
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 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)

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE SHARES,
DECLARATION OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of the Company to be held by electronic means only ("**Online AGM**") on Wednesday, 3 June 2026 at 10:30 a.m. is set out on pages 17 to 21 of this circular.

If you wish to appoint proxy(ies), 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 AGM or any adjourned meeting(s) should you so wish. In the event that the Shareholder attends and votes at the Online AGM 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adjourned meeting (as the case may be) after having lodged a form of proxy, the form of proxy will be deemed to have been revoked.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 AGM by way of a virtual meeting. The Shareholders and/or their proxies will NOT be able to attend the AGM in person, and can only attend the AGM via visiting the website at <http://meetings.computershare.com/Singamas2026AGM> which enables audio live streaming of the Online AGM.

27 April 2026

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SPECIAL ARRANGEMENTS FOR THE AGM

ATTENDING THE AGM BY MEANS OF ELECTRONIC FACILITIES

No Shareholder, proxy or corporate representative should attend the AGM in person. The Company strongly encourages Shareholders to attend, participate and vote at the Online AGM through online access by visiting the website – <http://meetings.computershare.com/Singamas2026AGM> (the “**Online Platform**”).

Both registered Shareholders and non-registered Shareholders can (i) attend the Online AGM and vote by way of electronic means; or (ii) exercise their right to vote at the Online AGM 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 AGM, submit questions, and cast vote in real-time.

The Online Platform will be open 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 AGM 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 AGM 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 AGM 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 AGM 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 AGM; and
- (2) provide their email address to their Intermediary before the time limit required by the relevant Intermediary.

Details regarding the AGM 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 Tuesday, 2 June 2026, 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.

SPECIAL ARRANGEMENTS FOR THE AGM

Login details for proxies

Details regarding the AGM 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 keep the login details in safe custody for use at the Online AGM 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 AGM, please call Computershare Hong Kong Investor Services Limited on (852) 2862 8555 for assistance.

APPOINTMENT OF PROXY IN ADVANCE OF THE AGM

Shareholders are encouraged to submit their completed proxy forms well in advance of the AGM. Return of a completed proxy form will not preclude Shareholders from attending and voting by means of electronic facilities at the Online AGM 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 AGM, 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 the Notice of AGM), the following expressions have the following meanings, unless the context otherwise requires:

“AGM”	the annual general meeting of the Company to be held by electronic means only on Wednesday, 3 June 2026 at 10:30 a.m. or any adjournment thereof (or as the case may be)
“Articles”	the articles of association of the Company
“associates”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“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)
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“controlling shareholder”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company together with its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	21 April 2026, 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
“Nomination Committee”	the nomination committee of the Board

DEFINITIONS

“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the notice of AGM
“PIL”	Pacific International Lines (Private) Limited, the controlling shareholder of the Company as defined under the Listing Rules
“Record Date”	Friday, 10 July 2026, being the record date for determining entitlements of the Shareholders to the final dividend
“Repurchase Mandate”	a general mandate to the Directors to exercise the power of the Company to repurchase Shares during the period as set out in the Ordinary Resolution referred to in item 7 of the notice of AGM up to 10% of the total number of Shares in issue (excluding any Treasury Shares (if any)) as at the date of passing of the said Ordinary Resolution (subject to any adjustment as referred to in the said Ordinary Resolution)
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of the Company
“Share Buyback Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing of their own securities on the Stock Exchange
“Share Issue Mandate”	a general mandate to the Directors to exercise the power of the Company to allot, issue and deal with Shares and to grant rights to subscribe for, or convert any security into, Shares (including the issue of any securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares) during the period as set out in the Ordinary Resolution referred to in item 6 of the notice of AGM up to 20% of the total number of Shares in issue (excluding any Treasury Shares (if any)) as at the date of passing of the said Ordinary Resolution (subject to any adjustment as referred to in the said Ordinary Resolution)
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“substantial shareholder”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
“Treasury Share(s)”	has the meaning ascribed thereto under the Listing Rules
“%”	per cent

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 Director:

Mr. Ng Wai Lim

Independent Non-executive Directors:

