2025 and the Transactions contemplated thereunder and each of them has confirmed that he/she does not have any material interest in the Master Purchase Contract 2025

DEFINITIONS

“Independent Financial Adviser” or “Goldlink Capital”	Goldlink Capital (Corporate Finance) Limited, a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the Master Purchase Contract 2025
“Independent Shareholders”	Shareholders other than those who have a material interest in the Master Purchase Contract 2025 and the Transactions contemplated thereunder
“Latest Practicable Date”	22 October 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Master Purchase Contract 2025”	the conditional master purchase contract dated 7 October 2024 subject to the approval of the Independent Shareholders at the EGM, and entered into between the Company (for and on behalf of the Group) and PIL (for and on behalf of PIL Group) with a term commencing from 1 January 2025 to 31 December 2027
“PIL”	Pacific International Lines (Private) Limited, a company incorporated in the Republic of Singapore
“PIL Group”	PIL together with its subsidiaries
“Revised Master Purchase Contract 2022”	the master purchase contract dated 18 March 2022, which was approved by the Shareholders on 4 May 2022, and entered into between the Company (for and on behalf of the Group) and PIL (for and on behalf of PIL Group), and will expire on 31 December 2024
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	the holder(s) of the Share(s)

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transactions”	the continuing connected transactions between the Group and PIL Group to be occurred on a recurring basis and all the transactions contemplated under the Master Purchase Contract 2025
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

In this circular, the terms “associate”, “connected person”, “connected transaction”, “continuing connected transaction”, “controlling shareholder” and “subsidiary” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

For the purposes of illustration in this circular only and unless otherwise specified, conversion of US\$ into HK\$ is based on the exchange rate of US\$1.00 = HK\$7.8.

SINGAMAS

勝獅貨櫃企業有限公司

SINGAMAS CONTAINER HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

Stock Code: 716

Executive Directors:

Mr. Teo Siong Seng
(Chairman and Chief Executive Officer)
Ms. Siu Wai Yee, Winnie
(Chief Operating Officer)
Ms. Chung Pui King, Rebecca
(Chief Financial Officer and Company Secretary)

Registered Office:

15th Floor,
Allied Kajima Building,
No. 138 Gloucester Road,
Wanchai,
Hong Kong

Non-executive Directors:

Mr. Ng Wai Lim
Ms. Lau Man Yee, Vanessa

Independent Non-executive Directors:

Mr. Ho Teck Cheong
Mr. Lam Sze Ken, Kenneth
Ms. Wong Sau Pik

29 October 2024

To the Shareholders

Dear Sirs or Madams,

CONTINUING CONNECTED TRANSACTIONS

INTRODUCTION

The Board announced on 7 October 2024 that the Company (for and on behalf of the Group) entered into the Master Purchase Contract 2025 with PIL (for and on behalf of PIL Group) on 7 October 2024 for the sales of Equipment by the Group to PIL Group. The Master Purchase Contract 2025 is subject to the approval of the Independent Shareholders and will take effect from 1 January 2025 and expire on 31 December 2027. The Master Purchase Contract 2025 is to replace the Revised Master Purchase Contract 2022 which will expire on 31 December 2024.

LETTER FROM THE BOARD

As at the Latest Practicable Date, PIL is the controlling shareholder of the Company, as defined under the Listing Rules, thus, PIL is a connected person of the Company. The Master Purchase Contract 2025 involves transactions, which will occur on a recurring basis over a period of time; accordingly, the Transactions will constitute continuing connected transactions of the Company. The Transactions are subject to the approval of the Independent Shareholders at the Online EGM.

The Transactions under the Master Purchase Contract 2025 constitute non-exempt continuing connected transactions of the Company, and the Company is required to comply with the annual review, annual reporting, announcement, circular (including independent financial advice) and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules in respect of the continuing connected transactions. Please refer to the section headed "Listing Rules Implications" below.

The purpose of this circular is to provide Shareholders with relevant information relating to the Transactions as well as the resolution to be proposed at the Online EGM, notice of which is set out on pages 40 to 41 of this circular. The advice of the Independent Board Committee to the Independent Shareholders regarding their view on the Master Purchase Contract 2025, the Transactions contemplated thereunder as well as the Annual Caps applicable thereto is set out on page 16 of this circular. A copy of the letter from Goldlink Capital to the Independent Board Committee and Independent Shareholders containing its advice in relation to the terms of the Master Purchase Contract 2025, the Transactions contemplated thereunder as well as the Annual Caps are set out on pages 17 to 33 of this circular.

MASTER PURCHASE CONTRACT 2025

The salient terms and conditions of the Master Purchase Contract 2025 are described below.

Date:

7 October 2024

Parties:

The Seller:
The Company (on behalf of the Group)

The Buyer:
PIL (on behalf of PIL Group)

LETTER FROM THE BOARD

Scope/Consideration

Pursuant to the Master Purchase Contract 2025, the Group will enter into individual purchase order agreement(s) with PIL Group for the provision of Equipment by the Group to PIL Group. Each individual purchase order agreement will specify and stipulate the specific terms and the operative provisions, including but not limited to the size and type, unit price, quantity and delivery time and location of the Equipment, which may cover dry freight containers, collapsible flatrack containers, open top containers, tank containers, offshore containers and other specialised containers.

None of the Equipment under the Master Purchase Contract 2025 has a fixed unit price as there may be material fluctuations in production costs for the Equipment, in particular, costs of raw materials and labour cost, which are contingent upon the prevailing market price. Neither is there a published reference price for the Equipment under the Master Purchase Contract 2025 as there is no widely accepted industry standard price on the Equipment and there is no sufficiently representative published data on the market price of similar equipment. Given the above, the unit price of the Equipment under each individual purchase order agreement will be determined on a cost plus reasonable profits basis (and hence the said pricing policy applies to all such Equipment), where such markup will take into account, among other things, the market demand and supply dynamics at the time when quotations are made and the prevailing market price and value of products that are of similar nature of the Equipment (if available) and in any event not lower than the markup of the Equipment (or products of similar nature of the Equipment) sold by the Group to independent third party customers. Such market prices will be observed through, among other things, recent transactions of the Group. The final price under each individual purchase order agreement will be determined on an arm's length basis between the Group and PIL Group provided that the parties may negotiate on a case-by-case basis but in any event will be no less favourable to the Group than those offered to other independent third party customers of the Group for Equipment of similar nature and value and the industry practices.

Before determining the unit price for the Equipment under the Master Purchase Contract 2025 and signing any individual purchase order agreement, the relevant officers of the Group would also review the terms of purchase orders entered into between independent third party customers and the Group of similar quantities, nature or values of the Equipment at the relevant time and calculate the gross profit margins based on such purchase orders. The relevant officers would then compare the gross profit margin that can be achieved by selling the Equipment to PIL and to independent third party customers to ensure that the gross profit margin from the sale of the Equipment to PIL is reasonable and ensure that the gross profit margin from sales of Equipment to PIL is generally in line with industry practices and is no less favourable to the Group than those offered to other independent third party customers at the relevant time with similar quantities and nature. So far as the Directors are aware, it is an industry practice to adopt a cost-plus pricing model to determine the price as well as the gross profit margin for the Equipment.

LETTER FROM THE BOARD

The Board considers that the said methods and procedures can ensure that the Transactions be conducted on normal commercial terms and on terms no less favourable to the Group than those offered by the Group to independent third party customers and are not prejudicial to the interests of the Company and the Shareholders as a whole.

The payment for the Transactions contemplated under the Master Purchase Contract 2025, unless otherwise stipulated in the relevant individual purchase order agreement, shall be settled within 60 days after technical acceptance of the relevant Equipment has been confirmed by PIL Group to the Group. Payment terms offered by the Group to third party customers ranged from 30 days to 120 days, depending on the creditworthiness of the third party customers. The board believes that the payment term offered by the Group to PIL Group is on normal commercial terms after considering the creditworthiness of PIL, and is no more favourable than those offered by the Group to other comparable independent third party customers.

Term

Subject to the Independent Shareholders' approval, the Master Purchase Contract 2025 will be for a term commencing from 1 January 2025 and expiring on 31 December 2027. During the effective term of the Master Purchase Contract 2025, either the Company (on behalf of the Group) or PIL (on behalf of PIL Group) may terminate the Master Purchase Contract 2025 by giving 30 days' written notice to the other party.

Historical figures, existing annual caps and proposed Annual Caps

The table below sets out the historical figures and the existing annual caps under the Revised Master Purchase Contract 2022 for each of financial years ended 31 December 2022 and 2023 and for the financial year ending 31 December 2024:

Year ended 31 December 2022		Year ended 31 December 2023		Year ending 31 December 2024	
Annual cap	Actual amount	Annual cap	Actual amount	Annual cap	Actual amount <i>(Note)</i>
US\$120,000,000 (equivalent to approximately HK\$936,000,000)	US\$106,915,000 (equivalent to approximately HK\$833,937,000)	US\$120,000,000 (equivalent to approximately HK\$936,000,000)	Nil	US\$120,000,000 (equivalent to approximately HK\$936,000,000)	US\$33,908,000 (equivalent to approximately HK\$264,482,000)

Note: The actual amount from 1 January 2024 up to the Latest Practicable Date represents: (i) the total value of equipment sold by the Group to PIL Group of US\$1,452,000; and (ii) the value of unproduced purchase orders contracted by PIL Group to the Group of approximately US\$32,456,000.

The proposed Annual Caps of the Transactions for the financial years ending 31 December 2025, 2026 and 2027 are US\$120,000,000 (equivalent to approximately HK\$936,000,000), US\$105,000,000 (equivalent to approximately HK\$819,000,000) and US\$110,000,000 (equivalent to approximately HK\$858,000,000) respectively.

LETTER FROM THE BOARD

The nil sales transaction to PIL Group for 2023 and low aggregate sales value for 2024 were mainly due to the fact that PIL Group made fewer direct purchases from the Group in 2023 and 2024 after substantial purchases in 2022. In 2023, the operating environment was difficult due to high inflation, interest rate hikes by the world's central banks and various geopolitical tensions which affected the global trade volume. In response to this, container demand from shipping companies, including PIL, dropped substantially. Moreover, instead of purchasing from the Group, PIL Group might consider fulfilling its requirements of Equipment indirectly through container leasing, as described in the Company's announcement dated 31 January 2022. PIL Group considers its logistic requirements, cash flow planning and the proportion of self-owned assets when determining whether to undertake direct purchases or indirectly through container leasing.

The Annual Caps are determined after taking into account: (i) the historical transaction amounts for each of the two years ended 31 December 2022 and 2023 and for the period from 1 January 2024 up to the Latest Practicable Date as shown in the table above as a reference of overall requirements; (ii) the Group's long term business relationship with PIL Group as its major supplier of the Equipment (whether directly or through leasing) such that the Company expects PIL Group to continue to purchase from the Group to meet its increasing Equipment requirements; (iii) estimated Equipment requirements of PIL Group during the term of the Master Purchase Contract 2025 as advised by the General Manager of Logistic Division of PIL. According to PIL, PIL Group has ordered 13 vessels with total capacity of more than 150,000 Twenty-Foot Equivalent Units ("TEU"), four vessels with 14,000 TEU will gradually deliver from end 2024, four vessels with 8,200 TEU are expected to deliver in 2025 and five vessels with 13,000 TEU are expected to deliver gradually from end 2026. New containers are required to fill the new shipping slots generated from the newly delivered vessels. In general, the container to vessel slot ratio is approximately 1.65, meaning 1.65 TEU of new containers are required for a new shipping slot. The increase of 153,800 shipping slots required additional of approximately 250,000 TEU of containers, significantly increasing its demand for new containers. In addition, according to PIL, it currently has a total of 520,000 TEU of dry freight containers on its fleet. Based on its replacement policy to replace approximately 7% of its container fleet annually, it will increase approximately 36,000 TEU of dry freight containers demand every year. The introduction of new container line services connecting various ports will also require additional containers to support the services. The planned Equipment purchases are calculated based on the replacement demand of PIL's existing Equipment, the expected new vessel deliveries and the expected growth of its business volume for certain shipping routes as mentioned above; and (iv) the expected market prices of the Equipment from the report published in the third quarter of 2024 by Drewry Shipping Consultant Limited, a leading research and consulting services providers to the maritime and shipping industry, which projected the market price of each of the 20' foot dry freight container to be sold at US\$2,390, US\$2,040 and US\$2,145 in year 2025, 2026 and 2027 respectively.

LETTER FROM THE BOARD

INTERNAL CONTROL FOR THE GROUP'S CONTINUING CONNECTED TRANSACTIONS

The pricing policy for all the continuing connected transactions of the Group will be supervised and monitored by the finance department and management of the Group in charge to ensure that all the continuing connected transactions are conducted on normal commercial terms and in accordance with the pricing policy of the Group and will not be prejudicial to the interests of the Company and its Shareholders as a whole.

Prior to signing each purchase order with PIL Group, the marketing department will conduct research on the market demand and supply dynamics, and compare the terms and unit prices of the most recent three purchase orders of the Equipment of similar nature, values and quantities signed between the Group and independent third parties, where available, against the terms and unit price of the purchase order with PIL Group. In the absence of any comparable transaction, our market research unit under the marketing department will conduct market research of the unit price of the Equipment of similar nature, values and quantities of recent transactions conducted by other industry players based on market intelligence (including through discussions with various market participants from time to time to understand the prevailing offer prices for comparable products in the market) and review whether the terms and unit price of the purchase order are determined based on an arm's length basis between the Group and PIL Group. The purchase order will then be submitted to the chief operating officer of the Group ("**Chief Operating Officer**") or his/her delegate for approval. The Chief Operating Officer or his/her delegate will compare the terms and unit price of the purchase order with PIL Group against the terms and unit prices of the most recent three purchase orders of the Equipment of similar nature, values and quantities signed between the Group and independent third parties, where available. In the absence of any comparable transaction, the Chief Operating Officer or his/her delegate will review the results of the market research conducted by the marketing department on the unit price of the Equipment of similar nature, values and quantities of recent transactions conducted by other industry players to determine whether the terms and unit price of the purchase order are determined based on an arm's length basis between the Group and PIL Group. The Chief Operating Officer or his/her delegate will approve the purchase order if he/she is satisfied that the terms and unit price from the sale of the Equipment to PIL Group is reasonable, no less favourable to the Group than those offered to independent third party customers of the Group, and generally in line with market demand and supply dynamics at the time and general industry practices.

The finance department and management of the Group will conduct half-yearly reviews and assess whether individual transactions contemplated under the continuing connected transactions are conducted in accordance with the terms of the Master Purchase Contract 2025 and will also regularly review whether the price charged for a specific transaction is fair and reasonable and in accordance with the aforesaid pricing policy and no less favourable to the Group than those offered to independent third party customers of the Group. The finance department will conduct quarterly reviews of the purchase orders with PIL Group to ensure that the aggregate transaction amount of the purchase orders will not exceed the Annual Caps, and will alert the management of the Group if the aggregate transaction amount of the purchase orders reaches 80% of the Annual Caps.

LETTER FROM THE BOARD

The independent non-executive Directors will conduct an annual review of the transactions contemplated under all continuing connected transactions of the Company, and if necessary, recommend proposals to improve the above internal controls of the Group, and the auditors of the Group will also conduct an annual review on the pricing terms and annual caps thereof and report its findings to the Directors.

Accordingly, the Directors consider that the internal control mechanism of the Company is effective to ensure that the transactions contemplated under all continuing connected transactions have been and will be conducted on normal commercial terms and in accordance with the pricing policy of the Group and not prejudicial to the interests of the Company and the Shareholders as a whole.

INFORMATION ON THE GROUP AND PIL GROUP

The Company is an investment holding company incorporated in Hong Kong and the business activities of the Group include: (i) manufacturing of dry freight containers, collapsible flat rack containers, open top containers, tank containers, offshore containers, other specialised containers and container parts and leasing of dry freight containers; and (ii) provision of logistics services, including operating container depots and container logistics.