Mr. Ho Teck Cheong

Mr. Lam Sze Ken, Kenneth

Ms. Wong Sau Pik

27 April 2026

To the Shareholders

Dear Sirs or Madams,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE SHARES,
DECLARATION OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide Shareholders with information in respect of the resolutions to be proposed at the AGM relating to the proposed re-election of Directors, declaration of final dividend, Share Issue Mandate and Repurchase Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Pursuant to article 96 of the Articles, Mr. Teo Siong Seng, Mr. Ng Wai Lim and Mr. Ho Teck Cheong shall retire from office at the AGM and, being eligible, offer themselves for re-election. The Nomination Committee has recommended to the Board that the retiring Directors are eligible for re-election. Their biographical details are set out in Appendix I to this circular.

Mr. Ho Teck Cheong has served as an independent non-executive Director since October 2019, and has given to the Company his annual confirmation of independence pursuant to Rule 3.13 of the Listing Rule. Mr. Ho is not involved in the daily management of the Group and there are no relationships or circumstances which would interfere with the exercise of his independent judgement. The Nomination Committee has assessed the independence of Mr. Ho including reviewing his annual confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee has also considered that Mr. Ho's expertise would continue to bring contribution to the diversity of the Board. In addition, Mr. Ho has demonstrated his abilities to provide independent and balanced views to the Company's affairs. In view of the above, the Nomination Committee has made recommendation to the Board for the re-election of Mr. Ho by Shareholders at the AGM.

The Board has also considered Mr. Ho's extensive experience, work profile and expertise and considers the Board has benefited from the presence of Mr. Ho in giving independent and impartial views to the Company's affairs. The Board believes that Mr. Ho's experience and expertise would contribute diversity to the Board. The Board is of the view that Mr. Ho meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines. The Board is satisfied that Mr. Ho has the required character, integrity and experience to continuously fulfill his role as an independent non-executive Director effectively.

The Board concluded that Mr. Ho is suitable to stand for re-election as independent non-executive Director and his re-election would be in the best interests of the Company and the Shareholders as a whole.

The re-election of the retiring Directors will be individually and separately voted on by the Shareholders at the AGM.

LETTER FROM THE BOARD

REPURCHASE MANDATE

At the last annual general meeting of the Company held on 18 June 2025, a general and unconditional mandate, which was given to the Directors to exercise all the powers of the Company to repurchase the Shares on the Stock Exchange, up to a maximum of 10% of total number of Shares in issue (excluding Treasury Shares (if any)) at the date of passing such resolution, will expire at the conclusion of the AGM. An Ordinary Resolution will therefore be proposed at the AGM to approve the granting of Repurchase Mandate to the Directors.

The Repurchase Mandate, upon the approval to be granted at the AGM, would continue in force until the conclusion of the next annual general meeting of the Company unless it is renewed at such meeting or until revoked or varied by an ordinary resolution of Shareholders in a general meeting prior to the next annual general meeting.

This circular contains the explanatory statement as set out in Appendix II that is required by the Listing Rules to accompany the notice of AGM at which a resolution is to be proposed in relation to the Repurchase Mandate. Its purpose is to provide Shareholders with all information reasonably necessary for them to make an informed decision as to whether or not to vote in favour of the Ordinary Resolution in approving the Repurchase Mandate.

SHARE ISSUE MANDATE

An Ordinary Resolution will be proposed at the AGM to grant to the Directors the Share Issue Mandate. As at the Latest Practicable Date, the Company had a total of 2,382,205,918 Shares in issue and did not hold any Treasury Shares.

Subject to the passing of the Ordinary Resolution as referred to in item 6 of the notice of AGM and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Share Issue Mandate to issue a maximum of 476,441,183 new Shares, being 20% of the total number of issued Shares (excluding any Treasury Shares (if any)) as at the date passing the proposed resolution of the Share Issue Mandate.

In addition, an Ordinary Resolution will also be proposed to authorise an extension of the Share Issue Mandate by adding the number of Shares purchased under the Repurchase Mandate, if granted, to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Share Issue Mandate.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in Ordinary Resolutions as referred to in items 6 and 8 of the notice of AGM respectively.

LETTER FROM THE BOARD

AGM

Notice of AGM is set out in Appendix III to this circular.

A proxy form for use at the Online AGM is enclosed herein this circular. If you wish to appoint proxy(ies), you are requested to complete, sign 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 not less than 48 hours (excluding any part of a day that is a public holiday) before the time fixed for holding the Online AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the Online AGM or any adjourned meeting should you so desire.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of Shareholders at the AGM must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all the resolutions set out in the notice of AGM will be voted by poll. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules after the AGM.

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

The Board consider that the re-election of Directors, the declaration of final dividend, the granting of Repurchase Mandate, Share Issue Mandate and extension of the Share Issue Mandate set out respectively in the notice of AGM are in the best interests of the Company as well as the Shareholders as a whole. Accordingly, the Board recommend that all Shareholders should vote in favour of the resolutions to be proposed at the AGM.

Your attention is also drawn to all appendices to this circular.

By Order of the Board
Singamas Container Holdings Limited
Teo Siong Seng
Chairman and Chief Executive Officer

The particulars of the retiring Directors proposed to be re-elected at the AGM are set forth below:

EXECUTIVE DIRECTOR

Mr. Teo Siong Seng, *B. Sc. (Naval Architect)*, aged 71, was appointed as Executive Director on 20 April 1993, became the President and Chief Executive Officer of the Company on 1 February 1997 and was appointed as Chairman of the Company on 27 May 2013. He also holds directorships in certain subsidiaries of the Company. Mr. Teo has started his shipping career with PIL and its group (“**PIL Group**”) in Singapore since 1979. PIL is the controlling shareholder of the Company. He was appointed as the managing director of PIL in October 1992 and appointed as executive chairman of PIL in April 2018. He was further appointed as the executive chairman of PIL Pte. Ltd., the holding company of PIL, in Feb 2021. PIL Group’s activities include shipowning, liner shipping, ship agencies, freight forwarding, container manufacturing, container depot/terminal operation, warehousing and logistics park. Mr. Teo stepped down an independent non-executive director of COSCO SHIPPING Energy Transportation Co., Ltd (HKEx stock code: 1138 and SSE stock code: 600026) on 8 July 2022 and COSCO SHIPPING Holdings Co., Ltd. (HKEx stock code: 1919 and SSE stock code: 601919) on 16 November 2023, both companies are listed on the main board of the Stock Exchange and the Shanghai Stock Exchange. He also stepped down as non-executive and independent director of Wilmar International Limited (SGX stock code: F34) on 19 April 2024 and non-executive and non-independent director of Keppel Ltd. (SGX stock code: BN4) on 21 April 2025, both companies are listed on the main board of Singapore Exchange. Mr. Teo currently is the Chairman of Singapore Business Federation, the Honorary President of Singapore Chinese Chamber of Commerce & Industry and Honorary Consul of The United Republic of Tanzania in Singapore.

Saved as disclosed above, Mr. Teo does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

At the Latest Practicable Date, Mr. Teo has the personal interest in 47,377,250 Shares and 1,900,000 underlying Shares which are the unvested award Shares. Save as disclosed above, he does not have any other interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Mr. Teo has entered into a service agreement with the Company regarding his appointment which shall continue subject to the terms and conditions thereof and such terms as may be agreed between the parties from time to time. Mr. Teo’s appointment as an executive Director shall be subject to retirement by rotation at the annual general meeting and be eligible for re-election in accordance with the Articles, but it does not require the Company to give more than one year’s notice period or to make payments equivalent to more than one year’s emoluments to terminate his service. He is entitled to an annual remuneration (including discretionary performance bonus) of approximately US\$949,000 and a director’s fee of US\$72,000 for the year of 2025 respectively with reference to the remuneration policy of the Company and having given consideration to the level of responsibility, experience and abilities required of Mr. Teo and the remuneration offered for similar position in comparable companies. Save as disclosed above, Mr. Teo did not hold any directorship in other listed public companies in Hong Kong or overseas during the last three years.