PIL is a company incorporated in Singapore with limited liability. Headquartered in Singapore, the PIL Group is a containership operator which offers container liner services and other logistics related services globally and operates a fleet of vessels. Heliconia Capital Management Pte. Ltd., an institutional investor (an independently managed wholly-owned subsidiary of Temasek Holdings (Private) Limited (“**Temasek**”), a sovereign wealth fund held by the Singapore government) indirectly controls PIL Pte. Ltd., an investment holding company, which wholly owns PIL.

REASONS FOR AND BENEFITS OF ENTERING INTO THE MASTER PURCHASE CONTRACT 2025

The Master Purchase Contract 2025 will provide the Group with additional and steady source of revenue from the sales of the Equipment in the ordinary course of business of the Group. The Directors (including the independent non-executive Directors, having received and considered the advice from Goldlink Capital) consider that the Master Purchase Contract 2025 and the Transactions contemplated thereunder are conducted in the ordinary and usual course of business of the Group, the Master Purchase Contract 2025 (including the Annual Caps) has been entered into on normal commercial terms and on terms that are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

BOARD'S APPROVAL

The Board has approved the Master Purchase Contract 2025 and the Annual Caps. PIL, a company in which Mr. Teo Siong Seng is a director, is the controlling shareholder of the Company, as defined under the Listing Rules, and Mr. Ng Wai Lim and Ms. Lau Man Yee, Vanessa, who are non-executive directors of the Company, are the Group CFO and the then Group controller of PIL respectively. Accordingly, Mr. Teo Siong Seng, Mr. Ng Wai Lim and Ms. Lau Man Yee, Vanessa had abstained from voting in the Board resolutions approving the Master Purchase Contract 2025, the Transactions contemplated thereunder as well as the Annual Caps applicable thereto. Save as disclosed above, none of the Directors has a material interest in the Transactions.

LISTING RULES IMPLICATIONS

PIL, a company in which Mr. Teo Siong Seng is a director, is the controlling shareholder of the Company, as defined under the Listing Rules. Accordingly, PIL is a connected person of the Company under the Listing Rules. The Master Purchase Contract 2025 involves transactions, which will occur on a recurring basis over a period of time; accordingly, the transactions constitute continuing connected transactions of the Company under the Listing Rules.

As one or more of the applicable percentage ratios (other than profits ratio) calculated pursuant to Rule 14.07 of the Listing Rules in respect of the proposed Annual Caps for the Transactions exceeds 5%, the Transactions contemplated under the Master Purchase Contract 2025 are subject to annual reporting, announcement, circular (including independent financial advice), annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Directors (including the independent non-executive Directors, having received and considered the advice from Goldlink Capital) are of the opinion that the Transactions will be entered into: (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms (or on terms no less favourable to the Group than terms available to third party customers); and (iii) on terms that are fair and reasonable and in the interests of the Company and the Shareholders as a whole. The Directors (including the independent non-executive Directors, having received and considered the advice from Goldlink Capital) are also of the opinion that the Annual Caps are fair and reasonable.

The Company will seek the Independent Shareholders' approval of the Transactions at the EGM. Each of PIL and its associates which, in aggregate, held 993,825,345 Shares and approximately 41.72% shareholding of the Company as at the Latest Practicable Date, will abstain from voting on the resolution in respect of the Transactions at the EGM. Mr. Teo Siong Seng (a director of PIL and an executive Director, the chairman of the Board and the chief executive officer of the Company), who held 47,377,250 Shares and approximately 1.99% shareholding in the Company as at the Latest Practicable Date, will also abstain from voting on such resolution at the EGM. As at the Latest Practicable Date, Mr. Ng Wai Lim (the Group CFO of PIL and a non-executive Director) and Ms. Lau Man Yee, Vanessa (the then Group Controller of PIL and a non-executive Director) had no shareholding in the Company. The Independent Board Committee has been set up to

LETTER FROM THE BOARD

advise the Independent Shareholders in connection with the Transactions. The independent financial adviser, Goldlink Capital has been appointed for the purpose of providing independent advice to the Independent Board Committee and the Independent Shareholders, on whether the Transactions are expected to be entered into in the ordinary and usual course of business of the Group and whether the Master Purchase Contract 2025 together with the Annual Caps are agreed on normal commercial terms, and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

EGM

A notice convening the Online EGM to be held by electronic means only on Monday, 25 November 2024 at 3:30 p.m., at which an ordinary resolution will be proposed to approve the Master Purchase Contract 2025 and the Transactions contemplated thereunder as well as the Annual Caps applicable thereto as set out on pages 40 to 41 of this circular.

A proxy form for use at the Online EGM is enclosed. Whether or not you are able to attend the Online EGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding of the Online EGM or any adjournment thereof (as the case may be). Completion and return of proxy form will not preclude you from attending and voting in person at the Online EGM or any adjournment thereof (as the case may be) should you so wish.

RECOMMENDATION

The Independent Board Committee comprising all independent non-executive Directors has been set up to advise the Independent Shareholders in connection with the Transactions. The independent financial adviser, Goldlink Capital has been appointed for the purpose of providing independent advice to the Independent Board Committee and the Independent Shareholders in respect of the Master Purchase Contract 2025, the Transactions contemplated thereunder as well as the Annual Caps applicable thereto.

Your attention is drawn to the letter from the Independent Board Committee set out on page 16 of this circular which contains its recommendations to the Independent Shareholders as to voting at the EGM. Your attention is also drawn to the letter of advice received from Goldlink Capital which contains its advice to the Independent Board Committee and the Independent Shareholders in relation to the Master Purchase Contract 2025, the Transactions contemplated thereunder as well as the Annual Caps applicable thereto. The letter from Goldlink Capital is set out on pages 17 to 33 of this circular.

LETTER FROM THE BOARD

The Directors (including the independent non-executive Directors, having received and considered the advice from Goldlink Capital) consider that the Transactions are expected to be entered into in the ordinary and usual course of business of the Group and the Master Purchase Contract 2025 together with the Annual Caps are agreed on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, they recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the Master Purchase Contract 2025 and the Transactions contemplated thereunder as well as the Annual Caps applicable thereto.

Your attention is also drawn to the general information set out in the Appendix I of this circular.

On behalf of the Board
Singamas Container Holdings Limited
Teo Siong Seng
Chairman and Chief Executive Officer

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

The following is the text of the letter of recommendation, prepared for the purpose of incorporation in the circular, from the Independent Board Committee to the Independent Shareholders in relation to the Master Purchase Contract 2025 and the Transactions contemplated thereunder.

SINGAMAS

勝獅貨櫃企業有限公司

SINGAMAS CONTAINER HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

Stock Code: 716

29 October 2024

To the Independent Shareholders

Dear Sirs or Madams,

CONTINUING CONNECTED TRANSACTIONS

We refer to the circular dated 29 October 2024 of the Company (the “**Circular**”) of which this letter forms part. Terms defined in the Circular shall have the same meanings herein unless the context otherwise requires.

We have been appointed as members of the Independent Board Committee to advise the Independent Shareholders in respect of the Transactions and the Master Purchase Contract 2025 together with the Annual Caps, details of which are set out in the “Letter from the Board” in the Circular to the Shareholders.

Having taken into account of the advice of Goldlink Capital, we consider that the Transactions are expected to be entered into in the ordinary and usual course of business of the Group and the Master Purchase Contract 2025 together with the Annual Caps are agreed on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution to approve the Master Purchase Contract 2025 and the Transactions contemplated thereunder and the Annual Caps as set out in the notice of the EGM to be held on 25 November 2024.

Yours faithfully,
For and on behalf of the
**Independent Board Committee of
Singamas Container Holdings Limited**

Ho Teck Cheong
*Independent
Non-executive Director*

Wong Sau Pik
*Independent
Non-executive Director*

Lam Sze Ken, Kenneth
*Independent
Non-executive Director*

LETTER FROM GOLDLINK CAPITAL

The following is the full text of the letter from Goldlink Capital (Corporate Finance) Limited, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Master Purchase Contract 2025 for the purpose of inclusion in this circular.



28/F
Bank of East Asia Harbour View Centre
56 Gloucester Road
Wanchai
Hong Kong

29 October 2024

*To: The Independent Board Committee and the Independent Shareholders of
Singamas Container Holdings Limited*

Dear Sirs,

CONTINUING CONNECTED TRANSACTIONS

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Master Purchase Contract 2025 and the Transactions contemplated thereunder, details of which are set out in the letter from the Board (the “**Letter from the Board**”) contained in the circular of the Company to the Shareholders dated 29 October 2024 (the “**Circular**”), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as defined in the Circular unless the context otherwise requires.

Reference is made to the announcement of the Company dated 7 October 2024 in relation to the Master Purchase Contract 2025. The Group has been selling Equipment to the PIL Group under the Revised Master Purchase Contract 2022 as part of the ordinary course of business of the Group. The Master Purchase Contract 2025 is to replace the Revised Master Purchase Contract 2022 which will expire on 31 December 2024. On 7 October 2024, the Company (for and on behalf of the Group) entered into the Master Purchase Contract 2025 with PIL (for and on behalf of PIL Group) for the sale of Equipment by the Group to PIL Group for a term of three years commencing from 1 January 2025 and expiring on 31 December 2027.

LETTER FROM GOLDLINK CAPITAL

As at the Latest Practicable Date, PIL is the controlling shareholder of the Company as defined under the Listing Rules, thus, PIL is a connected person of the Company. The Master Purchase Contract 2025 involves transactions, which will occur on a recurring basis over a period of time; accordingly, the Transactions constitute continuing connected transactions of the Company under the Listing Rules.

As one or more of the applicable percentage ratios (other than profits ratio) calculated pursuant to Rule 14.07 of the Listing Rules in respect of the proposed Annual Caps for the Transactions exceeds 5%, the Transactions contemplated under the Master Purchase Contract 2025 are subject to annual reporting, announcement, circular (including independent financial advice), annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Company will seek the Independent Shareholders' approval of the Transactions at the EGM. Each of PIL and its associates which, in aggregate, held 993,825,345 shares and approximately 41.72% shareholding of the Company as at the Latest Practicable Date, will abstain from voting on the resolution in respect of the Transactions at the EGM. Mr. Teo Siong Seng (a director of PIL and an executive Director, the Chairman of the Board and the chief executive officer of the Company), who held 47,377,250 shares and approximately 1.99% shareholding in the Company as at the Latest Practicable Date, will also abstain from voting on such resolution at the EGM.

The EGM will be convened and held for the Independent Shareholders to consider and, if thought fit, approve the Master Purchase Contract 2025 and the Transactions contemplated thereunder. Any shareholder who has a material interest in the Transactions must abstain from voting on the resolutions at the EGM. Accordingly, PIL and its associates will abstain from voting at the EGM.

The Independent Board Committee (comprising all independent non-executive Directors namely, Mr. Lam Sze Ken, Kenneth, Mr. Ho Teck Cheong and Ms. Wong Sau Pik) has been set up to advise the Independent Shareholders in connection with the Master Purchase Contract 2025 and the Transactions contemplated thereunder (including the Annual Caps). We, Goldlink Capital (Corporate Finance) Limited, has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

As at the Latest Practicable Date, we did not have any relationship with or interest in the Company and any other parties that could reasonably be regarded as relevant to our independence. During the past two years, we have not acted as an independent financial adviser on any other transactions for the Company. Apart from normal professional fees payable to us in connection with this appointment as the Independent Financial Adviser, no arrangement exists whereby we will receive any fees or benefits from the Company or any other parties that could reasonably be regarded as relevant to our independence and we are independent from the Company pursuant to Rule 13.84 of the Listing Rules.

LETTER FROM GOLDLINK CAPITAL

BASIS OF OUR OPINION

In arriving at our recommendations, we have relied on the statements, information and representations contained in the Circular and the information and representations provided to us by the Company, the Directors and the management of the Company. We have reviewed, among others, (i) the Master Purchase Contract 2025; (ii) the annual report of the Company for the year ended 31 December 2023 (the “**2023 Annual Report**”) and the interim report of the Company for the six months ended 30 June 2024 (the “**2024 Interim Report**”); (iii) other information as set out in the Circular; and (iv) relevant market data and information available from public sources.

We have assumed that all information, representations and opinions contained or referred to in the Circular and all information and representations which have been provided by the Company, the Directors and the management of the Company for which they are solely and wholly responsible, are true and accurate at the time they were made and will continue to be accurate as at the Latest Practicable Date. We have no reason to doubt the truth, accuracy and completeness of the information and representations provided to us by the management of the Company.

The Circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in the Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement therein or the document misleading.

We consider that we have been provided with sufficient information on which to form a reasonable basis for our opinion. We have no reason to suspect that any relevant information has been withheld, nor are we aware of any material facts or circumstances which would render the information provided and representations made to us untrue, inaccurate or misleading. We consider that we have performed all the necessary steps to enable us to reach an informed view and to justify our reliance on the information provided so as to provide a reasonable basis for our opinion. We have not, however, carried out any independent verification of the information provided by the Company, the Directors and the management of the Company, nor have we conducted an independent investigation into the business and affairs of the Group and any parties in relation to the Master Purchase Contract 2025 and the Transactions contemplated thereunder.

This letter is issued for the information of the Independent Board Committee and the Independent Shareholders solely in connection with their consideration of the Master Purchase Contract 2025 and the Transactions contemplated thereunder. Except for its inclusion in the Circular, this letter is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purposes, without our prior written consent.

LETTER FROM GOLDLINK CAPITAL

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinions and recommendations, we have taken into consideration the following principal factors and reasons:

1. Background information on the Group

The Company is an investment holding company incorporated in Hong Kong and the business activities of the Group include: (i) manufacturing of dry freight containers, collapsible flat rack containers, open top containers, tank containers, offshore containers, other specialised containers and container parts and leasing of dry freight containers; and (ii) provision of logistics services, including operating container depots and container logistics.

1.1 Financial performance on the Group

Set out below is the summary of the financial information of the Group for the two years ended 31 December 2022 and 2023 and six months ended 30 June 2023 and 2024, which are extracted from the 2023 Annual Report and the 2024 Interim Report respectively:

Consolidated statement of profit or loss

	For the six months ended		For the year ended	
	30 June		31 December	
	2024	2023	2023	2022
	(unaudited)	(unaudited)	(audited)	(audited)
	<i>US\$'000</i>	<i>US\$'000</i>	<i>US\$'000</i>	<i>US\$'000</i>
Revenue	242,864	189,391	382,470	776,455
– Manufacturing and leasing	228,730	175,702	354,983	748,847
– Logistics	14,134	13,689	27,487	27,608
Gross Profit	36,678	26,388	56,528	147,131
Gross Profit Margin	15.1%	13.9%	14.8%	18.9%
Profit for the period/year attributable to the owners of the Company	17,199	9,776	19,438	46,340

For the year ended 31 December 2023

According to the 2023 Annual Report, the Group's revenue decreased by approximately 50.7% from approximately US\$776.5 million for the year ended 31 December 2022 to approximately US\$382.5 million for the year ended 31 December 2023. Such decrease was mainly attributable to the decrease in revenue of approximately US\$393.9 million from manufacturing and leasing segment which was due to the slump in demand for dry freight containers in the wake of overproduction of the industry in 2021.

LETTER FROM GOLDLINK CAPITAL

The gross profit of the Group decreased from approximately US\$147.1 million for the year ended 31 December 2022 to approximately US\$56.5 million for the year ended 31 December 2023. The gross profit margin of the Group decreased by approximately 4.1% from approximately 18.9% for the year ended 31 December 2022 to 14.8% for the year ended 31 December 2023. The decrease in gross profit and gross profit margin were attributable to the slump in demand for dry freight container during the year and the impact of weak global trade.

The profit for the year attributable to the owners of the Company decreased by approximately US\$26.9 million from approximately US\$46.3 million for the year ended 31 December 2022 to US\$19.4 million for the year ended 31 December 2023, the decrease in profit was aligned with the decrease in revenue during the year.

For the six months ended 30 June 2024

According to the 2024 Interim Report, the Group's revenue increased by approximately 28.2%, from approximately US\$189.4 million for the six months ended 30 June 2023 to approximately US\$242.9 million for the six months ended 30 June 2024. Such increase was mainly due to the increase in revenue from manufacturing and leasing segment of approximately 30.2% for the period which resulted from the increase in revenue contributed from dry freight containers and energy storage system containers in the respective period.