NON-EXECUTIVE DIRECTOR

Mr. Ng Wai Lim, *FCPA*, aged 50, was appointed as Non-executive Director on 26 June 2024. Mr. Ng graduated from the University of Technology Sydney with a Bachelor of Business (Accounting and Finance) and Master of Business (Finance). He is currently the Group Chief Financial Officer of PIL, the controlling shareholder of the Company. He is responsible for overseeing PIL's strategic finance, performance and risk management function in Singapore and in all PIL's group companies around the world. He is also the directors of two subsidiaries of the Company. Mr. Ng brings with him over 22 years of strong track record in both finance and commercial business leadership positions in MNCs and public listed companies. Prior to joining PIL, he was the Group Chief Financial Officer of Venture Corporation Limited (SGX stock code: V03), a company listed on Singapore Exchange, as well as the Chief Financial Officer, East Asia and Japan Region of Schneider Electric. He also held various senior finance and commercial positions within Swiss technology company ABB Group across its locations in Switzerland, Singapore, China, Malaysia and Vietnam. Mr. Ng is a Fellow Certified Practising Accountant of CPA Australia. He has been invited to participate as an industry representative in a number of governmental initiatives and task forces on future economy, industrial automation and business transformation.

Save as disclosed above, Mr. Ng does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Ng has the personal interest in 200,000 underlying Shares which are the unvested award Shares. Save as disclosed above, he does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Mr. Ng has entered into a service contract with the Company regarding his appointment which does not require the Company to give more than one year's notice period or to make payments equivalent to more than one year's emoluments to terminate his service. The term of his service is for three years subject to retirement and re-election in annual general meetings of the Company in accordance with the Articles. He is entitled to a director's fee of approximately US\$63,000 for the year of 2025 with reference to the remuneration policy of the Company and having given consideration to the level of responsibility, experience and abilities required of Mr. Ng and the remuneration offered for similar position in comparable companies. Save as disclosed above, Mr. Ng did not hold any directorships in other listed public companies in Hong Kong or overseas during the last three years.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Ho Teck Cheong, *MBA*, aged 67, was appointed as Independent Non-executive Director on 2 October 2019. Mr. Ho graduated from McGill University, Montreal, Canada in 1984. He is currently an independent director of NorthCape AS, a Norwegian financial advisory company. He retired as independent director and non-executive chairman of China Shenshan Orchard Holdings Co. Ltd. (formerly known as Dukang Distillers Holdings Limited) (SGX stock code: BKV), a company listed on catalist of Singapore Exchange, on 26 April 2024. Mr. Ho possesses extensive experience in assets management and banking industry.

Mr. Ho does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. Mr. Ho has given to the Company his annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that Mr. Ho meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is satisfied of his independence under the Listing Rules.

As at the Latest Practicable Date, Mr. Ho has the personal interest in 200,000 underlying Shares which are the unvested award Shares. Save as disclosed above, he does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Mr. Ho has entered into a service contract with the Company regarding to his appointment which does not require the Company to give more than one year's notice period or to make payments equivalent to more than one year's emoluments to terminate his service. The term of his service is for three years subject to retirement and re-election in annual general meetings of the Company in accordance with the Articles. He is entitled to a director's fee of approximately US\$74,000 for the year of 2025 with reference to the remuneration policy of the Company and having given consideration to the level of responsibility, experience and abilities required of Mr. Ho and the remuneration offered for similar position in comparable companies. Save as disclosed above, Mr. Ho did not hold any directorships in other listed public companies in Hong Kong or overseas during the last three years.

Save as disclosed herein, there are no other matters in relation to Mr. Teo Siong Seng, Mr. Ng Wai Lim and Mr. Ho Teck Cheong that need to be brought to the attention of the Shareholders nor information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX II EXPLANATORY STATEMENT ON REPURCHASE MANDATE

This Appendix serves as an explanatory statement, as required by the Share Buyback Rules, to provide you with requisite information for your consideration of the Repurchase Mandate and also constitutes the Memorandum required under section 239 of the Companies Ordinance.