The gross profit of the Group increased from approximately US\$26.4 million for the six months ended 30 June 2023 to approximately US\$36.7 million for the six months ended 30 June 2024. The gross profit margin of the Group increased from approximately 13.9% for the six months ended 30 June 2023 to approximately 15.1% for the six months ended 30 June 2024. The increase in the gross profit and gross profit margin were attributable to the increase in demand and higher utilisation rate of the production facilities.

The profit for the year attributable to the owners of the Company increased by approximately US\$7.4 million from approximately US\$9.8 million for the six months ended 30 June 2023 to approximately US\$17.2 million for the six months ended 30 June 2024, such increase was aligned with the increase in revenue during the period.

LETTER FROM GOLDLINK CAPITAL

1.2 *Financial position on the Group*

Set out below is a summary of the consolidated statements of financial position of the Group as at 31 December 2022, 31 December 2023 and 30 June 2024, which are extracted from the 2023 Annual Report and the 2024 Interim Report.

Consolidated statement of financial position

	As at	As at 31 December	
	30 June	2023	2022
	2024	2023	2022
	(unaudited)	(audited)	(audited)
	<i>US\$'000</i>	<i>US\$'000</i>	<i>US\$'000</i>
Non-current assets	284,853	246,904	230,666
Current assets	537,316	509,563	581,587
Total assets	822,169	756,467	812,253
Current liabilities	190,887	122,542	135,129
Non-current liabilities	14,022	19,290	18,247
Total liabilities	204,909	141,832	153,376
Net assets	617,260	614,635	658,877

The total assets of the Group decreased from approximately US\$812.3 million as at 31 December 2022 to approximately US\$756.5 million as at 31 December 2023. The decrease was mainly due to the decrease in cash and cash equivalents of approximately US\$201.9 million and offset by the increase in bank deposits with original maturity over 3 months of approximately US\$133.1 million. The total assets of the Group increased to US\$822.2 million as at 30 June 2024, such increase was mainly due to the (i) increase in prepayments and other receivables of approximately US\$47.3 million; and (ii) increase in trade receivables of approximately US\$35.8 million.

LETTER FROM GOLDLINK CAPITAL

The total liabilities of the Group decreased from approximately US\$153.4 million as at 31 December 2022 to approximately US\$141.8 million as at 31 December 2023. Such decrease was mainly due to the decrease in trade payables and accruals and other payables of approximately US\$9.6 million. The total liabilities of the Group increased to approximately US\$204.9 million as at 30 June 2024, which was mainly attributable to (i) the increase in bank and other borrowings of approximately US\$44.7 million; and (ii) the increase in dividend payable of approximately US\$12.2 million.

As a result of the foregoing, the net assets of the Group as at 31 December 2022, 31 December 2023 and 30 June 2024 amounted to approximately US\$658.9 million, US\$614.6 million and US\$617.3 million, respectively. The gearing ratio of the Group was approximately nil, 0.01, 0.09 as at 31 December 2022, 31 December 2023 and 30 June 2024, respectively, which was relatively stable.

1.3 Background information on PIL Group

PIL is a company incorporated in Singapore with limited liability. Headquartered in Singapore, the PIL Group is a containership operator which offers container liner services and other logistics related services globally and operates a fleet of vessels. Heliconia Capital Management Pte. Ltd., an institutional investor (an independently managed wholly-owned subsidiary of Temasek Holdings (Private) Limited, a sovereign wealth fund held by the Singapore government) indirectly controls PIL Pte. Ltd., an investment holding company, which wholly owns PIL.

1.4 Reasons for and benefits of entering into the Master Purchase Contract 2025

The Group is a renowned container manufacturer in the world and having comprehensive depot operation networks in the PRC. The Group has been selling the Equipment to the PIL Group under the Revised Master Purchase Contract 2022 which will be expired on 31 December 2024. The Board believes that the Master Purchase Contract 2025 will provide the Group with additional and steady source of revenue from the sales of the Equipment in the ordinary course of business of the Group.

LETTER FROM GOLDLINK CAPITAL

As mentioned in the section headed “1. Background information on the Group – 1.1 Financial performance on the Group” above, the Group primarily engages in the manufacturing of various kinds of containers and the revenue from the manufacturing and leasing segment forms a core part of the Group’s total revenue. Accordingly, the sales of Equipment to the PIL Group under the Master Purchase Contract 2025 are conducted in the ordinary and usual course of business of the Group.

Based on the above, in particular that (i) it is the principal business of the Group to manufacture containers; (ii) the business relationship between the Group and PIL Group has been well-established; and (iii) the Master Purchase Contract 2025 allows the Group to continue to sell the Equipment to PIL Group, we concur with the view of the Directors that the Master Purchase Contract 2025 has been entered into in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole.

2. Principal terms of the Master Purchase Contract 2025

The salient terms and conditions of the Master Purchase Contract 2025 are summarised as follows:

Date:	7 October 2024
Parties:	The Seller: The Company (on behalf of the Group) The Buyer: PIL (on behalf of PIL Group)
Scope/Consideration:	Pursuant to the Master Purchase Contract 2025, the Group will enter into individual purchase order agreement(s) with PIL Group for the provision of Equipment by the Group to PIL Group. Each individual purchase order agreement will specify and stipulate the specific terms and the operative provisions, including but not limited to the size and type, unit price, quantity and delivery time and location of the Equipment, which may cover dry freight containers, collapsible flatrack containers, open top containers, tank containers, offshore containers and other specialised containers.

LETTER FROM GOLDLINK CAPITAL

None of the Equipment under the Master Purchase Contract 2025 has a fixed unit price as there may be material fluctuations in production costs for the Equipment, in particular, costs of raw materials and labour cost, which are contingent upon the prevailing market price. Neither is there a published reference price for the Equipment under the Master Purchase Contract 2025 as there is no widely accepted industry standard price on the Equipment and there is no sufficiently representative published data on the market price of similar equipment. Given the above, the unit price of the Equipment under each individual purchase order agreement will be determined on a cost plus reasonable profits basis (and hence the said pricing policy applies to all such Equipment), where such markup will take into account, among other things, the market demand and supply dynamics at the time when quotations are made and the prevailing market price and value of products that are of similar nature of the Equipment (if available) and in any event not lower than the markup of the Equipment (or products of similar nature of the Equipment) sold by the Group to independent third party customers. Such market prices will be observed through, among other things, recent transactions of the Group. The final price under each individual purchase order agreement will be determined on an arm's length basis between the Group and PIL Group provided that the parties may negotiate on a case-by-case basis but in any event will be no less favourable to the Group than those offered to other independent third party customers of the Group for the similar nature and value of the Equipment and the industry practices.

LETTER FROM GOLDLINK CAPITAL

- Pricing policy: Before determining the unit price for the Equipment under Master Purchase Contract 2025 and signing any individual purchase order agreement, the relevant officers of the Group would also review the terms of purchase orders entered into between independent third party customers and the Group of similar quantities, nature or values of the Equipment at the relevant time and calculate the gross profit margins based on such purchase orders. The relevant officers would then compare the gross profit margin that can be achieved by selling the Equipment to PIL and to independent third party customers to ensure that the gross profit margin from the sale of the Equipment to PIL is reasonable and ensure that the gross profit margin from sales of Equipment to PIL is generally in line with industry practices and is no less favourable to the Group than those offered to other independent third party customers at the relevant time with similar quantities and nature. So far as the Directors are aware, it is an industry practice to adopt a cost-plus pricing model to determine the price as well as the gross profit margin for the Equipment.
- Payment arrangement: The payment for the Transactions contemplated under the Master Purchase Contract 2025, unless otherwise stipulated in the relevant individual purchase order agreement, shall be settled within 60 days after technical acceptance of the relevant Equipment has been confirmed by the PIL Group to the Group. Payment terms offered by the Group to third party customers ranged from 30 days to 120 days, depending on the creditworthiness of the third party customers. The Board believes that the payment term offered by the Group to the PIL Group is on normal commercial terms after considering the creditworthiness of PIL, and is no more favourable than those offered by the Group to other comparable independent third party customers.

LETTER FROM GOLDLINK CAPITAL

2.1 Terms under the Master Purchase Contract 2025

As set out in the Letter from the Board, the pricing policy for all the continuing connected transactions of the Group will be supervised and monitored by the finance department and management of the Group in charge to ensure that all the continuing connected transactions are conducted on normal commercial terms and in accordance with the pricing policy of the Group and will not be prejudicial to the interests of the Company and its Shareholders as a whole. Details of which are disclosed below under the paragraph headed “2.2 Internal control measures for the Transactions”.

In assessing the fairness and reasonableness of the pricing standard of Equipment stipulated under the Master Purchase Contract 2025, we have obtained and reviewed seven samples of individual purchase order agreements entered into between the Group and the PIL Group during the two years ended 31 December 2022 and 2023 and the six months ended 30 June 2024 (the “**Review Period**”) and seven samples of individual purchase order agreements entered into between the Group and independent third party customers during the Review Period, of Equipment in similar nature, values and quantities at the relevant time. We noted that the unit prices of Equipment sold by the Group to the PIL Group were no less favourable to the Group than the unit prices of Equipment sold by the Group to the independent third party customers. As such, we are of the view that the pricing standard of Equipment stipulated under the Master Purchase Contract 2025 is on normal commercial terms and the pricing terms are determined on fair and reasonable basis so far as the Independent Shareholders are concerned.

In assessing the fairness and reasonableness of the payment term, we have reviewed and compared the payment term stipulated in the Master Purchase Contract 2025 with seven samples of individual purchase order agreements entered into between the Group and other independent third party customers with respect to the sale of Equipment during the Review Period. We noted that the payment term under the aforesaid samples of individual purchase order agreements entered into between the Group and the independent third party customers shall be settled within 60 days from the date of technical acceptance of the Equipment. Hence, we consider that the payment term offered by the Group to the PIL Group under the Master Purchase Contract 2025 is no less favourable to the Group than those offered by the Group to independent third party customers.

Based on the above, we are of the view that the terms under the Master Purchase Contract 2025 are on normal commercial terms and the terms of the Transactions were no less favourable to the PIL Group than those offered to other independent third party customers of the Group.

2.2 Internal control measures for the Transactions

As set out in the Letter from the Board, the pricing policy for all the continuing connected transactions of the Group will be supervised and monitored by the relevant personnel and management of the Group in charge to ensure that all the continuing connected transactions are conducted on normal commercial terms and in accordance with the pricing policy of the Group and will not be prejudicial to the interests of the Company and its Shareholders as a whole. The relevant personnel and management of the Group will conduct regular checks to review and assess whether individual transactions contemplated under the continuing connected transactions are conducted in accordance with the terms of the Master Purchase Contract 2025 and will also regularly review whether the price charged for a specific transaction is fair and reasonable and in accordance with the aforesaid pricing policy. Further details of the internal control measures are set out in the Letter from the Board.

We have discussed with the management of the Company and obtained and reviewed the connected transactions policy for Equipment selling. We understand that the Company performed periodic review on the gross profit margins of the Equipment sold by the Group to the PIL Group and those sold by the Group to other independent third party customers to ensure that the gross profit margins of the Equipment sold by the Group to the PIL Group were no less favourable to the Group than those sold to other independent third party customers. We are also given to understand that all of the individual purchase order agreements entered into with the PIL Group under the Master Purchase Contract 2025 will be reviewed and approved by the chief operating officer of the Group or her delegate prior to the execution.

In light of the above internal control measures, we are of the view that there are appropriate measures in place to ensure that all the continuing connected transactions are conducted on normal commercial terms and in accordance with the pricing policy of the Group and will not be prejudicial to the interests of the Company and its Shareholders as a whole.

LETTER FROM GOLDLINK CAPITAL

2.3 *Historical transaction amounts and proposed annual caps*

The table below sets out (i) the existing annual caps for the years ended 31 December 2022 and 2023, and the year ending 31 December 2024; (ii) the actual transaction amounts of the sale of Equipment by the Group to PIL Group for the years ended 31 December 2022 and 2023 and from 1 January 2024 up to the Latest Practicable Date; and (iii) the proposed Annual Caps of the Transactions for the three years ending 31 December 2025, 2026 and 2027:

	For the year ended 31 December		
	2022	2023	2024
	<i>US\$</i>	<i>US\$</i>	<i>US\$</i>
Existing annual caps	120,000,000	120,000,000	120,000,000
	For the	For the	For the
	year ended	year ended	year ending
	31 December	31 December	31 December
	2022	2023	2024
	(audited)	(audited)	(Note)
	<i>US\$</i>	<i>US\$</i>	(unaudited)
			<i>US\$</i>
Actual transaction amount	106,915,000	Nil	33,908,000
	For the year ending 31 December		
	2025	2026	2027
	<i>US\$</i>	<i>US\$</i>	<i>US\$</i>
Proposed Annual Caps	120,000,000	105,000,000	110,000,000

Note: The actual transaction amount from 1 January 2024 up to the Latest Practicable Date represents: (i) the total value of equipment sold by the Group to PIL Group of US\$1,452,000; and (ii) the value of unproduced purchase orders contracted by PIL Group to the Group of approximately US\$32,456,000.

As shown in the table above, the historical actual transaction amount decreased from approximately US\$106.9 million for the year ended 31 December 2022 to nil for the year ended 31 December 2023, representing a utilisation rate of approximately 89.1% and nil respectively. The historical actual transaction amount then increased to approximately US\$33.9 million for the period from 1 January 2024 to the Latest Practicable Date, representing a utilisation rate of approximately 28.3%. As advised by the Directors, the nil sales transaction to PIL Group in 2023 and low aggregate sales value in 2024 were mainly due to the fact that PIL Group made fewer direct purchases from the Group in 2023 and 2024 after substantial purchases in 2022. In 2023, the operating environment was difficult due to high inflation, interest rate hikes by the world's central banks and various geopolitical tensions which affected the global trade volume. In response to this, container

LETTER FROM GOLDLINK CAPITAL

demand from shipping companies, including PIL, dropped substantially. Moreover, instead of purchasing from the Group, PIL Group might consider fulfilling its requirements of Equipment indirectly through container leasing, as described in the Company's announcement dated 31 January 2022. PIL Group considers its logistic requirements, cash flow planning and the proportion of self-owned assets when determining whether to undertake direct purchases or indirectly through container leasing.

We have discussed with the management of the Company on the basis in considering the proposed Annual Caps. We are given to understand that the proposed Annual Caps are determined after taking into account (i) the historical transaction amounts for each of the two years ended 31 December 2022 and 2023 and for the period from 1 January 2024 up to the Latest Practicable Date as shown in the table above as a reference of overall requirements; (ii) the Group's long term business relationship with PIL Group as its major supplier of the Equipment (whether directly or through leasing) such that the Company expects PIL Group to continue to purchase from the Group to meet its increasing Equipment requirements; (iii) the estimated Equipment requirements of PIL Group during the term of the Master Purchase Contract 2025 as advised by the General Manager of Logistic Division of PIL; and (iv) the expected market prices of the Equipment from the report published in the third quarter of 2024 by Drewry Shipping Consultant Limited ("**Drewry**"), a leading research and consulting services providers to the maritime and shipping industry.

In assessing the reasonableness of the proposed Annual Caps under the Master Purchase Contract 2025, we considered the following factors, including but not limited to:

- (i) *the historical transaction amounts for each of the two years ended 31 December 2022 and 2023 and for the period from 1 January 2024 up to the Latest Practicable Date*

We have discussed with the management of the Company and understand that the nil sales transaction to PIL Group in 2023 and low aggregate sales value in 2024 were mainly due to the fact that PIL Group made fewer direct purchases from the Group in 2023 and 2024 after substantial purchases in 2022. We have reviewed the 2023 Annual Report and noted that the operating environment in 2023 was difficult due to high inflation, interest rate hikes by the world's central banks and various geopolitical tensions which affected the global trade volume. With global trade volume underperforming, the demand for dry freight containers was affected, with average selling price maintaining a downward trajectory.