SHARE BUYBACK RULES

The Share Buyback Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange or on any other stock exchange on which the shares of the companies may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose subject to certain restrictions, the most important of which are summarised below:

- (a) the shares proposed to be purchased by the company are fully paid-up;
- (b) the company has previously sent to its shareholders an explanatory statement complying with the Share Buyback Rules; and
- (c) the shareholders of the company have given a specific approval or a general mandate to the directors of the company to make such purchase(s), by way of an ordinary resolution which complies with the Share Buyback Rules and which has been passed at a general meeting of the company duly convened and held.

ISSUED SHARES

As at the Latest Practicable Date, the total number of Shares in issue was 2,382,205,918, all of which are fully paid-up, and the Company did not hold any Treasury Shares.

Subject to the passing of the Ordinary Resolution as referred to in item 7 of the notice of AGM and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 238,220,591 Shares. The Company may cancel any repurchased Shares and/or hold them as Treasury Shares, depending on market conditions and the Company's capital management needs at the relevant time of the repurchases.

To the extent that any Treasury Shares are deposited with the Central Clearing and Settlement System ("CCASS") pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as Treasury Shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS, and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from Shareholders to enable the Company to repurchase the Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Articles, the Listing Rules, the Companies Ordinance and other applicable laws. The Companies Ordinance provides that the amount of capital repaid in connection with a share repurchase may only be paid from the distributable profits of the company or from the proceeds of a new issue of shares made for the purpose.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and in circumstances where they consider that the Shares can be repurchased on terms favourable to the Company. On the basis of the consolidated financial position of the Company as at 31 December 2025, being the date to which the latest published audited accounts of the Company were made up, the Directors do not consider that if the Repurchase Mandate were to be exercised in full at the currently prevailing market value, it might have a material adverse impact on the working capital position and gearing position of the Company. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company as compared with the position disclosed in the latest published audited financial statements or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

REPURCHASE OF SHARES MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company has, through the trustee of the share award scheme, purchased 5,000,000 shares on the Stock Exchange for the grant of award Shares.

Save as disclosed above, no repurchase of Shares have been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

SHARE PRICES

The following table shows the highest and lowest prices at which the Shares were traded on the Stock Exchange during the previous twelve months:

Month	Highest Traded Price <i>HK\$</i>	Lowest Traded Price <i>HK\$</i>
2025		
May	0.700	0.610
June	0.730	0.660
July	0.710	0.660
August	0.730	0.680
September	0.710	0.660
October	0.680	0.640
November	0.710	0.640
December	0.720	0.690
2026		
January	0.700	0.630
February	0.690	0.630
March	0.720	0.620
April (up to the Latest Practicable Date)	0.650	0.620

GENERAL

No Directors, nor any of their associates, to the best of their knowledge and having made all reasonable enquiries, has any present intention, in the event that the proposal is approved by the Shareholders, to sell Shares to the Company or its subsidiaries.

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong. Neither this explanatory statement nor the proposed Repurchase Mandate has any unusual features.

No connected person has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so in the event that the Company is authorised to make purchases of the Shares.

If, as a result of a repurchase of Shares, a shareholder's proportionate interest in the voting rights of the Company increases, such increase would be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a shareholder, or group of shareholders acting in concert, depending on the level of increase of the shareholders' interest, could obtain or consolidate control of the Company, shall become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

APPENDIX II EXPLANATORY STATEMENT ON REPURCHASE MANDATE

As at the Latest Practicable Date, the controlling shareholder of the Company, PIL and its concerting parties held approximately 43.71% of the total number of Shares in issue. In the event that the Repurchase Mandate is exercised in full, the shareholding in the Company held by PIL and its concerting parties may be increased to approximately 48.56% of the total number of Shares in issue. The Directors believe that such increase would give rise to an obligation of PIL to make a mandatory offer under the Takeovers Code. The Directors have no intention to repurchase Shares to such an extent which will result in PIL to make a mandatory offer under the Takeovers Code.