LETTER FROM GOLDLINK CAPITAL

(ii) the Group's long term business relationship with PIL Group as its major supplier of the Equipment

We are given to understand that the Group has established long term business relationship with the PIL Group for more than 30 years as its major supplier of the Equipment. The Company expected PIL Group to continue to purchase from the Group.

(iii) the estimated Equipment requirements of PIL Group during the term of the Master Purchase Contract 2025

Notwithstanding the low sales transaction to PIL Group in 2023 and 2024, the Company expects that the Equipment requirements of PIL Group will increase from 2025 to 2027. We have discussed with the management of the Company and understand that the planned Equipment purchases are calculated based on the replacement demand of PIL's existing Equipment, the expected new vessel deliveries and the expected growth of its business volume for certain shipping routes.

According to PIL, PIL Group has ordered 13 vessels with total capacity of more than 150,000 Twenty-Foot Equivalent Units ("TEU"), four vessels with 14,000 TEU will gradually deliver from end of 2024, four vessels with 8,200 TEU are expected to deliver in 2025 and five vessels with 13,000 TEU are expected to deliver gradually from end of 2026. New containers are required to fill the new shipping slots generated from the newly delivered vessels. In general, the container to vessel slot ratio is approximately 1.65, meaning 1.65 TEU of new container are required for a new shipping slot. The increase of 153,800 shipping slots required additional of approximately 250,000 TEU of containers, significantly increasing its demand for new containers. PIL currently has a total of 520,000 TEU of dry containers on its fleet. Based on its replacement policy to replace approximately 7% of its container fleet annually, it will increase approximately 36,000 TEU of dry containers demand every year. The introduction of new container line services connecting various ports will also require additional containers to support the services.

LETTER FROM GOLDLINK CAPITAL

We have also obtained and reviewed the calculations in arriving the proposed Annual Caps and noted that the estimated sales of the Equipment to the PIL Group are based on PIL's fleet expansion plan to be implemented from 2025 to 2027. We have reviewed the official website of the PIL Group (<https://www.pilship.com/>) and noted from the recent announcements that it has implemented several business expansion service lines in 2024, among others, the launch of a new weekly direct service connecting key ports in China and Bangladesh, the opening of branch office in Busan, South Korea and the introduction of two revamped weekly direct services, connecting key ports in China, Singapore, with Brazil, Argentina and Uruguay, which is an enhancement of PIL's existing Sino South America service and South America service. In light of the above, we consider that the PIL Group's increasing demand for Equipment is reasonable.

(iv) the expected market prices of the Equipment

We have reviewed the prevailing market unit price of Equipment used by the Company in the calculations in arriving the proposed Annual Caps with the unit prices of Equipment of similar nature as stated in the sample of recent individual purchase order agreement entered into between the Group and other independent third party customers and noted that the prevailing market unit price is in line with the recent market price.

We have further researched on the official website of Drewry and noted that the world container index increased by approximately 30.7% from 4 January 2024 to 3 October 2024, being the latest available information before the Latest Practicable Date. This demonstrates that the demand for international shipping has been increasing in 2024. According to the container equipment forecaster report published by Drewry in the third quarter of 2024, it is projected the market price of each of the 20-foot containers to be sold at US\$2,390, US\$2,040 and US\$2,145 in year 2025, 2026 and 2027 respectively.

In light of the principal factors as discussed above, we are of the view that the bases and assumptions adopted by the Group in arriving the proposed Annual Caps for the Transactions contemplated under the Master Purchase Contract 2025 for the three financial years ending 31 December 2025, 2026 and 2027 are determined based on reasonable estimation and after due and careful consideration and they are fair and reasonable so far as the Independent Shareholders are concerned.

LETTER FROM GOLDLINK CAPITAL

RECOMMENDATION

Having taken into account the above-mentioned principal factors and reasons, we are of the opinion that (i) the terms of the Master Purchase Contract 2025 and, together with the bases of determining the proposed Annual Caps are fair and reasonable; (ii) the Transactions contemplated under the Master Purchase Contract 2025 are on normal commercial terms; and (iii) the entering into of the Master Purchase Contract 2025 is in the Group's ordinary and usual course of business and, together with the proposed annual caps, are in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders, as well as the Independent Board Committee to recommend the Independent Shareholders, to vote in favour of the ordinary resolutions to be proposed at the EGM.

Yours faithfully,
For and on behalf of
Goldlink Capital (Corporate Finance) Limited

Vincent Cheung
Managing Director

Mr. Vincent Cheung is a licensed person registered with the Securities and Futures Commission and regarded as a responsible officer of Goldlink Capital (Corporate Finance) Limited to carry out type 6 (advising on corporate finance) regulated activities under the SFO and has over 15 years of experience in corporate finance industry.

1) RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2) SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares of the Company comprised 2,382,205,918 Shares, all of which are fully paid-up.

All the Shares currently in issue rank pari passu in all respects with each other, including in particular, as to dividends, voting rights and capital.

Save as disclosed herein, no part of the share capital of the Company is listed or dealt in on stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares to be listed in or on any other stock exchange.

3) DISCLOSURE OF DIRECTORS' INTERESTS

As at the Latest Practicable Date, the interests or short positions of the Directors or chief executive of the Company in the Shares, underlying Shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (b) were required pursuant to Section 352 of the SFO to be entered into the register maintained by the Company; or (c) were required, pursuant to Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

The Shares

Name	Capacity	Number of Shares Held			Total Interest	Percentage of Total Issued Shares (Note)
		Personal Interest	Corporate Interest	Other		
Mr. Teo Siong Seng	Beneficial Owner	47,377,250	-	-	47,377,250	1.99%
Ms. Chung Pui King, Rebecca	Beneficial Owner	195,291	-	-	195,291	0.01%

Note: The percentages were computed based on the total number of issued shares of the Company as at the Latest Practicable Date (i.e. ordinary share of 2,382,205,918 shares).

All the interests disclosed above represent long position in the Shares.

Save as disclosed above, as at the Latest Practicable Date, none of Directors or chief executive of the Company, nor their associates, had any other interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (b) were required pursuant to Section 352 of the SFO to be entered into the register maintained by the Company; or (c) were required, pursuant to the Model Code contained in the Listing Rules, to be notified to the Company or the Stock Exchange and none of the Directors or chief executive of the Company, nor their spouse or children under the age of 18, had any right to subscribe for securities of the Company, or had exercised any such right since 31 December 2023 (being the date of the Company's latest published audited accounts).

As at the Latest Practicable Date, none of the Directors or the chief executive of the Company or their respective associates had any interest in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group as would be required to be disclosed pursuant to Rule 8.10 of the Listing Rules.

There was no contract or arrangement subsisting as at the date of this circular, in which any of the Directors was materially interested and which was significant in relation to the businesses of the Group.

As at the Latest Practicable Date, none of the Directors, directly or indirectly, had any interest in any assets which had been, since 31 December 2023 (being the date to which the latest published audited financial statements of the Company were made up) acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

4) DISCLOSURE OF SUBSTANTIAL SHAREHOLDERS' INTEREST

- (a) As at the Latest Practicable Date, according to the register kept by the Company pursuant to Section 336 of the SFO, and so far as was known to any Director or chief executive of the Company, the following persons (other than the interests of certain Directors disclosed under the section headed "Disclosure of Directors' Interests" above), had an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO:

Name	Notes	Number of Shares of		Percentage of
		Direct Interest	Indirect Interest	Total Issued Shares (Note 1)
Temasek	(2)	–	993,825,345	41.72%
PIL Pte. Ltd.	(3)	–	993,825,345	41.72%
PIL	(3)	993,825,345	–	41.72%
Shah Capital Management	(4)	152,624,418	–	6.41%

Notes:

- (1) The percentages were computed based on the total number of issued shares of the Company as at the Latest Practicable Date (i.e. ordinary share of 2,382,205,918 shares).
- (2) Temasek is deemed interested in the Shares held by PIL via Ivy 2 Investments VCC ("Ivy 2"). Ivy 2 is a controlling shareholder of PIL Pte. Ltd.. Ivy 2 is controlled by Heliconia Capital Management Pte Ltd. ("Heliconia"), an indirect wholly-owned subsidiary of 65 Equity Partners Pte. Ltd. ("65EP"). In turn, 65EP is an indirect wholly-owned subsidiary of Temasek. 65EP and Heliconia are independently-managed Temasek portfolio entities.
- (3) A total of 993,825,345 Shares are directly held by PIL which is 100% owned by PIL Pte. Ltd..
- (4) A total of 152,624,418 Shares are directly held by Shah Capital Management in the capacity of investment manager.