Save as disclosed above, the Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

The Directors will exercise the powers conferred by the Repurchase Mandate to repurchase Shares in circumstances which they deem appropriate for the benefits of the Company and the Shareholders. Accordingly, the Directors recommend Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

The logo for SINGAMAS, featuring the word "SINGAMAS" in a bold, red, sans-serif font. The text is centered and flanked by two thick, horizontal blue bars, one above and one below the text.

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 the Annual General Meeting of Singamas Container Holdings Limited (the “**Company**”) will be held by way of electronic means on Wednesday, 3 June 2026 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2025.
2. To declare a final dividend for the year ended 31 December 2025.
3. (a) To re-elect Mr. Teo Siong Seng as executive director of the Company;
(b) To re-elect Mr. Ng Wai Lim as non-executive director of the Company; and
(c) To re-elect Mr. Ho Teck Cheong as independent non-executive director of the Company.
4. To authorise the board of directors of the Company to fix the directors’ remuneration.
5. To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company for the ensuing year and to authorise the board of directors of the Company to fix their remuneration.

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

“**THAT:**

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

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

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

“**Rights Issue**” means an offer of Shares or an offer or issue of warrants or options or similar instruments to subscribe for, or of securities convertible into, Shares open for a period fixed by the Directors to the holders of Shares (or, where appropriate, to holders of other securities of the Company entitled to the offer) or any class thereof and on the register on a fixed record date in proportion to their then holdings of Shares (or, where appropriate, such other securities) or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restriction or obligation under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

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

“**THAT:**

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

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

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

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

“**THAT:**

conditional on the passing of resolutions numbered 6 and 7 as set out in the notice of the meeting of which this resolution forms part, the aggregate number of Shares repurchased by the Directors under the authority granted to the Directors mentioned in such resolution numbered 7 shall be added to the aggregate number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution numbered 6 above (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares).”

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

Hong Kong, 27 April 2026

Notes:

1. As set out in the section headed “Special Arrangements for the AGM” of the circular (of which this notice forms part), **the Company strongly encourages Shareholders to exercise their rights to attend and vote at the AGM by electronic facilities (“Online AGM”)**. Both registered Shareholders and non-registered Shareholders can (i) attend the Online AGM and vote by way of electronic means; or (ii) exercise their right to vote at the Online AGM 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 AGM, 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 proxy form will not preclude a member from attending and voting at the Online AGM or any adjourned meeting should he/she so wish.**
3. In order to be valid, the proxy form, together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that authority must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the meeting or any adjourned meeting.
4. For the purpose of ascertaining shareholders’ entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from Friday, 29 May 2026 to Wednesday, 3 June 2026, 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 transfer documents accompanied by the 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 no later than 4:30 p.m. on Thursday, 28 May 2026. The shareholders whose names appear on the register of members of the Company on Wednesday, 3 June 2026, the record date of the meeting, will be entitled to attend and vote at the meeting.

5. For determining the entitlement to the proposed final dividend for the year ended 31 December 2025, the register of members of the Company will be closed from Wednesday, 8 July 2026 to Friday, 10 July 2026, both days inclusive, and no transfer of the shares of the Company will be effected during such period. In order to be eligible for the entitlement to the proposed final dividend, all transfer documents accompanied by the 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 no later than 4:30 p.m. on Tuesday, 7 July 2026. Subject to the approval by the Company's shareholders at the meeting, the proposed final dividend is payable on Friday, 24 July 2026 to those shareholders whose names appear on the register of members of the Company on Friday, 10 July 2026 (the record date of the dividend).
6. Shareholders can attend, participate and vote at the Online AGM through online access by visiting the website – <http://meetings.computershare.com/Singamas2026AGM> (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 AGM” in the circular) to log in approximately 30 minutes prior to the commencement of the Online AGM 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 AGM sent together with the circular for assistance. Any missed contents as a result of connection issues arise from the Shareholders will not be repeated.
7. All the resolutions set out in this notice shall be voted by poll.
8. 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 (www.hkexnews.hk) and the Company (www.singamas.com) to notify shareholders of the date, time and place of the adjourned meeting.