All the interests disclosed above represent long position in the Shares.

Save as disclosed above, as at the Latest Practicable Date, there was no other person known to the Directors or chief executive of the Company, other than the Directors or chief executive of the Company, who had an interest or a short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

- (b) As at the Latest Practicable Date, so far as was known to the Directors and the chief executive of the Company, the following persons (other than a Director or chief executive of the Company), who was, directly or indirectly, interested in 10% or more of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group (other than the Company) and the amount of such persons' interests in such securities were:

Name of subsidiary of the Company	Name of substantial shareholder	Interest in the share capital/equity interest	Percentage of total issued share capital
Singamas Logistics (Qingdao) Co., Ltd.	SITC Logistics (HK) Limited	Registered paid-up capital of US\$2,312,000 (equivalent to approximately HK\$18,033,600)	40%
Shanghai Pacific International Container Co., Ltd.	Everbright Jiabao Co., Ltd.	Registered paid-up capital of US\$3,936,400 (equivalent to approximately HK\$30,703,920)	15.14%
	Shanghai Jinjiang Shipping Co., Ltd	Registered paid-up capital of US\$2,600,000 (equivalent to approximately HK\$20,280,000)	10%
	Sinotrans Shanghai (Group) Co., Ltd.	Registered paid-up capital of US\$2,600,000 (equivalent to approximately HK\$20,280,000)	10%
Singamas Container Industry Co., Ltd.	PIL	Registered paid-up capital of US\$1,020,000 (equivalent to approximately HK\$7,956,000)	20%
Wellmass Group Limited	Mr. Li Hung	2,000 ordinary shares	20%
	Mr. Ng Kam Ming	2,000 ordinary shares	20%

Save as disclosed above, as at the Latest Practicable Date, there was no person known to the Directors or the chief executive of the Company, other than Directors or the chief executive of the Company, who was, directly or indirectly, interested in 10% or more of the issued share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group, or any options in respect of such capital.

5) SERVICE CONTRACT

As at the Latest Practicable Date, no Director had any existing or proposed service contract with any member of the Group which is not expiring or determinable by the Company within one year without payment of compensation (other than statutory compensation).

6) MATERIAL ADVERSE CHANGE

The Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2023 (being the date to which the latest published financial statements of the Company have been made up) and up to the Latest Practicable Date.

7) INDEPENDENT FINANCIAL ADVISER

The qualification of the independent financial adviser who has given advice contained in this circular is set out as follows:

Name	Qualification
Goldlink Capital	a corporation licensed under the SFO to carry out Type 6 (advising on corporate finance) regulated activity

As at the Latest Practicable Date, Goldlink Capital had given and had not withdrawn its written consent to the issue of this circular with the inclusion of its letter and reference to its name in the form and context in which it appears or is included.

As at the Latest Practicable Date, Goldlink Capital had no direct or indirect interest in any asset which had been since 31 December 2023, being the date to which the latest published audited accounts of the Company were made up, acquired or disposed of by, or leased to, any member of the Group, or was proposed to be acquired or disposed of by, or leased to, any member of the Group.

As at the Latest Practicable Date, Goldlink Capital did not have any shareholding in any member of the Group nor did they have any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

The letter and recommendation from Goldlink Capital are given as at the date of this circular for incorporation herein.

8) LITIGATION

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, none of the members of the Group was engaged in any litigation or arbitration of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatened by or against any member of the Group.

9) MISCELLANEOUS

- a) The registered office of the Company is at 15th Floor, Allied Kajima Building, No. 138 Gloucester Road, Wanchai, Hong Kong.
- b) The share registrar of the Company is Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- c) The secretary and the qualified accountant of the Company is Ms. Chung Pui King, Rebecca, who is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants.
- d) In the event of any inconsistency, the English text of this circular shall prevail over the Chinese text.

10) DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.singamas.com>) for a period of 14 days from the date of this circular:

- a) the "Letter from the Independent Board Committee" as set out in this circular;
- b) the "Letter from Goldlink Capital" as set out in this circular;
- c) the Master Purchase Contract 2025;
- d) the written consent of Goldlink Capital referred to under the section headed "Independent Financial Adviser" in this appendix; and
- e) this circular.

NOTICE OF EGM

SINGAMAS

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 IS HEREBY GIVEN that a general meeting (the “EGM”) of Singamas Container Holdings Limited (the “Company”) will be held by way of electronic means on Monday, 25 November 2024 at 3:30 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT**

- (a) the Master Purchase Contract 2025 (as defined in the circular of the Company dated 29 October 2024 (the “Circular”)), a copy of which is tabled at the meeting, and the Transactions contemplated therein (as defined in the Circular) be and are hereby unconditionally approved, ratified and confirmed;
- (b) the Annual Caps (as defined in the Circular) for the financial years ending 31 December 2025, 2026 and 2027 respectively be and are hereby approved; and
- (c) any director of the Company be and is hereby authorised as he or she considers necessary, to execute and deliver for and on behalf of the Company all such documents, instruments, notices or agreements to be incidental to, or ancillary to or in connection with the matters contemplated in the Master Purchase Contract 2025 and, to do all such other acts, matters or things for and on behalf of the Company, as may deem necessary or desirable to perfect, give effect to or implement any terms of the Transactions.”

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

Hong Kong, 29 October 2024

NOTICE OF EGM

Registered office:

15th Floor,
Allied Kajima Building,
No. 138 Gloucester Road,
Wanchai,
Hong Kong

Notes:

1. As set out in the section headed “Special Arrangements for the EGM” of the Circular (of which this notice forms part), **the Company strongly encourages Shareholders to exercise their rights to attend and vote at the EGM by electronic facilities (“Online EGM”).** Both registered Shareholders and non-registered Shareholders can (i) attend the Online EGM and vote by way of electronic means; or (ii) exercise their right to vote at the Online EGM by appointing their own proxy or the Company’s designated proxy(ies), to act as their proxy.

By logging in the Online platform, Shareholders will be able to listen to a live webcast of the Online EGM, submit questions, and cast vote in real-time.

2. 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 form of proxy will not preclude a member from attending and voting in person at the meeting or any adjourned meeting should he so wish.**
3. In order to be valid, the form of proxy, 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.
4. For the purpose of ascertaining shareholders’ entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Wednesday, 20 November 2024 to Monday, 25 November 2024, both days inclusive, and no transfer of the shares of the Company will be effected during such period. In order to be entitled to attend and vote at the meeting, all transfers of shares of the Company, duly accompanied by the completed transfer forms and all relevant share certificates, must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration by no later than 4:30 p.m. on Tuesday, 19 November 2024. The shareholders whose names appear on the register of members of the Company on Monday, 25 November 2024, the record date of the meeting, will be entitled to attend and vote at the meeting.
5. Shareholders can attend, participate and vote at the Online EGM through online access by visiting the website – <http://meetings.computershare.com/Singamas2024EGM> (the “**Online Platform**”). The Online Platform will be open for registered Shareholders and non-registered Shareholders (please refer to the login details and arrangements set out in the Special arrangement for the EGM in the circular) to log in approximately 30 minutes prior to the commencement of the Online EGM and can be accessed from any location with internet connection by a smart phone, tablet device or computer. Shareholders should allow ample time to check into the Online Platform to complete the related procedures. Please refer to the Online User Guide for the Online EGM sent together with the circular for assistance. Any missed contents as a result of connection issues arise from the Shareholders will not be repeated.
6. The resolution set out in this notice shall be decided by poll.
7. If tropical cyclone warning signal number 8 or above or “extreme conditions” caused by super typhoon, or a black rainstorm warning signal is in effect at or after 8:30 a.m. on the date of the above meeting, the meeting will be adjourned. The Company will publish an announcement on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.singamas.com>) to notify shareholders of the date, time and place of the adjourned meeting.